
CONSTITUTION OF MONTESSORI AOTEAROA NEW ZEALAND
INCORPORATED

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INTRODUCTION

- A. Montessori Aotearoa New Zealand Incorporated (the “**Association**”) is an incorporated society that was incorporated as Montessori Association of New Zealand Incorporated on 28 August 1985 and is governed by rules dated on or around the same date, varied nine times in November 2000, August 2003, March 2005, July 2005, October 2008, April 2015, July 2016, April 2017 and August 2018. The Association’s name was changed to Montessori Aotearoa New Zealand on 12 November 2008.
- B. The Association has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This constitution replaces the previous rules of the Association.

MISSION STATEMENT

MONTESSORI AOTEAROA NEW ZEALAND Mission: Montessori Makes the Difference

Our mission is to support and influence our community to deliver excellent Montessori programmes that enable (the) holistic development across the lifespan.

VISION STATEMENT

MONTESSORI AOTEAROA NEW ZEALAND Vision: Making Montessori Matter in Aotearoa New Zealand

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

MONTESSORI AOTEAROA 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.

COMMITMENT TO BICULTURAL PRACTICE

Montessori Aotearoa New Zealand acknowledges the unique status of Māori as tangata whenua and the foundational significance of Te Tiriti o Waitangi in Aotearoa. We are committed to an ongoing journey of understanding and integrating bicultural principles into our practices, guided by respect for te reo Māori, tikanga Māori, and the diverse cultures of the Pacific. This commitment aligns with our Montessori philosophy, which values peace, respect, and the holistic development of individuals within their cultural contexts.

OPERATIVE PROVISIONS

1. DEFINITION AND INTERPRETATION

1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:

- (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
- (b) “**Chairperson**” means the person who chairs Board Meetings and General Meetings. The President will be the Chairperson. If the President is absent or unable to act as Chairperson at a Board Meeting or General Meeting, the Vice President will act as Chairperson. If the Vice President is absent or unable to

act as Chairperson at a Board Meeting or General Meeting, the Board will select a Board Member to be the Chairperson.

- (c) The **“Board”** means the Board Members elected or appointed in accordance with clause 9 of this Constitution.
- (d) A **“Board Member”** or **“Board Members”** means those Board Members for the time being and anyone who is elected or appointed as a Board Member of the Association in accordance with clause 9 of this Constitution.
- (e) A **“Financial Member”** or **“Financial Members”** means those Members who have paid all subscriptions and fees (if any) to the Association by their respective due dates and are therefore eligible to exercise the rights of membership in accordance with clause 7.8, with their votes weighted in accordance with clause 13.19.
- (f) A **“General Meeting”** means an Annual General Meeting or a Special General Meeting of the Association.
- (g) A **“Member”** or **“Members”** means those members for the time being and anyone who is admitted as a member of the Association in accordance with clause 7.2.
- (h) **“Notice”** means written notice and includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered within three (3) days of being sent. If a Member or Board Member does not receive Notice of a General Meeting or Board Meeting for reasons outside of the Board’s control or because of the Member’s or Board Member’s failure to update the Board with their contact details, then the failure to give notice to the Member or Board Member will not invalidate the General Meeting or Board Meeting.
- (i) An **“Officer”** or **“Officers”** means the Board Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Association that allows the person to exercise significant influence over the management or administration of the Association.
- (j) **“Office Holder”** or **“Office Holders”** means the President and Treasurer, as noted in clause 8.
- (k) The **“Purposes”** means the purposes in clause 3.1 of this Constitution.
- (l) The **“Association”** is this Association that was incorporated on 28 August 1985.
- (m) **“Working Days”** means any day excluding Saturdays, Sundays, and statutory holidays in New Zealand.

1.2 Unless the context otherwise requires:

- (a) a reference to this Constitution includes any variation of it;
- (b) the singular includes the plural and vice versa;

- (c) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);
- (d) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (e) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (f) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (g) a reference to writing or written includes e-mails;
- (h) headings are for reference only and do not affect the construction or interpretation of this Constitution; and
- (i) The words including and include mean including, but not limited to.

2. NAME

- 2.1 The name of the Association is **MONTESSORI AOTEAROA NEW ZEALAND INCORPORATED** or such other name approved at a General Meeting and in accordance with the Act.

