



AUCKLAND
DOWN SYNDROME ASSOCIATION

AUCKLAND DOWN SYNDROME ASSOCIATION

PO Box 132033 Sylvia Park, Mt Wellington

Auckland 1644 New Zealand

Ph (09) 527-0060

Email: clo@adsa.org.nz www.adsa.org.nz

**Auckland Down Syndrome
Association Incorporated
(ADSA Inc.)**

Rules

*"To enhance the inclusion of people with
Down syndrome within the community"*

Dated: 23 August 2011

**Affiliated with:
New Zealand Down Syndrome Association Incorporated (NZDSA Inc)**

Table of Contents

Rule Number		Page
1.0	Name	3
2.0	Registered Office	3
3.0	Aims	3
4.0	Objectives	3
5.0	Association Membership	4
5.1	Types of Membership	4
5.2	Commencement of Membership	5
5.3	Termination of Membership	5
5.4	Membership Fees	5
6.0	Management Committee	6
6.1	Duties	6
6.2	Composition	6
6.3	Elections/Terms	6
6.4	Functions of the Management Committee	7
6.5	Sub Committees	7
7.0	General Meetings	8
7.1	Annual General Meeting	8
7.2	Order of Business	8
7.3	Quorum	8
7.4	Speaking and Voting rights at Annual General Meetings and Special General Meetings	9
7.5	Proxy Voting	9
7.6	Notices of Motions/ Recommendations/Nominations	9
7.7	Special General Meetings	9
8.0	Finance	9
8.1	Control of Funds	9
8.2	Use of funds	10
8.3	Cheque Signatories	10
8.4	Business Credit Card Facility	10
8.5	Financial Statement	10
8.6	Auditor	11
8.7	Indemnity of Members	11
8.8	No Personal profit	11
8.9	No benefit of advantage to be determined by a members	11
9.0	Alterations to the Rules	11
10.0	Common Seal	12
11.0	Dissolution	12
12.0	Interpretation	12
13.0	Definitions	12

RULES OF

AUCKLAND DOWN SYNDROME ASSOCIATION INCORPORATED

1.0 Name

1.1 The name of the association is:

Auckland Down Syndrome Association Incorporated

referred to in these rules as "ADSA Inc" or 'the Association'.

1.2 The organisation has been in existence since 1 June 1985. The ADSA Inc was formally constituted by resolution dated 6 May 2008 to register as an incorporated society.

2.0 Registered Office

2.1 The registered office of the Association shall be situated at such a place as the Management Committee shall from time to time determine provided it is in Auckland.

3.0 Aims

The primary aims of the Association are:

- To inform and support families/Whanau of people with Down syndrome
- To promote, and advocate for positive attitudes in the wider community
- To further the understanding of Down syndrome
- To promote the rights and inclusion of people with Down syndrome
- To review policies and lobby government and other institutions
- To promote positive public awareness through educational and media initiatives

4.0 Objectives

The Association is established for educational and charitable objectives and purposes within New Zealand only but in particular within the greater Auckland area as defined by the Auckland Regional Council catchment In particular the Association is established:

In particular the Association is established:

- (a) To promote the welfare of people with Down syndrome and their families/Whanau.
- (b) To provide up-to-date Information that is accessible to families/Whanau particularly new parents and other interested parties.

- (c) To publish a quarterly newsletter.
- (d) To provide information to medical practitioners, students, educators and community organisations, to enhance their interactions with people with Down syndrome.
- (e) To provide ongoing links with and among families.
- (f) To establish and maintain relationships with other disability organisations.
- (g) To respond to political and social Issues by making submissions to government bodies and through the media.
- (h) To Initiate and manage projects that will have a direct benefit to people with Down syndrome and their families.
- (I) To maintain links with international Down Syndrome Associations to ensure flow of current knowledge and information.
- (j) To do any other legal and lawful acts to attain these objectives and conducive to our mission statement.

5.0 Association Membership

Membership of the ADSA Inc shall consist of:

Limited Members
and
Ordinary Members
and
Affiliate Members
and
Self Advocacy Members
and
Life Members

Ordinary Members, Self Advocacy Members and Life Members of the ADSA Inc are eligible to vote.

Limited and Affiliate Members are not eligible to vote.

5.1 Types of Membership

(a) Limited Members

A person over the age of 18 years who does not want any other form of membership but who still wants to serve in some capacity in the ADSA Inc organisation, and who has applied for Limited Membership on the prescribed form to the Management Committee.

(b) Ordinary Members

A person over the age of 18 years or a family who has applied for membership on the prescribed form, who is acceptable to the Management Committee and who is accepted as a member upon payment of a set fee, or no fee as determined in Rule 5.3.

