As at November 2020

**Plain English Guide to the Constitution of the**

**Royal New Zealand Foundation of the Blind Incorporated**

**The Royal New Zealand Foundation of the Blind Incorporated**

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1. **About this Document**

This document is a plain English guide to the Constitution of the Royal New Zealand Foundation of the Blind Inc (the “Foundation”), adopted by special resolution on 14 November 2020.

**1.1 Intended audience for this guide**

This guide is intended for use by anyone who receives services from the Foundation or their guardian.

**1.2 What is the purpose of this document?**

To help you understand:

* How the Foundation operates.
* What it means to be a member of the Foundation in terms of the Constitution and the role, rights and responsibilities of members.
* The role and duties of the Board of Directors.

**1.3 Disclaimer**

If there is any disagreement or difference between what is said in this guide and the Constitution itself, you should regard the Constitution as correct.

**1.4 If you want more information**

For more detailed information on any subject covered in this guide, see the Constitution itself. You can request a copy in writing from the registered office of the Foundation, 4 Maunsell Rd, Parnell, Auckland or by calling the Contact Centre on 0800 24 33 33.

**2. The Constitution**

**2.1 What is the Constitution?**

The Constitution of the Royal New Zealand Foundation of the Blind Inc is a legally-binding document that sets out the rights and obligations of the Foundation, its Board and its members.

**2.2 What is the background to the Constitution**

The Constitution has the same modern views on disability as the United Nations Convention on the Rights of Persons with Disabilities and the New Zealand Disability Strategy and supports the independence of blind people. Our Government's aim is for New Zealand to be a place where disabled people control the services they need and are fully included in society.

**2.3 How can I find out exactly what the Constitution says?**

The full text of the Constitution is available to members on request in their preferred format.

**2.4 Who can make changes to the Constitution?**

* The Board can propose changes to the Constitution and call a special meeting of members to consider them.
* A group of at least 100 Members can recommend a change to the Constitution by delivering a written proposal to the Foundation's registered office and provided certain conditions are met, the Board will call a special meeting of members to consider the proposal.
* When you are notified of a special meeting to consider a change to the Constitution, you will be sent details of the proposed change along with voting papers.
* Any proposal to make changes to the Constitution will be considered and voted upon in a postal ballot and followed by a special meeting of members.

**2.5 How many members must support a proposed change to the Constitution for it to be passed?**

A resolution to alter the Constitution must be passed by a two-thirds majority of the members who vote on it.

**2.6 What aspects of the Constitution cannot be changed?**

* Changes that would take away from the Foundation’s charitable nature.
* Changes that would allow Foundation funds to be spent on anything apart from charitable objectives.

**3. The Foundation**

**3.1 What is the Royal New Zealand Foundation of the Blind Inc?**

A charitable organisation which works to improve the well-being of blind, deafblind and low vision people in New Zealand. In January 2012, the Foundation became an incorporated society under the Incorporated Societies Act 1908.

**3.2 Where is the registered office of the Foundation located?**

4 Maunsell Road, Parnell, Auckland.

**3.3 What are the Foundation's main objectives?**

The Foundation aims to:

* Promote the independence, integration, enablement and well-being of blind and low vision people in New Zealand society.
* Provide and help to provide services, programmes and activities for blind and low vision people, especially in education and training, rehabilitation, recreation, equality of opportunity, support and enablement.
* Promote and encourage a positive attitude towards blindness and low vision amongst the public and blind and low vision people.
* Encourage and help blind and low vision people with additional disabilities to live useful and dignified lives according to their personal choice.

**3.4 How does the Foundation achieve its objectives?**

The Foundation has the power to:

* Deliver services.
* Raise money through fundraising and from businesses, government and other organisations.
* Own and manage property.
* Borrow money and use the Foundation's assets as security for a debt.
* Use and invest the Foundation's funds.
* Use outside professionals, consultants and advisers.
* Employ staff.
* Manage trusts or other entities.

**3.5 Can the Foundation cease to exist?**

Yes. The Foundation can be put into liquidation if:

* A resolution to appoint a liquidator is passed by a two-thirds majority of members voting in a postal ballot followed by a general meeting; and
* The resolution to liquidate is confirmed by a two-thirds majority of members voting at a second postal ballot and general meeting.