3. PURPOSES

- 3.1 The primary Purposes of the Association are to:

- (a) commit to pursuing the fundamental principles of partnership, good faith and mutual trust implicit in Te Tiriti o Waitangi;
- (b) promote the mission, vision and guiding principles of the Association;
- (c) develop and update strategic plans that enable the Association to achieve the Association's mission and vision;
- (d) encourage and support individuals, groups and members interested in Montessori in Aotearoa/New Zealand;
- (e) represent Montessori early childhood, primary and secondary interests in the wider education sector in Aotearoa/New Zealand;
- (f) represent members of the Association internationally;
- (g) provide frequent opportunities for Montessori teachers to engage in professional learning and collaborative dialogue;
- (h) cooperate with other organisations involved in Montessori education.
- (i) provide information about Montessori education to families and whānau in Aotearoa New Zealand; and
- (j) promote research in Montessori education in Aotearoa New Zealand.

4. PURPOSES PARAMOUNT

4.1 Notwithstanding anything contained or implied in this Constitution:

- (a) The Purposes are paramount. Nothing in this Constitution authorises the Association to do anything that does not accord with the Purposes. All capital and income of the Association and any other benefit or advantage belonging to the Association must be applied to the Purposes.
- (b) The Board must not pay, provide or allow to be derived any benefit or advantage of any kind referred to in sections CW42(1)(c) and CW42(3)-(8) of the Income Tax Act 2007 to or by any person who has some control over any business carried on by, for, or for the benefit of the Association (as defined in section CW42 of the Income Tax Act 2007) in circumstances that would disqualify the Association or any company owned by or business carried on by the Association from the benefit of exempt status under section CW42 of the Income Tax Act 2007 (or any statutory replacement or equivalent).

5. CHARITABLE STATUS

- 5.1 The Association is a charitable entity under the Charities Act 2005 and will only use its money, property and other assets to further the Purposes of the Association. Unless acting in accordance with the Act, the Charities Act 2005 and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

6. POWERS

- 6.1 Subject to clause 4, the Association has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, the Charities Act 2005 or any other legislation.

7. MEMBERSHIP

Admission of Members

- 7.1 The Association will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 7.2 Any consenting person or body corporate who agrees with the Purposes of the Association can, subject to the Board's approval, become a Member of the Association by application in writing (including by electronic means) and upon payment of subscriptions and fees (if any) set in accordance with clause 7.11-7.14. The consent of a body corporate must be given on the body corporate's behalf in writing by a person acting on the body corporate's express or implied authority. The Board may decline an applicant where they believe at their sole discretion that the applicant's membership is not in the best interests of the Association or its objectives.
- 7.3 The Association has the following classes of membership:
 - (a) **School Members:** being licensed Montessori playgroups, licensed Montessori early childhood education centres, independent and integrated Montessori primary and/or high schools and Montessori primary and/or high school classes running in traditional state schools who have applied to become Members in accordance with clause 7.2 and paid the School Member subscription. School Members must nominate a representative to be recorded on the register of Members as having the authority to exercise the School Member's right to vote,

and must notify the Board of any change to their nominated representative. School Members will enjoy full rights of membership, including voting rights.

- (b) **Organisation Members:** being organisations that are bodies corporate who have an interest in Montessori education and are not involved with the ongoing operation of a Montessori school or class who have applied to become Members in accordance with clause 7.2 and paid the Organisation Member subscription set by the Board from time to time. Organisation Members must nominate a representative to be recorded on the register of Members as having the authority to exercise the Organisation Member's right to vote, and must notify the Board of any change to their nominated representative. Organisation Members will enjoy full rights of membership, including voting rights.
- (c) **Individual Members:** being natural persons interested in Montessori who have applied to become Members in accordance with clause 7.2 and paid the Individual Member subscription. Individual Members will enjoy full rights of membership, including voting rights.
- (d) **Student Members:** being students enrolled in Montessori initial teacher education programmes who have applied to become Members in accordance with clause 7.2 and paid the Student Member subscription. Student Members will enjoy full rights of membership, including voting rights.
- (e) **Honorary Members:** being a natural person the Members considers to have provided outstanding service to the Association by way of time, effort, skills and knowledge. This person has had a minimum of eight (8) years as a Member or at a Member school. The nomination will be considered by the Board where additional information can be sought, or agreement can be made by the majority of the attending Board Members to endorse the nomination. The Board will then put the proposal to the membership at the next Annual General Meeting, where the membership will be asked to endorse the nomination. If the nomination is endorsed and the nominee so consents, the status of Honorary Member will be conferred on that nominee. An Honorary Member will have all of the rights of Membership, including voting rights, for their life, will not be required to pay any Association membership or annual conference registration fee and will only have the Honorary Membership terminated by resignation as described in 7.15.
- (f) **Board Members:** being the natural persons who have been appointed as Board Members. Such consenting person(s) will become a Member under this category when they are appointed as a Board Member and will cease to be a Member under this category when they cease to be a Board Member. Board Members will have all the rights of Membership, including voting rights and will not be required to pay any additional Association membership fee.

