

RULES OF
Montessori Aotearoa New Zealand
Incorporated

April 2015

RULES OF Montessori Aotearoa New Zealand Incorporated

MISSION STATEMENT

MANZ Mission: Montessori Makes the Difference

Our mission is to support and influence our community to deliver excellent Montessori programmes that enable the holistic development of infants, children and adolescents.

VISION STATEMENT

MANZ Vision: Making Montessori Matter in Aotearoa New Zealand

We envision Montessori education becoming a well-known, highly respected and informed choice in Aotearoa New Zealand.

MANZ GUIDING PRINCIPLES

CREATING an environment to foster a love of learning by enhancing freedom with responsibility, valuing creativity and appreciating individuality.

NURTURING the human spirit by respecting self, others and the environment through connection, communication and collaboration.

EDUCATING for peace by embracing diversity, celebrating the joy of discovery and practicing honesty and humility.

1 NAME

1.1 The name of the Association is Montessori Aotearoa New Zealand Incorporated, hereafter referred to as "the Association".

2 INTERPRETATION

2.1 The rules will comply with the Incorporated Societies Act 1908 and its amendments. The following words will have these meanings:

2.2 "Association" means Montessori Aotearoa New Zealand Incorporated.

2.3 "Council" means the Council of Montessori Aotearoa New Zealand Incorporated as appointed according to these Rules.

2.4 "Member" means any individual, centre/school or organisation whose subscription is current and is recognised by the Association as a member.

2.5 "Rules" means these Rules.

2.6 "Month" means calendar month, and "year" means the financial year of the Association.

2.7 "In writing" means written or printed.

2.8 "Treasurer" means any person or persons appointed by Council under Rule 9.1.

2.9 "President" means any person appointed by the Council under Rule 9.1.

2.10 If there is any disagreement about the application of this constitution, the Council will have the power to make a decision and that decision will be final and binding on all members.

3 OBJECTIVES

The objectives of the Association are:

3.1 To commit to pursuing the fundamental principles of partnership, good faith and mutual trust implicit in Te Tiriti o Waitangi.

3.2 To promote the mission, vision and guiding principles of the Association.

3.3 To develop and update strategic plans that enable the Association to achieve the Association's mission and vision.

3.4 To encourage and support all individuals, groups and members interested in Montessori in Aotearoa/New Zealand.

3.5 To represent Montessori early childhood, primary and secondary interests in the wider education sector in Aotearoa/New Zealand.

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- 3.6 To represent members of the Association internationally.
- 3.7 To provide frequent opportunities for Montessori teachers to engage in professional learning and collaborative dialogue.
- 3.8 To co-operate with other organisations involved in Montessori education in Aotearoa-New Zealand.
- 3.9 To provide information about Montessori education to families and whanau in Aotearoa-New Zealand.
- 3.10 To promote research in Montessori education in Aotearoa-New Zealand.

4 REGISTERED OFFICE

- 4.1 The registered office of the Association will be at a place decided upon from time to time by the Council.

5 MEMBERSHIP

- 5.1 Applications for membership will be made on the official application form and sent to the Association by email or post.
- 5.2 Membership will be granted to applicants meeting the criteria specified below on submission of the completed application form and payment of the annual subscription. The following may apply to become members:
 - 5.2.1 **School members:** licensed Montessori early childhood centers, independent Montessori primary schools, and state primary schools that operate Montessori classes.
 - 5.2.2 **Organisation Members:** organisations with an interest in Montessori education who are not involved with the on-going operation of a Montessori school or class.
 - 5.2.3 **Individual Members:** individuals interested in Montessori.
 - 5.2.4 **Student members:** students enrolled in Montessori initial teacher education programmes.
- 5.3 Membership can be declined if Council has made the decision that membership of the applicant is not in the best interests of the Association or its objectives.

6 CESSATION OF MEMBERSHIP

- 6.1 Cessation of membership may be terminated as provided by these Rules.
- 6.2 A member may resign by giving notice in writing to the Executive Officer.
 - 6.2.1 Any school, organisation, individual or student ending membership of the Association for any reason shall remain liable to the Association for all membership fees and other fees which were due before the ending of membership.
- 6.3 Membership may be cancelled by the Council if:
 - 6.3.1 A member dies or becomes bankrupt or transfers her/his possessions (property) to her/his creditors; or when a Company shall be in receivership or when a corporate body shall be dissolved or wound up.
 - 6.3.2 A member fails to make payment of membership fees within two (2) school terms of the date for payment.
 - 6.3.3 The Council may re-admit any member whose membership was cancelled following upon Rule 6.3.2 when all payments have been made to the Association.
 - 6.3.4 The Council has made a formal decision that the continued membership of such member is not in the best interest of the Association or its objectives.

