

Rules of
The National Deaf Children's Society (“The Society”)

The Companies Act 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

*Adopted by a resolution of the NDCS Trustee Board
made on 21 July 2016*

1. Definitions

- 1.1 Unless the context otherwise requires all definitions used in these Rules bear the same meaning as set out in Article 1 of the Articles of Association of The Society.

2. Members (Article 5 and Article 13)

There shall be six classes of members within The Society’s membership:-

2.1 Voting members

Voting members have the right to attend, speak and vote at general meetings. There shall be the following class of Voting Members:

- (i) Full Members – parents or carers of deaf children aged between 0 and 25 years and deaf people aged between 18 and 25 years, living in the United Kingdom

2.2 Associate members

Associate members have the right to attend and speak, but not to vote at, general meetings. An Associate Member shall be either an individual, who is not a Full Member, or an organisation that falls into one of the following categories:

- (i) Professional Members – professionals working in fields related to the education and relief of deaf children;
- (ii) Affiliate Members – any group or organisation based in the United Kingdom which adheres to The Society’s “Vision and Values Statement”;
- (iii) Board Members – up to 4 co-opted members of the Trustee Board who have been appointed by the existing members of the Trustee Board (and are known as the co-opted Trustees);
- (iv) International Individual Members – any individual living outside the United Kingdom. (Adopted by a resolution of the Trustee Board made on 12 September 2009);

- (v) International Affiliate Members – any group or organisation based outside the United Kingdom which adheres to The Society’s “Vision and Values Statement”].
- (vi) Family Members – anyone who is a family member of a deaf person;
- (vii) Parent/ Carer Members - anyone who is a parent or carer of a deaf person aged over 25 years;
- (viii) Adult Deaf Members – anyone who is a deaf person aged over 25 years;
- (ix) Young Deaf Members – anyone who is a deaf person aged between 16 – 18 years;
- (x) Other Members – any individual aged 16 or above living in the United Kingdom
- (xi) Supporter Members – any individual aged 18 or over making the minimum financial contribution to The Society required in exchange for exclusive benefits as set out in The Society’s supporter scheme.

2.3 The Trustee Board shall determine the benefits, rights and obligations to be given by The Society to its membership and shall also have the power to amend the benefits, rights and obligations as and when they consider it appropriate, subject to receiving advice on any charity law and tax implications that may apply.

2.4 All members, whether Voting Members or Associate Members, shall be subject to these Rules and the Articles of Association of The Society (as amended from time to time).

3. Membership Applications (Article 3, 4, 5, 6, 7)

3.1 In determining an application for membership, regard shall be had to the criteria for each class of membership as the Trustee Board shall from time to time resolve.

3.2 In exercising their power under Article 4 to admit persons to membership or to decline to do so, the Trustee Board shall make a decision on any application received, providing it is received in the form required by the Trustees, within 6 months of the application having been received by the Society.

3.3 A Voting Member or an Associate Member (“a Member”) shall notify The Society as soon as possible with details of any change of address or contact details.

3.4 Any application to join a Local Group¹ must be made separately and to the Local Group directly.

¹ “Local Group” is defined as any number of members or non-voting members who associate with The Society, with charitable status independent of The Society, in a specified area of the United Kingdom to promote the aims, objects and purposes of The Society in accordance with the rules and regulations contained in the Articles of Association, as amended from time to time.

- 3.5 Each new Member of The Society will be given information and contact details for their Local Group.

4. Fees and payment (Memorandum Clause 4.26)

- 4.1 The Members of the Trustee Board shall, in their absolute discretion, from time to time have the power to levy charges for all other services and publications provided by The Society in so far as the exercise of such power does not cause a tax liability to arise for The Society and is not inconsistent with:

- 4.1.1 these Rules;
- 4.1.2 the Articles and Memorandum of Association of The Society;
- 4.1.3 the charitable status of The Society;
- 4.1.4 the status of The Society as a company; and
- 4.1.5 the general law.

