

Regulations of
The National Deaf Children's Society
("the Charity")

Company Registration Number: 2752456

Charity Registration Number: 1016532

Company Limited by Guarantee and not having a Share Capital

*Adopted under the Articles of Association of the Charity by a resolution of the NDCS Trustees
passed on 22 March 2024*

1. Definitions

Unless the context otherwise requires all definitions used in these Regulations bear the same meaning as set out in Article 1 of the Articles of Association of the Charity.

In the case of any conflict between these Regulations and the Articles of Association of the Charity, the relevant provision(s) in the Articles of Association shall prevail.

2. Members (Articles 9 and 10)

There shall be the following classes of members within the Charity's company membership:-

2.1 Full members

Full members have the right to attend, speak and vote at general meetings, and to participate in the nomination or ballot process for selecting Elected Trustees in accordance with Article 13.6 of the Articles of Association. They also have the benefits set out in paragraph 2.2 below. The following shall be qualified for Full membership:

- 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 Supporter Members

Supporter Members have the right to attend and speak, but not to vote at, general meetings. They retain the benefit of all other rights under company law and all other facilities and advantages of supporter membership. The following shall be qualified for Supporter membership:

- any individual aged 18 or over, who is not a Full member, making at least a minimum subscription to the Charity and who is a participant in the Charity's supporter scheme.

2.3 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 a Supporter 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 Charity’s “Vision and Values Statements”;
- (iii) Board Members – co-opted members of the Trustees who have been appointed by the existing members of the Trustees (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 Trustees made on 12 September 2009);
- (v) International Affiliate Members – any group or organisation based outside the United Kingdom which adheres to The Charity’s “Vision and Values Statements”;
- (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) Deaf members falling outside the age range for Full Membership, i.e. Adult Deaf Members (aged 26 years and above) and Young Deaf Members (aged between 16 to 17 years inclusive [, becoming Full Members on their 18th birthday]);
- (ix) Other Members – any individual aged 16 or above living in the United Kingdom who applies to be and is admitted as an Associate Member.

2.4 The Trustees shall, by a special majority decision and subject to provisions of the Articles and Regulations, determine the benefits, rights and obligations of the categories of membership. They shall also have the power (by a special majority decision) to amend such 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, and may amend these Regulations accordingly.

2.5 All members, whether Full Members, Supporter Members or Associate Members, shall be subject to these Regulations and the Articles of Association of the Charity (as amended from time to time).

3. Membership Applications (Article 9)

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

3.2 In exercising their power under Article 9.2 to admit persons to membership or to decline to do so, the Trustees 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 Charity.

- 3.3 A Full Member, Supporter Member or an Associate Member must, as a condition of membership, notify The Charity as soon as possible with details of any change of address or contact details.
- 3.4 Any application to join a Member Group of the Charity (see paragraph 5 below) must be made separately and to the Member Group directly.
- 3.5 Each new Member of The Charity will be provided with information and contact details for their Member Group, if applicable.

4. Membership subscriptions and charges

- 4.1 The Trustees shall, in their absolute discretion, from time to time have the power to levy membership subscriptions and additional charges for any additional services provided by the Charity to members (in their respective categories) in so far as the exercise of such power does not cause a tax liability to arise for the Charity and is not inconsistent with:
 - 4.1.1 these Regulations;
 - 4.1.2 the Articles of Association of the Charity;
 - 4.1.3 the charitable status of the Charity;
 - 4.1.4 the status of the Charity as a company; and
 - 4.1.5 the general law.

Cessation of membership

- 4.2 Under Article 9.5.3 a member shall automatically cease to be a member if they have or receive 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 Trustees.
- 4.3 Under Article 9.6 any member shall cease to be a member if, at a meeting of the Trustees, a resolution is passed resolving that the member be removed on the ground that his/her continued membership is harmful or is likely to become harmful to the interests of the Charity. The Trustees shall delegate to a Membership Committee the responsibility to investigate the circumstances and to make a recommendation to the Trustees for or against removal, as a resolution of the Trustees. A resolution for removal 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 removal, 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 removed by such a resolution shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by him/her.
- 4.4 Under Article 9.7 the Trustees reserve 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 (see paragraph 6.3 below) by delegated authority of the Trustees acting on the recommendation on the Executive. This decision will be reported at the next Trustees meeting. Subsequent Trustees meetings may consider any new information and decide whether to lift or continue the suspension, or to remove the member in accordance with Article 9.6(see paragraph 4.3 above).

5. Member Groups (Article 22)

- 5.1 Member Groups are regional, or common interest, 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 Charity's "Visions and Values Statements" and shall enter into an affiliation agreement with the Charity.
- 5.2 Member Groups shall be entitled to submit an annual report of their activities for the preceding year to The Charity.
- 5.3 Member Groups will be charities independent of The Charity.
- 5.4 An affiliation agreement signed by both the Member Group and the Charity is binding and sets out the rules, regulations and obligations that must be followed and fulfilled by each party.
- 5.5 Any conflict must be dealt with according to the guidelines contained within the affiliation agreement.
- 5.6 The affiliation support and benefits package for Member Groups is set out in the affiliation agreement.
- 5.7 Guidance on termination of the affiliation agreement by either the Charity or a Member Group is also outlined in the affiliation agreement and must be followed by both parties.

6. Proceedings of the Trustees

6.1 Quorum (Article 36)

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 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 remain at the meeting 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.

6.2 Chair (Article 17)

The Trustees shall appoint a Chair of the Trustees from among the Elected Trustees. The Chair shall be appointed for a maximum period of three years. The Trustees 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.

6.3 Honorary Officers

There shall be four Honorary Officer roles on the board of Trustees including the Chair. The designations of the further roles shall be Honorary Treasurer, Honorary Vice Chair and Honorary Deputy Treasurer. The Trustees 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 Trustees 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 or a maximum of nine continuous years' service as a co-opted Trustee.

7. Proxy form

7.1 Further to Article 32.1 appointment of a proxy shall be in the following form (or such other clear, reasonable and complete form as is usual and approved by the Trustees):

“The National Deaf Children’s Society”

Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Charity to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

<i>Resolution No 1</i>	<i>*for</i>	<i>*against</i>	<i>*abstain</i>	<i>*as the proxy thinks fit</i>
<i>Resolution No 2</i>	<i>*for</i>	<i>*against</i>	<i>*abstain</i>	<i>*as the proxy thinks fit</i>
<i>All other resolutions properly put to the meeting</i>	<i>*for</i>	<i>*against</i>	<i>*abstain</i>	<i>*as the proxy thinks fit</i>

**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed:

Dated: