



**CCS**  
**disability action**  
Including all people

**TE HUNGA HAUĀ MAURI MŌ NGĀ TĀNGATA KATOĀ**

**CONSTITUTION**

**OF**

**CCS DISABILITY ACTION INCORPORATED**

**(INCORPORATED AT WELLINGTON ON 27 MARCH 1935)**

**As updated and adopted with effect from 30<sup>th</sup> November 2023**

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## Part One - Name

- 1.1 Our full legal name is **CCS Disability Action Incorporated**. In this Constitution, we will use our everyday name CCS Disability Action.

## Part Two - Definitions And Operative Date

2.1 In this Constitution, unless the context otherwise requires:

**“The Act”** means the Incorporated Societies Act 1908. This includes all amendments to this Act.

**“Assets”** means property, money or any other belongings of the organisation.

**“Board”** means our National Board. This Board is created under Part Nine of this Constitution.

**“Board National Representative,”** or **“National Representative”** means a person elected as an officer of CCS Disability Action under Rule 10.3(c) of this Constitution.

**“Board Regional Representative”** or **“Regional Representative”** means the same as **“Board National Representative,”** or **“National Representative,”** a person elected as an officer of CCS Disability Action by the Members in the relevant Region under Rules 10.3(d) and 10.3 (c) of this Constitution.

**“Branch”** means an incorporated Branch of CCS Disability Action. See the definition of incorporated below.

**“Casting Vote”** If there is an equality of votes, the chairperson can vote again so a decision can be made i.e. has an extra vote.

**“Chief Executive”** means the Chief Executive appointed by the Board under Rule 9.3(n).

**“Constitution”** means a set of rules for an organisation.

**“Delegates”** mean people who represent the Members of the organisation at meetings. These delegates are elected Members of the Board or Branch committees. Delegates can make decisions about the organisation or Branch on behalf of Members.

**“Deliberative vote”** means they vote as an ordinary Member.

**“Incorporated”** means a group or organisation that has been registered under the Act. This gives the group or organisation the legal ability to operate as if it were a legal person. This protects the Members of the group from liability. This also means the Members do not own the assets of the group.

**“Life Member”** means a person, group or organisation that we have permanently made a Member who has full voting rights and has free Membership.

**“Liquidation”** means to sell everything the organisation owns and to pay everyone the organisation owes money to before closing the organisation.

**“Local Executive Committee”** or **“LEC”** means a committee appointed by the Board under Part Seven of this Constitution.

**“Local Area”** means a geographical area of New Zealand as defined by the Board.

**“Local Advisory Committee”** or **“LAC”** means a committee of Members appointed by Members in a Local Area under Part Six of this Constitution.

**“Local Committee”** or **“LC”** means a committee of Members that combines the functions of the LAC and LEC as set out under Part Eight of this Constitution.

**“Member”** means a person, a group or an organisation that registers as a Member of a Branch. If a person, group or organisation is in a Local Area that does not have a Branch; they can register as a Member of the national organisation as set out in Part Four of this Constitution.

**“Proxy”** means a person who is given the power or authority to do something (such as to vote) for someone else.

**“Quorum”** means the lowest number of voting Members needed before a meeting can be held.

**“Region”** means a geographical part of New Zealand defined by the Board. Regions determine representation and voting rights.