**3.6 What would happen to the Foundation's assets if it were put into liquidation?**

All left-over assets (after payment of all costs, debts and liabilities) would be transferred to a charitable organisation in New Zealand with objectives similar to those of the Foundation.

**4. Membership of the Foundation**

There are two types of members of the Foundation, either:

* Full members; or
* Guardian members.

Collectively, full members and guardian members are known as governing members.

The Constitution defines membership and also contains guidelines for how the Foundation communicates with members and potential members.

**4.1 What does it mean to be a member of the Foundation?**

Being a member of the Foundation gives you the right to be involved in governing the Foundation by voting in elections of members to the Board and on issues that are of importance to you as a member.

**4.2 What if I do not want to be a member of the Foundation?**

You may choose not to become a member or you may resign at any time.

**4.3 Does resigning from being a member affect my right to continue to receive services from the Foundation?**

No. Your right to receive services is not affected in any way.

**4.4 Who can be a member of the Foundation?**

You can be a member of the Foundation if:

* You received services from the Foundation at the time the Constitution was first adopted in 2003.
* You are aged 16 years or over and meet the medical criteria for membership. This is known as being a qualifying person or alternatively as a full member.
* You are the guardian of a child who meets the medical criteria and is under the age of 16 years. The child is known as a qualifying child and the guardian as a guardian member, as defined in the Care of Children Act 2004.

**4.5 What are the medical criteria for becoming a member?**

You can be a member if, in the opinion of a registered optometrist or ophthalmologist, you have visual acuity not exceeding 6/24 in the better eye with correcting lenses, or serious limitations in the field of vision generally not greater than 20 degrees in the widest diameter or, in the opinion of a registered optometrist, ophthalmologist, dispensing optician, orthoptist or general medical practitioner, is unsafe or distressed due to being functionally blind or non-functionally sighted, finding it difficult to read and write or visually identify familiar objects, carry out familiar tasks or manoeuvre on their own without a blindness mobility aid.

**4.6 If I am not a member under the Constitution, am I still eligible to receive services?**

Yes, as long as you meet the medical criteria for receiving services.

**4.7 Can a full member (qualifying person) also be a guardian member?**

Yes. If a full member is the guardian of a qualifying child, he or she can also be registered as a guardian member.

**4.8 How do I apply for full membership as a qualifying person?**

1. Call the Contact Centre on 0800 243333.

2. Complete the application form.

3. Provide a written opinion from a registered optometrist or ophthalmologist stating that you meet the medical criteria.

**4.9 How do I apply for membership as a guardian member?**

1. Call the Contact Centre on 0800 243333.

2. Obtain the application form from the Foundation

3. Complete the application form for each qualifying child

**4.10 Do I need to provide any additional information with my membership application to become a guardian member?**

You may be asked to provide evidence that:

* The child meets the medical criteria for membership
* You are the child's guardian.

**4.11 If a child has two or more guardians, can all of them become members of the Foundation?**

No. Only one guardian can apply for membership as a guardian member.

**4.12 Does the Foundation have to accept applications for membership?**

Yes, if it is satisfied that:

* The application form is complete
* All the required supporting material has been provided.
* The applicant is eligible for membership.

**4.13 How do I cease to be a governing member?**

Membership is on-going unless:

* You write to the Foundation resigning as a member.
* You, or your qualifying child, no longer meet the medical criteria.
* You are no longer permanently resident in New Zealand.
* The Board decides that you became a member when you were not entitled to be a member.
* You are no longer the guardian of a qualifying child under the age of 16 years. However, this does not apply if you are eligible for membership in your own right as a full member.
* If you do not comply with any requirement of a notice issued to you by the Board seeking clarification as to your continued eligibility for membership.
* If two or more notices of general meetings of members addressed to you are returned unclaimed, the Board can decide to terminate your membership.

**4.14 Can the Board require me to prove my eligibility for membership?**

Yes. The Board may require you to produce evidence of continued eligibility if it believes you:

* No longer qualify for membership.
* Are no longer the guardian of a qualifying child.
* The child for whom you are registered as the guardian is no longer a qualifying child.