(c) Affiliate Members

A corporation, organisation, trust or a person who has a professional interest in people with Down syndrome and any form of legal entity accepted by the Management Committee and who has applied for membership in a form prescribed by or acceptable to the Management Committee and upon payment of a set fee, or no fee as determined in Rule 5.3.

(d) Self Advocacy membership

A person over the age of 18 years who has Down syndrome who has applied for membership in the prescribed form, who is acceptable to the Management Committee and who is accepted as a member upon a set nominal fee, or no fee as determined in Rule 5.3.

(e) Life Members

This membership is awarded at the discretion of the ADSA Management Committee as recognition of individuals who have made a valuable contribution to the mission of the ADSA Inc.

5.2 Commencement of Membership

Membership of the ADSA Inc may be obtained by application to the Management Committee through the Community Liaison Officer, and shall be completed by the recording of that person's name, address, telephone number, email address and such other details as the Management Committee requires in a register of membership to be compiled and held by the Community Liaison Officer on behalf of the Management Committee.

5.3 Termination of Membership

- a) Membership may be terminated upon written notice by the Member to the Management Committee through the Community Liaison Officer.
- b) The Management Committee at its discretion may cancel membership If the Member ceases to be eligible or if the Member's actions are considered to be inconsistent with the objectives of the ADSA Inc, or harmful to the interests of ADSA Inc.
- c) A Member has the right to be heard or make submissions before a decision is made by the Management Committee to cancel or terminate membership, but their membership may be suspended in the interim.

5.4 Membership Fees

The annual subscription fees shall be determined from time to time at the Annual General Meeting of the ADSA Inc.

The Annual General Meeting may choose to set no fee.

The set fees can be waived In cases of financial hardship on application to the Management Committee.

6.0 Management Committee

To hold membership of the Management Committee one must be a person with Down syndrome or a parent, grandparent, guardian, sibling, or other family member of a person with Down syndrome, **or with connection to the disability sector**, and must be an Ordinary Member of the ADSA Inc.

The Management Committee shall meet at least ten times a year including the Annual General Meeting.

6.1 Duties

The Management Committee shall provide governance direction for the affairs and funds of the ADSA Inc between Annual General Meetings and shall implement, develop, and publicise ADSA Inc policies as approved at the Annual General Meeting and ensure the objectives of the ADSA Inc are carried out.

The meeting Secretary will record minutes of all meetings including Annual General Meetings, which will be held in a minutes register at the registered office of the ADSA Inc.

6.2 Composition

The Management Committee shall comprise of a minimum of six and a maximum of ten Committee members. The Management Committee shall, at their earliest convenience, elect one of their number to each of the positions of President, Vice-President, Secretary and Treasurer.

The position of any Management Committee member absent for two consecutive general or committee meetings without leave of absence shall automatically become vacant. Acceptance of an apology shall be deemed grant of such leave.

6.3 Elections/Terms

Elections for the Committee Members shall take place at the Annual General Meeting, except for the Community Liaison Officer who is appointed by the Management Committee.

Term of office on the Management Committee shall be for a two-year tenure after which they can seek re-election. The office for President shall be for a two-year tenure after which that person can seek re-election, but can only hold office for three consecutive terms.

Co-option to the Management Committee will be for the inclusion of people with required skills or knowledge or to fill a vacancy in the Management Committee and may be a person with Down syndrome. All co-opted members must be Ordinary Members of the ADSA Inc.

6.4 Functions of the Management Committee

Subject to the directions of the Association in Annual or Special General Meetings, the policy of the ADSA Inc shall be determined and the management and control of its affairs shall be vested in the Management Committee which may exercise all powers and do all acts and things which may be exercised or done by the Association and which are not expressly directed or required to be exercised or done by it in Annual and Special General meetings, provided that these accord with the aims and objectives of the Association. Without prejudice to the general powers of the Management Committee it is hereby expressly directed that the Management Committee shall be entrusted with and may exercise and perform all or any of the following powers and duties:

- (a) To enter into all negotiations, contracts and agreements in the name and on behalf of the ADSA Inc as it may consider expedient for its purposes, provided that such negotiations, contracts and agreements are not in conflict with its aims and objectives
- (b) To make provision for the signing or endorsing of cheques or other negotiable instruments on behalf of the Association and to open such accounts as the Management Committee may think fit.
- (c) To receive and give receipts and execute discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created for any of the objects of the Association or for the purpose of furthering any such objects.
- (d) To invest the funds of the Association in such securities for the time being authorised by law for the investment of trust funds in New Zealand and from time to time vary any such investments.
- (e) To exercise all rights, powers and duties which under these Rules are required to be performed by the Management Committee.
- (f) To engage, control and dismiss the Association's servants and paid officials and to exercise all such administrative power as may be necessary to effect its purpose.
- (g) To co-opt from time to time persons with special expertise to serve on the Management Committee or any Standing Committee upon such conditions as the Management Committee may determine.