**“Resolution”** means a firm decision to do something or not do something.

## 2.2 Operative Date

This Constitution shall be effective on and from 3<sup>rd</sup> December 2020

## Part Three – Objects/purposes

3.1 The objects/purposes of CCS Disability Action are:

- (a) To work in partnership with disabled people, and their families, to ensure equality of opportunity, quality of life and a community which values full inclusion and participation.
- (b) To support disabled people to attain their rights and achieve their aspirations.
- (c) To recognise and honour the principles of the Treaty of Waitangi.
- (d) To support and promote self-determination of disabled people and their families.
- (e) To remove through education, research and advocacy, the attitudinal, social, legal, political, environmental and other barriers which limit opportunities for disabled people and their families.
- (f) To promote or provide services in response to the identified needs and choices of disabled people and their families.
- (g) To promote education and research on disability and impairment.
- (h) To support and promote the well-being of disabled people and their families.
- (i) To ensure disabled people and their families have equitable participation in all aspects of CCS Disability Action.
- (j) To develop awareness and understanding to support full community inclusion and participation of disabled people and their families.
- (k) To receive money and property through donations, bequests, funding or gifts, to enable us to achieve our objects/purposes. This includes any money or property given to CCS Disability Action under its former name the New Zealand Crippled Children Society Incorporated.
- (l) To carry on the vision of the New Zealand Crippled Children Society Incorporated as envisioned when first incorporated in 1935. This is only to the extent that this vision remains consistent with the above objects/purposes of CCS Disability Action.

3.2 CCS Disability Action is a registered charity under the Charities Act 2005. The objects/purposes in Rule 3.1 must be interpreted and applied based on this charitable status and purpose.

## Part Four - Membership

### 4.1 General

- (a) Any person using CCS Disability Action support services can become a Member of a Branch with full voting rights. They will not be charged a Membership fee.
- (b) Any person, group, or organisation within a defined Branch area can become a Member of that Branch with full voting rights. They will be charged an annual Membership fee.
- (c) If a person, group or organisation is in a Local Area that does not have a Branch; they can register as a Member of the national organisation. Membership fees determined by (4.1 (a) and 4.1 (b)), if charged, will cover the financial year starting 1 July and ending 30 June.
- (d) A Member stops being a Member:
  - (i) if they resign their Membership; or
  - (ii) if they are a Member of a Branch that stops operating as a Branch of CCS Disability Action; or
  - (iii) if they are required to pay an annual Membership fee and fail to pay the fee prior to 30 September; or
  - (iv) if they die or cease operating (if they are a group or organisation) or;
  - (v) if they are a Member of a Branch and the Board votes to exclude them from Membership based on the recommendation of the LAC in the Member's Local Area.

### 4.2 Life Members

- (a) **Life Member:** Three (or more) Members with full voting rights can nominate a person for election as a Life Member. This nomination must be in recognition of notable service to the interests or objects/purposes of CCS Disability Action. Nominations must be made in writing to the Board Secretary. The Board will vote on the nomination at the next Board meeting. If approved by a majority at the Board Meeting, the nomination will be voted on at the next Annual General Meeting. To be accepted, the nomination must get a two-thirds majority of votes at the Annual General Meeting. All Life Members must be approved through this process.

Life Members have the same rights as other Members, but do not have to pay any annual Membership fee.

- (b) **Honorary Members:** An Honorary Member is a person who has provided important service to the interests or objects/purposes of CCS Disability Action. Honorary Members have no voting rights. The Board may vote to appoint Honorary Members every year.

## Part Five - Branches

- 5.1 Branches of CCS Disability Action may be incorporated under the Act, and when incorporated will be affiliated to CCS Disability Action. All Branches in existence at the date of this Constitution are affiliated to CCS Disability Action.
- 5.2 The name of each Branch must be “CCS Disability Action [Local Area description] Incorporated”. The Branch can only use this name as long as the Branch is affiliated to CCS Disability Action.
- 5.3 Branches will not use the words “Crippled Children Society” or similar words in its legal name. Branches may use such words for the purpose of identifying the former legal name of the Branch. Branches may do this only to the extent that the Board considers necessary.
- 5.4 The objects/purposes of a Branch is to carry out the objects/purposes of CCS Disability Action in the Local Area serviced by the Branch.
- 5.5 The Board can determine the Local Area serviced by a Branch and the name of a Branch in consultation with the LAC, or LC, of that Branch.
- 5.6 The Board must approve the Constitution of a Branch and any amendments before they are effective. A Branch Constitution and any amendments must be consistent with this Constitution and the Act.
- 5.7 All Members of a Branch are Members of CCS Disability Action. Members of a Branch must follow this Constitution as long as the Branch exists and affiliates to CCS Disability Action.
- 5.8 A Branch shall cease to be an affiliated Branch of CCS Disability Action if:
  - (a) The Branch is wound-up or dissolved; or
  - (b) A resolution is passed by a two-thirds majority of votes from voting delegates, that the Branch shall cease to be affiliated to CCS Disability Action; or
  - (c) by resolution of the Board if the Branch fails, or refuses, to adopt any charter that has been adopted at an Annual General Meeting.
- 5.9 A Branch may be put into liquidation:
  - (a) voluntarily by resolution of Members of the Branch in accordance with the Act;
  - (b) by the High Court on the application of CCS Disability Action, any Member of the Branch, a creditor of the Branch, or the Registrar of Incorporated Societies as provided in the Act.
- 5.10 A Branch may be dissolved by the Registrar of Incorporated Societies as provided in the Act.