7 MEMBERSHIP SUBSCRIPTIONS

- 7.1 The membership year will be from 1st January to 31st December.
- 7.2 The membership fees to be paid by different classifications of members shall be set by the Council.
- 7.3 The basis for school membership fees will be set by the Council.

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- 7.4 The membership fee for all members is annual, with quarterly payment options for school members.
- 7.5 Membership payment shall be made within one month of the due date or dates.
- 7.6 Changes to membership fees for the following financial year will be notified to all members by October 31 of the current financial year.

8 VOTING

- 8.1 MANZ School Members vote once and each school vote has a value of five.
- 8.1.1 School members that include early childhood and primary or early childhood, primary and secondary within the same school are entitled to a school vote for each section of the school.
- 8.1.2 MANZ Organisation Members vote once and the vote has a value of one.
- 8.1.3 MANZ Council Members vote once and the vote has a value of one.
- 8.1.4 MANZ Individual Members vote once and the vote has a value of one.
- 8.1.5 MANZ Student Members shall not be entitled to a vote.

9 OFFICERS

- 9.1 The Officers of the Association will be President and Treasurer appointed by the Council.
- 9.2 The President and Treasurer will have current Council experience but shall not be employed as a staff member of the Association.

10 COUNCIL

- 10.1 The governance of the Association, setting of strategic goals and control of its finances will be the responsibility of the Council.
- 10.2 The total membership of the Council will be between six (6) and nine (9).
- 10.2.1 The composition of Council shall be as follows:
- 10.2.2 Six (6) to nine (9) Council members elected by the membership.
- 10.2.3 Of these six (6) to nine (9) positions at least four (4) will be Montessori early childhood teachers and at least one (1) will be a Montessori primary teacher.
- 10.3 The members of Council shall be elected by the school, organisation and individual voting members.
- 10.3.1 Nominations for Council will be called for in the Annual Report sent to all members prior to the General Meeting.
- 10.3.2 Nominations for all Council positions can be sent to the Executive Officer in writing on the official nomination forms prior to the Annual General Meeting.
- 10.3.2 All written nominations must be signed by a current member of the Association and endorsed by the person being nominated. Members may nominate themselves.
- 10.3.4 Nominations for all Council will also be accepted at the Annual General Meeting and the person being nominated must address the meeting to outline their experience and skills offered.
- 10.3.5 Where the nominations received are equal to the positions vacant the President shall accept all nominated people onto the Council at the Annual General Meeting.
- 10.3.6 Where there is more than one (1) nomination for any vacant position the President will conduct a secret ballot at the Annual General Meeting.
- 10.3.7 The results of this ballot will be reported at the Annual General Meeting.
- 10.4 Members of the Council shall hold that office for a term of three (3) years before further nomination or re-nomination is required.
- 10.5 Members of the Council may hold office for up to an unlimited number of terms.
- 10.6 The position of President will be allocated by the incoming Council, following the AGM.
- 10.7 A President shall hold office for a term of three (3) years.

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- 10.8 A President may hold office for an unlimited number of terms in addition to any terms served as a member of the Council prior to being appointed to office as President.
- 10.9 Where a vacancy occurs on Council within the elected members during their term of office, Council has the power to co-opt. Such person will hold the position until the next Annual General Meeting.
- 10.10 To preserve continuity and competencies on the Council in its governance role it is highly desirable that no more than two (2) Council members vacate office in any given year. Before giving formal notice of resignation within a term of office there shall be an obligation on any Council member considering vacating office to consult with the President beforehand and where the President intends to resign s/he is obliged to consult the Council.
- 10.11 If, in any one year, more than two (2) Council members terms expire, the Council shall have the power to extend the term of at least one (1) Council member for a further year.

11 ACTIONS OF COUNCIL

- 11.1 The Council will meet a minimum of four (4) times per year.
- 11.2 The President can call and convene a meeting when necessary.
- 11.3 The quorum at Council meetings shall be not less than half of the members of the Council.
- 11.4 Decision-making will be by consensus unless serious differences of opinion occur. Then decisions at a meeting shall be resolved by vote. When the vote is evenly split the President shall have a casting vote.