Their appointments shall be reviewed annually at the first Management Committee meeting following the Annual General Meeting.

- (h) Any member of the Management Committee may be paid for services for the Association, provided that they are not involved with any decisions regarding such services, and that the services are provided at fair market value or less.

6.5 Sub-Committees

The Management Committee may appoint sub-committees. The Chairperson of any sub-committee shall be a member of the Management Committee but the membership of the sub-committee need not be confined to the Management Committee.

7.0 General Meetings

7.1 Annual General Meeting

The Annual General Meeting shall be held no later than 31 September each year at such a time and place as the Management Committee determines. The Management Committee will give no less than twenty one (21) days notice in writing or by public newspaper advertisement, or by notice in the ADSA Inc. newsletter, advising of the date, place and time of the meeting.

(a) Purpose

At each Annual General Meeting the following business shall be transacted:

- To consider the Annual Report
- To consider the Statement of Accounts and Auditors Report
- To elect Officers and Management Committee Members
- To appoint an Auditor
- To set membership fees
- To consider any remits from members
- To consider any recommendations of the Management Committee
- To determine the policies of the ADSA Inc consistent with the aims and objectives of the Association. This may be done by the presentation of reports with accompanying recommendations or by notice of motion to amend existing policy.

7.2 Order of Business

The order of business of the Annual General Meeting shall be:

The Presidents Report, the Financial Report, the election of office bearers, Constitutional amendments, any other matters agreed to by the Annual General Meeting.

7.3 Quorum

The quorum at Annual or Special General Meetings shall consist of no less than the (10) members of the ADSA Inc. If a quorum is not present within one hour of the advertised starting time of the meeting, the meeting will lapse and a further meeting will be called.

The quorum at Management Committee or Sub-Committee meetings shall be fifty percent (50 %) of the number on the Committee.

7.4 Speaking and Voting Rights at Annual General Meetings and Special General Meetings

- (a) Each member of the ADSA Inc. shall have speaking rights. The meeting may grant speaking rights to any other person present if it is deemed appropriate.
- (b) In accordance with Rule 5, Ordinary Members, Self Advocacy Members and Life Members of the ADSA Inc are eligible to vote. Limited and Affiliate Members are not eligible to vote.
- (c) At all general meetings, the President or in the President's absence any other duly elected chairperson, shall take the chair and every eligible member present shall be entitled on every motion to one vote exercised in person and in the case of an equality of votes the Chairman shall have a casting vote as well as a deliberative vote.
- (d) The mode of voting on all questions at all general meetings shall be by show of hands, unless determined otherwise and advised prior to the meeting.

7.5 Proxy Voting

Any member shall have the right to appoint a proxy at any Annual or Special General Meeting. Appointment of a proxy is to be in writing signed by the appointee and is to be produced prior to the commencement of the meeting to the President or the Community Liaison Officer.

7.6 Notices of Motions/Recommendations/Nominations

Notice of Motion, Recommendations and Nominations shall be circulated to all Members and the Management Committee at least seven (7) clear days before the date of the Annual or Special General Meeting.

7.7 Special General Meetings

- (a) Special General Meetings may be held as determined by the Management Committee or by the request of not less than ten (10) ADSA Inc members who must attend in person. A written request must state the object of the proposed meeting.
- (b) The Management Committee must give fourteen (14) days notice of a Special General Meeting of the ADSA Inc. The notice must specify the date and place of the Special General Meeting as determined by the Management Committee and the subject matter intended to be submitted to the meeting. Such notice shall be given in writing, or by public newspaper advertisement or by notice in the ADSA Inc. quarterly newsletter.

8.0 Finance

8.1 Control of Funds

- (a) The Treasurer and/or the Community Liaison Officer shall be responsible for reporting and the receipt and account of all monies, and for the writing of all receipts for the same on behalf of the ADSA Inc.

- (b) An appropriate amount of funding shall be determined by the Management Committee.
- (c) The ultimate responsibility for the control of funds must rest with the Management Committee as a whole.

8.2 Use of Funds

The funds of the ADSA Inc shall be used to meet the general expenses of the ADSA Inc to meet its objectives in Rule 4 including:

- (a) The remuneration and approved expenses of the Community Liaison Officer.
- (b) The approved expenses of the Management Committee.
- (c) Projects approved by the Management Committee to carry out the objectives of the ADSA Inc.