## **Part Six - Local Advisory Committees (LAC)**

6.1 The rules of each Branch will allow Members of that Branch to appoint a LAC.

6.2 Members of CCS Disability Action in a Local Area not serviced by a Branch will appoint a LAC by a ballot co-ordinated by the Board.

6.3 Eligibility - People appointed to a LAC must:

- (a) be Members of CCS Disability Action who live in the relevant Local Area; and
- (b) not be or have been employees of CCS Disability Action or the Branch within 12 months of their proposed appointment.

Up to three Members of a LAC may also be Members of the LEC of the Branch.

6.4 The functions and powers of LACs are:

- (a) to provide advice and support to the Board to achieve the objects/purposes of CCS Disability Action; and
- (b) to advocate for the objects/purposes of CCS Disability Action in consultation with management; and
- (c) to monitor the operations of CCS Disability Action in the relevant Local Area to ensure that services are meeting nationally defined standards; and
- (d) to monitor, advise and support the management of the Branch on non-financial matters; and
- (e) to help the Branch and National Organisation communicate with people we support in the Local Area; and
- (f) to assist with elections for Board Regional Representatives; and
- (g) to appoint a voting delegate from the Local Area for general meetings of CCS Disability Action; and
- (h) to report to and liaise with the Board through the Regional Representative.

6.5 Each LAC will nominate people for the LEC of that Branch. These people will have suitable skills and live in the Local Area. The nominations will be given to the Board before the Branch's Annual General Meeting.

## **Part Seven - Local Executive Committees (LEC)**

7.1 The rules of each Branch will allow the appointment of an LEC.

7.2 The LEC of a Branch shall consist of:

- (a) up to three persons appointed by the Board from the nominations received from the LAC. These persons must not be or have been employees of CCS Disability Action within 12 months of being nominated for the LEC. The Board can appoint more people from Members, if the Board is satisfied that doing so is necessary or desirable for the proper and efficient governance of the Branch.
- (b) The Board's nominee, during any period in which a Board nomination is in effect.

The Board will determine who to appoint based on the desirability of achieving; diversity, an appropriate skillset and overall balance in the composition of the LEC.

7.3 A member of the LEC may resign by giving notice to the Board. The Board may also dismiss a member of the LEC.

7.4 Unless they resign or are dismissed, each member of the LEC will hold office for a period of two years. A LEC member can be re-nominated at the end of the two-year period.

7.5 The Branch Manager, or their nominee, will attend all meetings of the LEC. This is unless the LEC decides the Branch Manager will not be at all of, or part of a meeting. The Chief Executive is entitled to attend any meeting of the LEC.

7.6 LECs may exercise all or any of the powers, functions and discretions vested in the Branch including but not by way of limitation:

- (a) To carry out the objects/purposes of CCS Disability Action and the other objects/purposes of the Branch.
- (b) To advise and support the management and staff members of the Branch.
- (c) To assist the management and staff members of the Branch with fundraising initiatives.
- (d) To monitor Branch performance against the Business Plan and Budget for the Branch.
- (e) To approve recommendations on the acquiring and disposing of land and buildings by the Branch and on borrowing funds. Both these powers are subject to the approval of the Board. The Board will not withhold approval arbitrarily or unreasonably.
- (f) To act as custodian of Branch assets.

- (g) In consultation with the Chief Executive, receive and allocate money coming to the Branch. This is subject to any national plan agreed by CCS Disability Action on the allocation of resources. It is also subject to any directions and conditions attached to funding.
- (h) Subject to sub-rule (g) above, invest funds. In the investment of funds the LEC has all the powers of a natural person.
- (i) Subject to sub-rule (e) above, borrow or raise money and give mortgages, charges or liens over the property of the Branch or parts of it.
- (j) Subject to the above sub-rules, rent, lease, hire, purchase, acquire, or sell, lease surrender or dispose of any interest in personal property.
- (k) Use its funds to support the administration of CCS Disability Action. This will be through levies determined by the Board from time to time.
- (l) Such other functions that the LEC considers necessary or desirable to the proper running of the Branch and its affairs. These functions will be consistent with this Constitution.

## **Part Eight - Local Committees (LC)**

- 8.1 Members of a Branch can decide to combine the functions of the LAC and LEC into one committee. This is done through a resolution passed by a two-thirds majority of votes from voting Members of that Branch. The Board must then approve this resolution. The combined committee must be called CCS Disability Action "Branch Name" Local Committee. The combined committee can be split back into two committees by a resolution passed by a two-thirds majority of votes from voting Members of that Branch.
- 8.2 Each LC shall consist of a minimum of five and maximum of ten members. The Board may appoint up to three of these members based on rule 9.3 (o) of this Constitution. Other members will be appointed based on the rules of that Branch that govern LAC membership. If appointing members of the LC, the Board will take into account the principles in rule 7.2 of this Constitution.
- 8.3 A member of the LC may resign by giving notice in writing to the Local Committee. The Board can dismiss any member it has appointed by giving notice in writing.
- 8.4 Unless they resign or are dismissed, each member of the LC will hold office for a period of two years. A LC member can be re-nominated at the end of the two-year period.
- 8.5 The LC may exercise all or any of the powers, functions and discretions that the LAC and LEC has as detailed in Part Six and Part Seven of this Constitution.
- 8.6 Each LC will meet at least three times a year. LCs may establish sub-committees to carry out specific functions (for example, a finance sub-committee). Sub-committees can meet when needed.
- 8.7 LCs will elect their chairpersons from their own committee members.
- 8.8 The Chairperson can call a meeting of the LC. They must give at least two days' notice to every LC member. If LC members agree, the Chairperson can give a shorter period of notice. The notice must include the date, time, and place of meeting. The notice need not be in writing.
- 8.9 LCs must have at least 50% of its voting members present to form a quorum.
- 8.10 Any two members of the LC can call a Special Meeting of the LC at any time.
- 8.11 Minutes shall be recorded of all LC meetings. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes if signed by the Chairperson of a meeting or by the Chairperson of the next meeting shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
- 8.12 Each LC member present at a LC Meeting is entitled to one vote, with all decisions requiring a majority of votes. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.

8.13 The LC must report to the Board about the affairs of the Branch at least once every calendar year. The Board may also request reports from time to time.

## **Part Nine - National Board**

### **9.1 The Board**

CCS Disability Action shall be governed by the National Board.

### **9.2 Composition of the Board**

- (a) The Board shall consist of:
- (i) the President;
  - (ii) not more than four appointed National Representatives;
  - (iii) not more than six elected Regional Representatives,

The ideal composition of the Board will reflect diversity, an appropriate skillset and overall balance.

- (b) A Board Member may resign by giving notice in writing to the Board.
- (c) A Board Member absent without leave for two consecutive meetings will lose their place on the Board. The Board may appoint a replacement Board Member who will hold office until the next general meeting where a new Board Member can be elected.
- (d) The Board may appoint a Board Member to fill a temporary vacancy. This is a vacancy caused by a Board Member leaving their office early or any period where a Board Member is absent with leave.
- (e) If the number of members on the Board falls below six, the remaining members can only act to fill vacancies or call a general meeting.
- (f) The Board may invite any person to join the Board as a co-opted member. Co-opted members will not count in determining a quorum. The Board can determine the tenure of office of co-opted members at any time without notice or reason.
- (g) The elected Board Members will hold office for a period (term) of three years. Elected Board Members cannot hold office for more than two consecutive terms.