5. Resignation, Retirement, Suspension and Removal of Members (Articles 8, 9, 10 and 11)

- 5.1 Under Article 9 a member shall automatically cease to be a member if he/she has or receives a caution, or conviction in a court of law, of a serious criminal offence or any child related offence. The Executive will cancel the membership with immediate effect and notify the Board.

- 5.2 Under Article 10 any member shall cease to be a member if, at a meeting of the Trustees, a resolution is passed resolving that the member be expelled on the ground that his/her continued membership is harmful or is likely to become harmful to the interests of the charity. The Trustee Board shall delegate a Membership Sub Committee the responsibility to investigate the circumstances and to make a recommendation to the Trustee Board for or against expulsion, for decision as a resolution of the Trustee Board. A resolution for expulsion shall not be passed unless the member has been given at least 14 clear days' notice that the resolution it is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A resolution so passed shall be final and there shall be no further representation allowed or appeal. A member expelled by such a resolution shall nevertheless remain liable to pay to the charity any subscription or other sum owed by him/her.

- 5.3 Under Article 11 the Trustee Board reserves the right to suspend any member without prejudice if such member is charged or arrested in connection with allegations of any criminal offence or any child related offence. The decision to suspend a member without prejudice may be taken by a minimum of two of the Honorary Officers by delegated authority of the Trustee Board acting on the recommendation on the Executive. This decision will be reported at the next Board

meeting. Subsequent Board meetings may consider any new information and decide whether to lift or continue the suspension, or to expel the member in accordance with Article 10 (paragraph 5.2 above).

6. Local groups (Article 42)

- 6.1 Local Groups are regional groups predominantly led by and consisting of parents and carers of deaf children and professionals working with childhood deafness. They exist to provide social, emotional and practical support at grassroots level to families with deaf children and adhere to The Society's "Visions and Values Statement" and shall enter into an affiliation agreement with The Society.
- 6.2 Local Groups shall be entitled to submit an annual report of their activities for the preceding year to a National Council meeting.
- 6.3 Local Groups shall have charitable status independent of The Society.
- 6.4 An affiliation agreement signed by both the Local Group and The Society is binding and sets out the rules, regulations and obligations that must be followed and fulfilled by each party.
- 6.5 Any conflict must be dealt with according to the guidelines contained within the affiliation agreement.
- 6.6 The affiliation support and benefits package for Local Groups is set out in the affiliation agreement.
- 6.7 Guidance on termination of the affiliation agreement by either The Society or a Local Group is also outlined in the affiliation agreement and must be followed by both parties.

7. Proceedings of the Trustee Board

7.1 Quorum (Article 83)

The quorum for Trustee meetings shall be five Trustees. In any event there shall be a majority of elected Trustees. In the event that five or more Trustees attend a Trustee meeting, but that a majority of these are co-opted Trustees, the Chair shall, through drawing lots, request a requisite number of co-opted Trustees sufficient to achieve a majority of elected Trustees (including the Chair but not including the casting vote of the Chair), to leave the meeting or to remain as observers only, without taking part in discussion or decision making. For the avoidance of doubt the minimum number of elected Trustees required to achieve a quorum under the process above is three elected Trustees.

7.2 Chair (Article 34)

The Trustee Board shall appoint a Chair of the Trustee Board from among the elected Trustees. The Chair shall be appointed for a maximum period of three years. The Trustee Board may re-appoint a Trustee as Chair, up to a maximum of nine

continuous years' service as Chair and subject to a maximum of nine consecutive years' service as an Elected Trustee under Article 21.

7.3 Honorary Officers (Article 14 and Article 33)

There shall be four Honorary Officer roles on the Trustee Board including the Chair. The designations of the further roles shall be Honorary Treasurer, Honorary Vice Chair and Honorary Deputy Treasurer. The Trustee Board may appoint either elected or co-opted Trustees to these further roles for a period up to a maximum of three years for each role. The Trustee Board may re-appoint Trustees to these further roles, up to a maximum of nine consecutive years' service in any Honorary Officer role and subject to a maximum of nine continuous years' service as an Elected Trustee under Article 21 or a maximum of nine continuous years' service as a co-opted Trustee under Article 27.