8.3 Cheque Signatories

The funds of the ADSA Inc shall be deposited in the name of the ADSA Inc in bank accounts authorised by the Management Committee. All withdrawals from these accounts shall be signed by two of three Signatories appointed by the Management Committee.

8.4 Business Credit card Facility

- (a) The ADSA Inc shall hold one business credit card facility through a bank authorised by the Management Committee.
- (b) The Community Liaison Officer shall have sole use of the credit card facility.
- (c) The Community Liaison Officer will have a spending limit of \$200 per transaction, with items above this amount requiring a resolution of the Management Committee.
- (d) There will be a credit limit of \$1,000 on the credit card facility.
- (e) The amount owing each month on the credit card is to be direct debited from the main ADSA Inc cheque account each month.
- (f) The credit card statement along with the relevant receipts for purchases is to be presented at Management Committee meetings for ratification.

8.5 Financial Statement

- (a) A financial statement, showing the Income and expenditure of the ADSA Inc during the financial year ended 30th June each year and showing the assets and liabilities of the ADSA Inc. shall be prepared by the Treasurer and/or the Community Liaison Officer and signed by the President and Treasurer.

- (b) The financial statement shall be presented to the Annual General Meeting and sent to the appropriate bodies.
- (c) The financial year shall commence on the first day of July in each year and end on the thirtieth day of June the following year.

8.7 Indemnity of Members

No member shall be required to contribute towards the payment of any liabilities of the ADSA Inc. whether on dissolution or otherwise.

8.8 No Personal profit

Subject to Rule 8.2 the Association and its affairs and activities shall not be conducted for the profit of its members or any of them and no part of the income or assets of the Association shall enure to the benefit of any officer of the Association or any member.

8.9 No benefit or advantage to be determined by a member

No member of the Management Committee or any person associated therewith, for the purposes of the Income Tax Act 1994 or any amendment, consolidation or re-enactment thereof, shall be able by virtue of his or her capacity as a member, member of the Management Committee or a person associated therewith, to determine or materially influence in any way the determination of, the nature of or the amount of, any benefit or advantage or any income or the circumstances in which such benefit or advantage or income is to be received, gained, achieved, afforded, or derived by that member, member of the Management Committee or association person, and a carrying on of business by the Association.

9.0. Alterations to the Rules

These Rules may be added to, amended or repealed by resolution at any Annual General Meeting or at any such Special General Meeting called for the purpose provided that notice of such proposed additions, amendments or alterations, together with the name of the proposer shall be given to the Management Committee at least six weeks before the date of the meeting.

Any resolution adding to, amending, or repealing these Rules shall require not less than a two-thirds majority of those present and eligible to vote.

No alteration, amendment or rescission of these Rules shall be made in any way that detracts from the charitable purpose of the Association. Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies.

In particular Rules 8.8, 8.9 and 11 shall not be altered, amended or rescinded without the prior written approval of the Inland Revenue Department to the intent that the Association remains exempt from income tax in terms of Sections CB4 (1) (c) of the Income Tax Act 1994 or any amendment, consolidation or re-enactment thereof.

10.0 Common Seal

The Community Liaison Officer shall provide for the safe custody of the Common Seal. The Common Seal may only be used with the authority of the Management Committee. All documentation to which the seal is affixed shall be signed by the President and countersigned by another member of the Management Committee. The Community liaison Officer shall maintain a seal register, which will be tabled at each Management Committee meeting.

11.0 Dissolution

- (a) The ADSA Inc may be wound up voluntarily if the Association at a General Meeting of its members, passes a resolution requiring the Association to be wound up and the resolution is confirmed at a subsequent General Meeting held for that purpose not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.
- (b) In the event of the ADSA Inc being dissolved, the surplus assets after payment of the ADSA Inc liabilities and the expenses of winding up, shall be transferred to the New Zealand Down Syndrome Association Incorporated (NZDSA Inc) and held in trust for the purpose of parent information and support and providing that similar objectives are consistent with that of the ADSA Inc. Otherwise the assets shall be transferred to another charitable organisation within New Zealand working in the field of supporting families who have a child with Down syndrome.

In no case shall any surplus funds of the ADSA Inc. be given to any member of the ADSA Inc. except for payments as outlined in Rule 8.2.

12.0 Interpretation

If at any time any matter shall arise which is not provided for in these Rules or in the interpretation of these Rules, the same shall be determined where appropriate by the Management Committee whose decision shall be final.

13.0 Definitions

"In writing", "written advice or notice" may include by electronic mail/email unless expressly advised otherwise.