Members who have served for two consecutive terms can be re-elected after not being on the Board for at least one three-year term.

At each Annual General Meeting those elected and appointed Board Members who have completed their term will retire from office. Unless they resign prior, their term finishes at the end of the Annual General Meeting where their successor is elected or appointed. The term for their successor starts at the end of that Annual General meeting.

Retiring members may be re-elected (unless they have just finished their second consecutive term) or reappointed.

- (h) The provisions of clause 9.2(g) shall be suspended until the Annual General Meeting in 2026 and the Board Members as at 30 November 2023 will continue to hold office until then.

### 9.3 Powers

The Board may exercise all or any of the powers, functions and discretions vested in CCS Disability Action including but not by way of limitation:

- (a) To carry out the objects/purposes of CCS Disability Action.
- (b) On behalf of CCS Disability Action and Branches, deal with the government on policy matters.
- (c) On behalf of CCS Disability Action and Branches, deal with similar societies, bodies and organisations, determining how all parts of the organisation, including Branches, deal with such organisations.
- (d) Control and administer the funds of CCS Disability Action.
- (e) Borrow, raise money and give mortgages, charges or liens over the property of CCS Disability Action or parts of it.
- (f) Rent, lease, hire, purchase, acquire, or sell, lease, surrender or dispose of any interest in real or personal property.
- (g) Invest funds in any manner as the Board determines. In the investment of funds the Board has all the powers of an ordinary person.
- (h) Receive, allocate and administer money coming to CCS Disability Action or to the New Zealand Crippled Children Society Incorporated. This is subject to any directions and conditions attached to funding.
- (i) Make rules for the control and management of the affairs of CCS Disability Action.
- (j) Establish committees, determine their powers and functions, and co-opt Committee members as the Board determines.
- (k) Define and adjust Local Area boundaries and Local Area names. This will be done in consultation with the relevant LACs and/or LC.
- (l) Approve Branch decisions on the acquiring or disposing of land and buildings as well as on borrowing funds. The Board, however, will not withhold approval arbitrarily or unreasonably.
- (m) Levy Branches for funds to support the national administration of CCS Disability Action.
- (n) Engage, control and dismiss the Chief Executive.

- (o) Appoint up to three people to each LEC or LC. The Board may appoint an additional person to each committee on the recommendation of that LEC or LC. Further to this additional person, the Board may appoint more people if the Board is satisfied that doing so is necessary or desirable for the proper and efficient governance of the Branch.

The people the Board appoints must have been nominated by the LAC or Members of that Branch. When appointing people, the Board must take into account the desirability of achieving diversity, an appropriate skillset and overall balance in the composition of the committee.

- (p) Accept resignations and/or dismiss members of LECs or Board appointed members of a LC as appropriate from time to time.
- (q) Maintain a register of Members and require each Branch to provide the Board with an updated register of Members of that Branch from time to time.
- (r) Set membership fees for all Members from time to time. These fees cannot exceed \$20 (GST included) per year, unless approved by Members in a general meeting.

#### 9.4 Meetings of the Board

- (a) The Board will meet a minimum of three times a year.
- (b) The Chairperson of the Board is the President or in his/her absence the Vice-President. The Board will elect the Vice-President from their own number. In the absence of both the President and the Vice-President a Chairperson for a meeting of the Board shall be appointed from those present.
- (c) Six voting Board Members will form a quorum for a meeting of the Board.
- (d) The President or any three members of the Board may call a Special Meeting at any time.
- (e) The Chief Executive will attend all meetings of the Board, unless the Board asks the Chief Executive not to attend or to leave a meeting.
- (f) Minutes will be recorded of all meetings of the Board. The minutes will record the names of the Board Members present, all resolutions and the proceedings of each meeting. The minutes if signed by the Chairperson of a meeting or by the Chairperson of the next meeting will be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
- (g) At a Board meeting each Board Member is entitled to one vote. The Chairperson is entitled to a deliberative vote and may use a casting vote, where there is an equality of votes.