7.4 For the sake of clarity, one person may have multiple memberships and therefore the right to vote for each membership that they hold.

7.5 The Board must keep an up to date register of Members containing:

- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;

- (iv) date they became a Member;
 - (v) class of membership;
 - (vi) subscriptions and fees paid (if any);
- (b) for any School or Organisation Member, the name and contact details of the School or Organisation Member representative for General Meetings;
 - (c) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - (d) any other information required by the Board or by the Act.

7.6 Members must notify the Board of any change to their information recorded on the register of Members.

Membership obligations and rights

- 7.7 All Members will promote the interests and purposes of the Association and do nothing to bring the Association into disrepute.
- 7.8 A Member is only entitled to exercise the rights of membership, including voting at General Meetings, if all subscriptions and fees (if any) have been paid to the Association by their respective due dates. The term “Financial Members” is used to refer to such Members throughout the Constitution.
- 7.9 The Board may decide what access or use Financial Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Association, and to participate in Association activities, including any conditions of and fees for such access, use or involvement.
- 7.10 No Member is liable for an obligation of the Association by reason only of being a Member.

Membership subscriptions and fees

- 7.11 The membership year will be from 1 January to 31 December.
- 7.12 The Board may require Members of the Association to pay a subscription of such amount or amounts and by such date as may from time to time be fixed by a majority resolution of the Board and notified to Members. The Board by a majority resolution may impose a subscription on Members in different classes of membership.
- 7.13 The Board may also require Members of the Association to pay a one-off fee for events, activities or similar, as determined from time to time by a majority resolution of the Board.
- 7.14 The membership fee for Members is annual, with quarterly payment options for School Members.

Cessation of Membership

- 7.15 Except in the case of a Board Member, a membership may cease as follows:

- (a) Any Member of the Association may resign their membership at any time by giving to the Chief Executive Notice to that effect and such Notice, unless otherwise stated, will take effect immediately.
- (b) Unless otherwise determined by a majority resolution of the Board, any Member who fails to pay any subscription or fees for two (2) school terms after they have become due will be deemed to have resigned their membership.
- (c) A Member ceases to be a Member on death, or in the case of a body corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution.
- (d) After following the dispute resolution procedures set out in Schedule One, the Board may decide by passing a resolution of not less than two-thirds (2/3) to terminate a Member's membership if the Member has:
 - (i) breached this Constitution, the Association's bylaws, or the Act; or
 - (ii) engaged in misconduct which has brought the Association into disrepute or makes their membership in the Association undesirable.

7.16 A Board Member's membership will cease on cessation of their Board membership under clauses 9.7-9.10.

7.17 Unless otherwise determined by a majority resolution of the Board, a Member whose membership has ceased in accordance with this Constitution will remain liable to pay all subscriptions and any other fees due up until the end of the current financial year and must return to the Association all material produced by the Association (including any library books).

Re-admission of former Members

7.18 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 7.2. In the case of a Member whose membership ceased under clause 7.15(b), that Member must pay all outstanding fees before re-admission.

7.19 If a former Member was removed under clause 7.15(d), that former Member's re-admission must be approved by a resolution of not less than two-thirds (2/3) of the Board.

8. OFFICE HOLDERS

8.1 The Office Holders of the Association will be the President and Treasurer appointed by the Board.

8.2 The President and Treasurer will have current Board experience but will not be employed as a staff member of the Association.

9. THE BOARD

9.1 The operation and affairs of the Association must be managed by, or under the direction or supervision of, the Board. The Board has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Association. Without in any way limiting this, the Board's functions and powers may include the following:

- (a) to support and/or assist any person or group in achieving objects 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;
- (b) to employ staff and to pay any person or body for services rendered to the Association;
- (c) to protect members of the Board or Officers of the Association against claims or demands made against them in respect of acts done by them in good faith;
- (d) 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;
- (e) 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;
- (f) to borrow or lend money in a way as decided by the Board; and
- (g) to authorise the opening of bank accounts and to develop and approve policies regarding the management of the Association's funds.