**4.15 What is a potential member?**

Anyone who receives services from the Foundation and meets the medical criteria for becoming a governing member, but is not already registered as a governing member.

**4.16 What obligations does the Foundation have to communicate with potential members?**

The Foundation must notify all potential members of any proposed major change as outlined in the Constitution.

**4.17 Can potential members become members in order to vote on a decision that concerns them?**

Yes.

**4.18 What information does the Foundation hold about qualifying adults and children?**

The Foundation holds personal and relevant medical details.

**4.19 What information is contained in the record of guardian members and qualifying children?**

The record contains:

* Name and address of the guardian member.
* Name and date of birth of the qualifying child.

**4.20 Who has access to membership information held by the Foundation?**

Employees of the Foundation have access to information held by the Foundation. The register of members is also available for access by all members, provided the Privacy Act is complied with.

**4.21 Do I have to notify the Foundation if I change my address?**

Yes.

**4.22 Do I have to notify the Foundation if I am no longer the guardian member for a qualifying child?**

Yes.

**5. The Foundation's Board of Directors**

**5.1 How is the Board of the Foundation made up?**

There can be up to eleven directors. Governing members elect nine and the remaining two can be appointed or co-opted by the Board.

**5.2 What is the role of the Board?**

The Board must govern the Foundation in its best interests of the Foundation.

**5.3 Does the Board publish a statement of its policies and how can I obtain a copy?**

Yes. You can ask for a copy by writing to the registered office of the Foundation. The Board must write policies for the Foundation’s governance, operations and processes. It must also see that these policies are carried out. Some of these policies are mandatory, such as those policies relating to children, Tangata Whenua, Board engagement and communications with stakeholders, etc. If the Board wishes to change any of these mandatory policies, it must first consult with the members.

**5.4 Who is responsible for the day-to-day management of the Foundation?**

The Chief Executive is responsible for the day-to-day management of the Foundation.

**5.5 What is the role of the Board of Directors?**

The Board:

* Makes and administers policies that ensure the Foundation’s objectives are achieved and that the interests of both the Foundation and its members are protected.
* Directs and supervises the management of the Foundation and its activities and affairs.
* Controls the Foundation's funds.

**5.6 Who is eligible to become a director of the Foundation?**

Anyone, including a non-member, is eligible to become a Director of the Foundation unless he or she is:

* Under 18 years of age;
* An undischarged bankrupt;
* Prohibited from being a director under the provisions of the Companies Act 1993;
* Subject to a property order made under the provisions of the Protection of Personal and Property Rights Act 1988;
* Subject to a compulsory treatment order made under Part II of the Mental Health (Compulsory Assessment and Treatment) Act 1992;
* Has been convicted of a crime involving dishonesty as defined in section 2(1) of the Crimes Act 1961, unless that conviction is more than 10 years old; or
* Is currently an employee of the Foundation.

**5.7 What qualities are expected of directors?**

* They must exercise the same standard of skill, diligence and care as any prudent business person.
* They must act in good faith and in what they think to be the best interest of the Foundation.

**5.8 Can a director be disqualified from serving on the Board?**

Yes a serving director can be disqualified if that director becomes ineligible for any of the reasons stated in 5.6 above or if a director is absent for three consecutive Board meetings without leave of absence.

**5.9 Can directors take advice from other people or organisations when making** **decisions?**

Yes.

**5.10 How long do directors hold office?**

Each term of office is three years, although directors may stand for re-election when their term ends. Co-opted directors must stand down after a maximum of two consecutive terms, each term not to exceed three years.

**5.11 Are directors paid to serve on the Board?**

Yes. This was authorised by members at a meeting of members in 2004. In 2014, members authorised an increase in the amount paid to directors.

**5.12 Do directors receive payment of expenses?**

Yes. Directors can be reimbursed for normal travel, accommodation and other expenses.

**5.13 How are directors elected to the Board?**

Candidates wishing to put themselves forward must be nominated and, if the number of nominees is greater than the number of seats available, an election is held. Otherwise all nominees are appointed.

**5.14 Who is entitled to vote in Board elections for directors?**

Governing members elect the directors who fill the nine general seats.

**5.15 How is a person nominated for a board seat?**

By being nominated and proposed by two governing members, completing the nomination form and sending it to the Foundation within the specified time.