## **Part Ten - Officers**

### **10.1 The officers of CCS Disability Action are:**

#### **A Executive Officers:**

- (a) The President;
- (b) The Chief Executive;
- (c) The appointed members of the Board being the National Representatives;
- (d) The elected members of the Board being the Regional Representatives.

#### **B Non-Executive Officers:**

- (a) A Patron;
- (b) Honorary Members;
- (c) The Auditor;
- (d) The Solicitor.

### **10.2 Eligibility to Hold Office**

- (a) All Board Members must be Members of CCS Disability Action.
- (b) People who are or who have been employees of CCS Disability Action or any Branch within 12 months of their proposed appointment are not eligible for election or appointment to the Board.

### **10.3 Appointment and Election of Officers**

- (a) The Patron, Honorary Members, Life Members, President and Auditor will be elected at Annual General Meetings.
- (b) Candidates for election as President must meet the eligibility criteria in Rule 10.2 and be nominated in writing. The nomination must list the full name and address of the nominee, the signatures of the nominee, and the proposer and the seconder (all of whom must be Members). The nominations must be received at the registered office of CCS Disability Action at least 45 days prior to the Annual General Meeting.
- (c) Members of the Board will appoint Board National Representatives by a majority vote from time to time. No more than four Members will be appointed at any one time. All Board National Representatives must meet the eligibility criteria in Rule 10.2.

- (d) Members in the relevant region will elect each Board Regional Representative. The election will be by a ballot co-ordinated by the Board in a way the Board sees fit. The election will be before each Annual General Meeting and the representative will take office at the end of the Annual General Meeting. All Board Regional Representatives must meet the eligibility criteria in Rule 10.2 and be nominated in writing. The nomination must list the full name and address of the nominee as well as the proposer and the seconder (all of whom must be Members). The nominations must be received at the registered office of CCS Disability Action at least 45 days prior to the Annual General Meeting.
- (e) Honorary Members must be recommended by the Board and elected at the Annual General Meeting. The Board will recommend candidates based on their particular interest in the work of CCS Disability Action.
- (f) The Chief Executive will be employed by the Board.
- (g) The Solicitor will be appointed by the Board.
- (h) All Board National Representative appointments will take into account the desirability of achieving diversity, an appropriate skillset and overall balance in the composition of the Board membership.

#### **10.4 Indemnity**

Executive officers of CCS Disability Action are indemnified by CCS Disability Action against all losses and expenses incurred by them in carrying out their duties except when due to their wilful neglect or default.

#### **10.5 Remuneration of the President**

The Board may pay the President, for the services he or she provides relating to the charitable purposes of CCS Disability Action, a rate that is reasonable and no more than fair market value.

## **Part Eleven- Administration And Powers**

### **11.1 Governance**

The Board governs CCS Disability Action. The Board has the entire superintendence, control and management of CCS Disability Action. This is subject only to the provisions of this Constitution and any amendments to them as well as to any directions given at any general meeting of CCS Disability Action.

### **11.2 Capacity**

CCS Disability Action must follow this Constitution. CCS Disability Action may do anything that this Constitution permits or requires it to do. CCS Disability Action may do anything that any enactment or rule of law permits or requires it to do.

### **11.3 Common Seal**

The Common Seal may only be used with the authority of the Board or of a Committee acting under authority delegated to it by the Board. Every document to which the Common Seal is fixed must be signed by:

- any two members of the Board; or
- any member of the Board and the Chief Executive; or
- any other person authorised by the Board

A register of every document to which the Common Seal is fixed will be maintained and tabled at each meeting of the Board.

### **11.4 Funds and Property**

The Board will administer the funds and property of CCS Disability Action in accordance with this Constitution.

- (a) All money received is to be paid to the credit of CCS Disability Action at such bank as the Board appoints.
- (b) Cheques and other negotiable instruments are to be signed or endorsed in such manner as the Board directs.
- (c) The financial year of CCS Disability Action shall end on the 30th day of June.
- (d) The books and accounts of CCS Disability Action are to be audited annually by the Auditor.