12 FUNCTIONS AND POWERS OF THE COUNCIL

- 12.1 For the purposes of carrying out its functions the Council may from time to time exercise all or any of the following powers.
- 12.1.1 To facilitate arbitration in settling disputes between members.
- 12.1.2 To support and/or assist any person or group in achieving objectives similar to these of the Association and to combine, associate with or co-operate with such groups in Aotearoa/New Zealand whose objectives are totally or partially similar to the objectives of the Association.
- 12.1.3 To employ staff and to pay any person or body for services rendered to the Association.
- 12.1.4 To protect members of the Council or Officers of the Association against claims or demands made against them in respect of acts done by them in good faith.
- 12.1.5 To buy property of all descriptions for the use of the Association and to manage, let, sell, exchange or otherwise deal with the property of the Association.
- 12.1.6 To buy, take on lease land, buildings or premises, to maintain alter and repair buildings or premises or other property that may be required for the purpose of the Association.
- 12.1.7 To insure all the property, officers and members of the Association against risks or losses as may be necessary from time to time.
- 12.1.8 To borrow or lend money in a way as decided by the Council.
- 12.1.9 To authorise the opening of bank accounts and to develop and approve policies regarding the management of the Association's funds.

13 FUNCTIONS AND POWERS OF THE EXECUTIVE OFFICER

- 13.1 The Executive Officer shall be responsible for the efficient and effective management of the Association in consultation with a management team of at least two appointed by the MANZ Council.
- 13.2 In addition to the duties specified in Rule 13 the Executive Officer shall carry out all other duties delegated by the Council that are consistent with her/his conditions of employment.
- 13.3 The Executive Officer will attend all such meetings of the Association and Council as deemed appropriate by the Council but will not at any time exercise a vote on any matter.

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14 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING

- 14.1 The Annual General Meeting of the Association will be held every year no later than eight months after the close of the financial year. The business of the Annual General Meeting will be:
- 14.1.1 To receive and consider the Annual Report to the Council and any matters relating to this;
 - 14.1.2 To receive and consider the Annual Statement of Accounts and the report of the Auditor.
 - 14.1.3 To elect Council for the coming year.
 - 14.1.4 To discuss and decide upon any matters brought forward by the Council or which have relevance to the objectives of the Association or anything else which is part of these rules, exclusive of employer/employee issues.
 - 14.1.5 Members will have the opportunity to raise issues in an Open Forum that will follow after the end of the annual general meeting.
 - 14.1.6 Annual General Meetings, and where possible Special General Meetings, will be chaired by the President.
 - 14.1.7 The President shall appoint at least two (2) scrutineers who shall report to the meeting the result of any secret ballots. The President shall declare the result of the ballot.
- 14.2 A Special General Meeting will be called by the Executive Officer in the following cases:
- 14.2.1 At the President's request;
 - 14.2.2 At the decision of the Council;
 - 14.2.3 At the request, in writing to the Executive Officer, of twenty members of the Association stating the reason for the meeting.
- 14.3 In the case of a Special General Meeting notice of the meeting will be sent out within fourteen (14) calendar days of the date of receipt of the request for such a meeting.
- 14.3.1 The reason for the meeting must be stated in the notice of meeting. No other business will be discussed except by unanimous consent of those present.
 - 14.3.2 If the Executive Officer does not issue the notice of meeting within fourteen (14) calendar days of receiving the request, a majority of those requesting the meeting may convene the meeting themselves.
- 14.4 No less than twenty one (21) calendar days' notice must be given stating the agenda and the place, day and hour of a general meeting.
- 14.4.1 This information must be sent by post or email to all members but if, for any accidental reason, a member does not receive their notice this will not invalidate any decisions made at the meeting.
- 14.5 The quorum for any general or special meeting will be ten (10). If the quorum is not present within half an hour of the appointed opening time, another meeting will be called, by the Executive Officer within twenty one (21) calendar days.
- 14.6 If there are not sufficient members present for a quorum at the following meeting, then those who are present will form a quorum and cover the business for which the meeting was called.
- 14.7 All registered members present at a general meeting will have the right to speak and vote within the provisions of Rule 8.0.
- 14.7.1 The names of all members voting at the meeting will be recorded and their voting rights confirmed at the beginning of the meeting.
 - 14.7.2 The names of all people attending the meeting will also be recorded.
 - 14.7.3 School members must appoint one person to speak and vote on behalf of their school at an annual or special meeting.
 - 14.7.4 Organisation members must appoint one person to speak and vote on behalf of their school at an annual or special meeting.
 - 14.7.5 Individual members can speak and vote on own behalf.
 - 14.7.6 No vote can be exercised by any member whose membership fee is more than one term in arrears.

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14.8 Any member who is unable to attend a general meeting may appoint another financial member to attend and vote on their behalf by proxy vote.