**5.16 How do Board elections take place?**

By postal ballot.

**5.17 How are the results of a Board election announced?**

The returning officer advises the chairperson of the result. It is then noted in the minutes and members are advised at the Annual General Meeting.

**5.18 What happens if a seat on the Board becomes vacant between elections?**

The Board keeps a list of unsuccessful candidates from the last election. If a vacancy occurs between elections, the unsuccessful candidate who received the highest number of votes is invited to join the Board. If this person is unavailable, the person with the next highest number of votes is approached, and so on until a new member is appointed.

**5.19 Can the Board invite individuals to join the Board?**

Yes. If the elected Board identifies skills gaps, it may co-opt up to two more Directors.

**5.20 What happens if a director has a personal financial interest in some business of the Foundation?**

Directors must advise the Board if they have a personal financial interest in a Board transaction. If the Board believes there is a conflict of interest, the Director will not take part in decisions relating to the area of conflict. The Board is required to maintain a register of all directors’ interests.

**6. Board Meetings**

**6.1 Who can attend Board Meetings?**

Anyone may attend a Board meeting but no one, including members, may speak unless he or she has permission from the Chair before the meeting.

**6.2 How many directors are required to make up a quorum for a Board meeting?**

A majority of those elected or co-opted to the Board. The absolute number of directors could vary with co-options or vacancies.

**6.3 How does the Board elect a chair?**

At the first Board meeting after the AGM in each year, the directors present at the meeting may elect any elected director, other than a co-opted director, to be chairperson of the Board. At that same meeting, a deputy chairperson is appointed by the chair.

**6.4 How can I view the minutes of Board meetings?**

By requesting a copy from the Foundation.

**7. Members’ Meetings**

**7.1 What are meetings of Members?**

Meetings of members are either:

* Annual General Meetings, and
* Special meetings following a postal vote where members who have not already voted by post may vote in person.

**7.2 Who can attend a meeting of members?**

* Governing members.
* Directors.
* The auditor.
* Any other person that the Board or meeting may invite to attend.

Subject always to the discretion of the Chairperson to exclude observers from the Annual General Meeting (at any time, in whole, or in part), the New Zealand public are entitled to attend the Annual General Meeting as observers.

**7.3 Are all members notified of a meeting of members?**

All members on the register of members are notified. Those who receive services but have asked to be taken off the register of members are not notified. Potential members are only contacted if a major proposal is to be considered.

**7.4 What constitutes a quorum (a minimum number) for a meeting of members?**

Thirty governing members, either present in person at the principal venue or in attendance at another agreed venue or by telephone.

**7.5 Who is entitled to vote at a meeting of members?**

Governing members only.

**7.6 How is a chairperson elected at a meeting of members?**

The chairperson of the Board of directors must chair the meeting if he or she is present. If not, the directors present will appoint another elected director.

**7.7 Where are meetings of members held?**

The Board decides on the place meetings are held.

**7.8 What procedures ensure blind members can participate fully in a meeting of members?**

The Constitution provides for audio and audio-visual communication to be used at meetings.

**7.9 When does the Foundation hold its Annual General Meeting?**

Within five months after the end of the Foundation's financial year.

**7.10 What happens at an AGM?**

* The results of the election of directors are announced.
* The auditor is appointed.
* The annual report is presented.
* Proposed resolutions are considered.
* Members can question, discuss and comment on the management and direction of the Foundation.

**7.11 What is a special meeting of members?**

A meeting requested by the Board or by 100 or more members to discuss matters of major importance to members. These are normally contained in major proposals and must be called by the Board following a postal ballot.

**7.12 What is required of a resolution to propose changes to Board policy?**

* Thirty or more members may deliver a notice of a resolution called a member proposal to the Foundation’s registered office. The Board is required to include this notice in the business of the next AGM.
* The notice must include the contact details of a member who will be the proposing member’s representative for communications relating to the notice.
* The Constitution sets out a process and timeframe to be followed on receipt of a proposal from 100 or more members which provides for a discussion period to be held and for a rebuttal or counter-proposal to be submitted either by the Board or a group of not less than 20 members after which information relating to the proposal and any rebuttal or counter-proposal will be sent to all members. Members may then vote by way of a postal vote following which a special meeting will be held.