## 11.5 Legacies, Endowments, Contributions and Gifts

- (a) For the purposes of this Rule 11.5, 'Legacies and Gifts' shall be interpreted to mean all legacies, endowments, bequests, contributions or other donations or gifts of money or of other real or personal property; and reference to a Legacy or Gift shall refer to all or any of the above, as the circumstances may require.
- (b) Legacies and Gifts may be made to CCS Disability Action. These may be made generally or for the purpose of any specific object of CCS Disability Action, and on such conditions (if any) as the Board in its discretion may accept.
- (c) It is acknowledged that a person may make a Legacy or Gift to CCS Disability Action in circumstances where there may be a legal or moral claim or right of another person or organisation in respect of that Legacy or Gift. In that situation the Board may, in its absolute discretion, make such payment or gift (whether by way of a payment or gift of or out of the property comprised in the Legacy or Gift or otherwise) in the satisfaction or part satisfaction of any such claim or threatened claim or right as the Board may in its absolute discretion think fit. The Board may make such payment or gift even though CCS Disability Action may have received the Legacy or Gift in whole or in part or has expressed its acceptance of the Legacy or Gift.
- (d) The Board may in the exercise of its discretion under subclause (b) above settle any legal proceedings in which CCS Disability Action has been joined as a party and may also consider and (if thought fit) approve and/or impose conditions on any proposal by the Executive or Local Committee of any Branch to settle any legal proceedings in which the Branch has been joined as a party.
- (e) Without limiting the above provisions, the Board may for the purposes of this Rule take into account any report and/or recommendation made by the Solicitor or by Counsel representing CCS Disability Action in the legal proceedings or in respect of any claim or threatened claim or right.
- (f) Legacies or Gifts given to or accepted by CCS Disability Action may, at the discretion of the Board (and shall, at the direction of the relevant donor), be exclusively held and applied for the benefit of a particular Branch or Local Area.
- (g) Any person authorised by the Board may receive and give receipts for Legacies and Gifts bequeathed, made or given to CCS Disability Action and any receipt given is an effective discharge for the money or other property stated to have been received.

## 11.6 No Personal Pecuniary Gain

- (a) Any income, benefit, or advantage generated must be used to advance the charitable purposes of CCS Disability Action.

- (b) No Member of CCS Disability Action, or anyone associated with a Member, is allowed to take part in, or influence, any decision made by CCS Disability Action about giving any income, benefit, or advantage to, or on behalf of, the Member or associated person.
- (c) Any payments made to a Member of CCS Disability Action, or to any person associated with a Member, must be for goods or services that relate to the charitable purposes of CCS Disability Action and must be reasonable and relative to payments that would be made between unrelated parties.

## **Part Twelve- General Meetings**

### **12.1 Annual General Meetings**

- (a) The Annual General Meeting will be held in the month of November each year. The Board may decide in any year to hold the Annual General Meeting in another month, if the Board determines this is necessary or desirable for the efficient or convenient coordination of CCS Disability Action's operations. The Board will determine where the meeting is held.
- (b) At each Annual General Meeting any officers will be elected and the following will be considered:
  - i. the Annual Report;
  - ii. the Statement of Accounts of CCS Disability Action and the Auditor's Report;
  - iii. election of Officers;
  - iv. any remit or recommendation submitted by any LAC or LC with at least 60 days' notice (see rule (d) below);
  - v. any recommendation of the Board;
- (c) The Board will give 90 days' notice in writing advising LACs and LCs of the date of the meeting.
- (d) LACs and LCs are to deliver remits and recommendations in writing to the registered office of CCS Disability Action. This must be done at least 60 days prior to the Annual General Meeting. The Board shall give notice of remits and recommendations to all LACs and LCs 30 days prior to the Annual General Meeting.

### **12.2 Special General Meetings**

- (a) A Special General Meeting can be called at any time by:
  - i. The Board;
  - ii. The written request of not less than five LACs or LCs. When making a written request, the request must state the reason for the proposed meeting.
- (b) The Board must give 30 clear days' notice of a Special General Meeting to each LAC and LC. The notice must name the date and place of the Special General Meeting. The notice must specify the subject matter to be discussed at the meeting.