14.8.1 This right to proxy must be given to with the Executive Officer on the official proxy form prior to the meeting.

14.8.2 A member may only cast one proxy vote at the meeting, in addition to their own vote.

14.9 All members can be invited to vote any time between annual general meetings by the Council.

14.9.1 The vote can be conducted online or by email/post.

14.9.2 The Council will implement any decisions that result from postal or online votes.

15 SECRETARY and TREASURER

15.1 The Council can, among other duties delegated to the Executive Officer, empower the Executive Officer to fulfil the functions of Secretary and Treasurer of the Association.

15.2 The Executive Officer may delegate some or all of those functions within the authority given to her/him by the Council. Such functions will include:

15.2.1 To deal with the correspondence of the Association and Council.

15.2.2 To convene and attend all meetings of the Association and the Council either personally or by deputy and to see that the minutes are properly recorded.

15.2.3 To ensure the safety of the Seal of the Association and of its books, records, documents and property.

15.2.4 To comply with the rules of the Incorporated Societies Act in servicing the annual returns and notifying the Registrar of any change to the registered office of the Association and making sure that the Association complies with all other legal requirements.

15.2.5 To be responsible for the finances of the Association either personally or by deputy.

15.2.6 To receive either personally or by deputy all monies, cheques, bills and other financial matters payable to the Association and account for these either personally or by deputy by banking into the Association's bank account or if directed from time to time by the Council.

15.2.7 To ensure either personally or by deputy that all the Association's funds are spent in achieving the objectives of the Association and according to any of these rules which are relevant, pay out any money from the Association's funds according to the directions, either specific or general, of the Council.

15.2.8 To keep an accurate account either personally or by deputy of all money received and payments made by the Association, and its financial affairs, and to organise either personally or by deputy the preparation of the Annual Statement of Accounts required to be submitted at the Annual General Meeting.

15.2.9 To make available to the Auditor and to any person nominated by Council, the books and accounting records of the Association and arrange to obtain the Auditors report on the annual accounts.

15.2.10 To carry out any other duties as may be required by the Council.

16 PRESS STATEMENTS

16.1 All public or press statements on behalf of the Association are to be made through the Executive Officer or President.

17 FINANCE

17.1 The financial year of the Association will end on 31st December each year.

17.2 The funds of the Association will be under the sole control of the Council.

17.3 No member will receive any personal monetary gain (except as payment for services rendered to the Association) from the property or operations of the Association.

17.4 The Council may pay any reasonable expenses out of Association funds to any member, employee or agent for travelling or other expenses incurred in connection with the Association's business.

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17.5 The Council may authorise to be paid out of Association funds any reasonable travelling or other expenses to any member employee or agent attending any Conference or meeting in connection with the business of the Association.

18 AUDITOR

18.1 The books of the Association shall be audited annually and reported upon.

18.2 The Auditor will be a Chartered Accountant or a firm of Chartered Accountants appointed by the Annual General Meeting.

18.3 In the event of any circumstance preventing the appointed Auditor, from auditing the books or if no Auditor is appointed by the Annual General Meeting, the Council will appoint one.

19 COMMON SEAL

19.1 The Executive Officer will be responsible for the Seal and will ensure that it is only used on documents required for the smooth operation of the Association and in the presence of the President or the Chief Executive and a witness, or of two (2) Council members who will witness the use of the Seal.

20 INDEMNITY

20.1 No action at Law can be taken against any member of the Association or Council or their employees with reference to any matter referred to in these Rules.

20.2 No member of the Council, Auditor, Chief Executive or other employee will be liable for the actions of each other unless that action happens because of her/his own wilful default.

21 ALTERATION OF RULES

21.1 These Rules (including the name of the Association) may be altered by addition or deletion under the following conditions:

21.1.1 At a properly constituted general meeting of the Association;

21.1.2 By not less than two thirds (2/3) majority;

21.1.3 By persons or proxy votes valid at that meeting;

21.1.4 Providing that the notice convening the meeting is sent not less than six (6) weeks prior to the date of the meeting and includes information about the proposed changes;

21.1.5 However, no change should be made which would alter the charitable nature of the Association.

22 WINDING UP

22.1 The Association may be voluntarily wound up in keeping with the provisions of the Incorporated Societies Act 1908 or any subsequent changes to that Act.

22.2 Upon winding up or dissolution of the Association any property surplus assets shall NOT be paid to or distributed among the members of the Association BUT shall be given or transferred to such other charitable society or societies within New Zealand which have similar objectives to those of the Association.