**7.13 How will a resolution to propose changes to Board policy be considered and voted on?**

It will be included in the business of the first members' meeting held 40 days or more after the date the proposal is delivered and can be voted on by members in person or by postal ballot.

**7.14 How can I view the minutes of a meeting of members?**

By requesting a copy from the registered office of the Foundation.

**8. Members' Voting Rights and Procedures**

**8.1 How does voting take place at a meeting of members?**

Both in person and by postal ballot preceding the meeting.

**8.2 How are polls conducted at a meeting of members?**

The chairperson must make sure polls are conducted with reasonable secrecy and take account of the blindness or low vision of voters. The chairperson at the meeting announces the results.

**8.3 How many votes does each member have?**

* A full member (qualifying person) has one vote.
* A guardian member has one vote for each qualifying child for whom he or she is the guardian.

**8.4 What happens if I cannot attend a meeting of members?**

You should make every effort to vote in the postal ballot preceding the meeting of members. There is no provision to appoint a proxy.

**8.5 When can members vote by post?**

A postal ballot is required for all special meetings and a meeting to consider a change in the amount paid to directors and to elect members to the Board.

**8.6 Who is eligible to vote in a postal ballot?**

Governing members of the Foundation may vote for candidates in the General Seats on the Board and on a major proposal.

**8.7 How does postal voting take place?**

You will be sent by post the correct number of voting forms and a postage-paid addressed return envelope.

**8.8 Who manages the process of postal voting?**

A returning officer, appointed by the Board.

**8.9 How are the results of a postal ballot announced?**

The returning officer advises the chair of the result within 24 hours of the close of counting. It is noted in the minutes and members are advised.

**8.10 What happens to voting forms after the ballot is announced?**

As soon as practicable, the voting forms are put in sealed parcels and kept in safe custody for six months before being destroyed.

**9. Financial Management of the Foundation**

**9.1 Who controls the Foundation's funds?**

The Board.

**9.2 What records of financial transactions are kept by the Foundation?**

* Entries of money received and paid out and what each receipt and payment is for.
* A record of the Foundation's assets and liabilities.

**9.3 How is an auditor appointed?**

By members at the AGM.

**10. Keeping Members Informed**

**10.1 How can members receive a copy of the financial statements?**

By requesting a copy from the registered office of the Foundation.

**10.2 What information held by the Foundation are members entitled to access?**

* The Constitution.
* Directors' full names and contact details.
* The register of directors' interests.
* The Board's policy framework.
* Minutes of all Board and members' meetings (other than meetings held in committee).
* All regulations made by the Board under the Constitution and currently in force.
* Copies of the annual financial statements for the previous three years.
* The strategic plan.
* The annual business plan.
* The report on the annual business plan.
* The schedule stating the number of Foundation employees who received remuneration and benefits exceeding $100,000 per annum in the previous financial year showing the number of employees in each range of $10,000.

**10.3 How can I inspect information held by the Foundation?**

By giving the Foundation at least 10 days written notice that you wish to access information and specifying which documents you wish to see.

**10.4 How do I obtain copies of any information held by the Foundation?**

By sending a written request to the Foundation specifying:

* Which documents you want copies of
* Your preferred format for delivery, and
* Enclosing the appropriate fee, if required.

**10.5 What formats are available to members for receiving information and communications from the Foundation?**

* Paper-based standard print
* Paper-based large print
* Braille
* An audio recording, including the telephone information service
* A universally accessible electronic file format.
* E-mail or via internet access or download
* Any other method that is approved by the Board

**10.6 How do members nominate their preferred format for receiving information and communications from the Foundation?**

By choosing from the preferred formats listed in the membership application.

**10.7 How does a member change his or her preferred format for receiving information and communications from the Foundation?**

By notifying the Foundation in writing or by calling the Contact Centre on 0800 24 33 33.

**11. Disputes**

Members may bring a dispute to the attention of the Board. The Board must investigate the dispute as soon as possible. If the Board decides that the dispute is not justified, the matter will not be taken further. The procedure around the hearing of disputes is contained in both the Constitution and a mandatory policy.

End of Guide to the Constitution of the Royal New Zealand Foundation of the Blind.