### 12.3 Voting Delegates

- (a) Each LAC and LC shall appoint a voting delegate to represent the Local Area. Voting delegates must be Members. Each LAC and LC will provide the names of their voting delegates to the registered office of CCS Disability Action before each meeting in writing.
- (b) Any Member may attend a meeting even if they are not a voting delegate. They can take part in the business and discussions of a meeting but are not entitled to vote on any question (unless they are the voting delegate).
- (c) If a voting delegate cannot attend a meeting, they can vote by proxy. The Board determines the form of proxy voting they can use from time to time in accordance with this Constitution.
- (d) A voting delegate, who cannot attend the meeting, can only appoint a proxy in writing. The voting delegate must sign the form. The proxy cannot vote unless this signed form is given to the Chairperson before the meeting. The signed form can also be given to the registered office before the meeting. Only a Member can be appointed as a Proxy.

### 12.4 Conduct of Meetings

- (a) The President will chair all general meetings of CCS Disability Action. If the President is absent, the Vice-President will chair the meeting/s. If both the President and the Vice-President are absent, the Members present will elect a Chairperson.
- (b) Six voting delegates present in person or by proxy will form a quorum.
- (c) If the Chairperson is a voting delegate, they can exercise a deliberative vote. If there is an equality of votes the chairperson can also exercise a casting vote.
- (d) All resolutions at any General Meeting shall be approved if the majority of voting delegates agree. Voting delegates can vote in person or by proxy. Delegates vote by a show of hands, unless a voting delegate demands a ballot. On all votes, each voting delegate is entitled to exercise the number of votes established by Rule 12.4(e). This entitlement includes any proxy votes held.
- (e) Every voting delegate is entitled to one vote for every 100 Members in the Local Area which the voting delegate represents. Areas with a count of 50 or more Members are rounded up to the next 100.
- (f) A Special General Meeting cannot happen if a quorum is not present within two hours of the agreed start time, if the meeting has been requested according to 12.2.

In all other cases if a quorum is not present within one hour of the appointed time the meeting will be postponed. The meeting will be held four weeks later. If a quorum is not present at that next meeting, those Members present in person will form a quorum and the meeting will go

ahead. The meeting may only deal with the business for which the meeting was originally called. No other business may be considered.



## Part Thirteen- Rule Changes And Winding Up

### 13.1 Rule Changes

The rules of CCS Disability Action can be changed at an Annual or Special General Meeting, as long as:

- (a) The required notice has been before holding these meetings; and
- (b) Two-thirds of the votes of voting delegates agree to the changes. A delegate can vote by proxy.
- (c) Rule changes are legal under the Act. Rule changes cannot change the charitable nature of any object/purpose of CCS Disability Action. Rule changes cannot go around or remove compulsory restrictions in Rule 11.6 of this Constitution.

### 13.2 Winding Up

- (a) CCS Disability Action may be put into liquidation or dissolved in any of the ways provided for in the Act.
- (b) To liquidate or dissolve CCS Disability Action, the Board must call a Special General Meeting of CCS Disability Action.

At the meeting, voting delegates will

- i. resolve (or decide) how they will dispose of any surplus assets
- ii. make sure that those assets are only used for charitable purposes in New Zealand. Voting delegates will try to make sure these charitable purposes are similar to the objects/purposes of CCS Disability Action.

Two-thirds of the voting delegates present must agree with these decisions. Delegates can also vote by proxy.

- (c) If a resolution does not pass in accordance with Rule 13.2 (b), the surplus assets must be used only for charitable purposes in New Zealand. A judge of the High Court of New Zealand will control what happens to these assets. The provisions of Section 27 of the Act shall apply.

**Part Fourteen - Provision For 3 Members To Sign:**

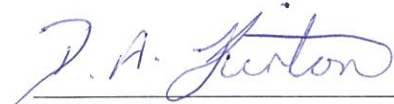
Dairne Kirton

Member

[ Print name]

30<sup>th</sup> November 2023

Date



Signed

Andrew Austin

Member

[ Print name]

30<sup>th</sup> November 2023

Date



Signed

Sally Thomas

Member

[ Print name]

30<sup>th</sup> November 2023

Date



Signed