Number of Board Members

- 9.2 The Board must have a minimum of five (5) and a maximum of seven (7) Board Members who are natural persons elected at a General Meeting or otherwise appointed in accordance with this clause 9. This minimum and maximum includes the Office Holders but excludes the co-opted Board Members appointed in accordance with clause 9.11. A majority of the Board must also be Members of the Association, or representatives of bodies corporate that are Members of the Association. Of these seven (7) Board Members, at least four (4) will be Montessori early childhood teachers and at least one (1) will be a Montessori 6+ teacher.

Election or Appointment of Board Members

- 9.3 Where there are less than the minimum number of Board Members required by clause 9.2, the Board may appoint additional Board Members from the Members of the Association who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of Board Members, the Board may carry out essential matters but may not undertake any action or make any decision until the number of Board Members is increased to the minimum number PROVIDED THAT the Board (once it has the minimum number of Board Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Association while the Board was composed of less than the minimum number of Board Members required by clause 9.2.

- 9.4 The election of Board Members will be conducted in the following manner:

- (a) nominations for the Board will be called for in the Annual Report sent to all Members at least fifteen (15) Working Days prior to the Annual General Meeting;
- (b) all written nominations must be signed by a Member, endorsed by the person being nominated and accompanied by the nominee's consent under clause 10.1. Members may nominate themselves;

- (c) nominations for the Board 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. These nominees must also provide their consent under clause 10.1;
- (d) where the nominations received are equal to the positions vacant, the President will accept all nominated people onto the Board at the Annual General Meeting;
- (e) where there is more than one (1) nomination for any vacant position, the President will conduct a secret ballot at the Annual General Meeting and the result of this ballot will be reported at the Annual General Meeting; and
- (f) any other administrative processes at the election of Board Members will be managed in a manner determined by the incoming Board.

9.5 The position of President will be allocated by the incoming Board following the Annual General Meeting. A President's term will be the same as that of a Board Member (see clause 9.6 below) and a person may continue to be appointed as a President under this clause 9.5 subject to their reappointment as a Board Member.

Terms

9.6 Each Board Member's election will be subject to the following:

- (a) each Board Member will be elected for a term of three (3) years. The Board may by resolution of two-third (2/3rd) of the Board extend the term of a particular Board Member by an additional one (1) year subject to getting the Board Member's consent to the extension of their term; and
- (b) a Board Member can continue to renew their appointment, subject to election in accordance with clause 9.4.

Removal from Board

9.7 A Board Member will cease to hold the office of the Board if the Board Member:

- (a) dies;
- (b) retires or resigns as a Board Member by giving prior Notice of their resignation to the Board;
- (c) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005;
- (d) becomes disqualified to be an Officer in accordance with the Act; or
- (e) otherwise becomes disqualified to be a Board Member of the Association in accordance with this Constitution.

9.8 If a Board Member is:

- (a) in the opinion of a majority of the other Board Members, physically or mentally incapable of acting as a Board Member; or
- (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other Board Members, makes their position as a Board Member

undesirable, then, by resolution of a majority of the other Board Members, be removed as a Board Member of the Association immediately (unless the resolution states otherwise).

Automatic Vacation of Office

- 9.9 A Board Member shall be deemed to have vacated their office if, without leave of absence granted by resolution of the Board, they:
- (a) Fail to attend three (3) consecutive ordinary meetings of the Board; or
 - (b) Attend fewer than seventy-five percent (75%) of all ordinary Board meetings in any rolling twelve-month period.
- 9.10 Subject to clause 7, removal from the Board as a Board Member will not equate to removal as a Member of the Association.

Co-opted Board Members

- 9.11 Every extraordinary vacancy may be filled by the Board by co-opting any Financial Member who would qualify for election under clause 9.2 and meets the requirements of clause 10.1. The co-opted Board Member's term will expire at the next Annual General Meeting of the Association, at which the co-opted Board Member will be eligible for re-election in accordance with clause 9.4.
- 9.12 The Board will also have the power to co-opt up to two (2) additional persons for special projects. These persons do not need to be Members of the Association, must meet the requirements of clause 10.1 and will be co-opted for fixed terms that will expire no later than the next Annual General Meeting. However, nothing will prevent a subsequent Board from co-opting the same person or persons for additional terms. These co-opted Board Members can attend Board meetings but will not have the rights and obligations of Board Members. For the avoidance of doubt, these co-opted Board Members will not have any voting rights and do not form part of the quorum.

Miscellaneous

- 9.13 Unless otherwise determined by the Board, the contact persons will be the Chief Executive, President and Treasurer. The Board will appoint one (1) or up to three (3) contact persons by way of a majority resolution. This contact person could be a Board Member, Officer, Member or employee of the Association, but must be at least 18 years of age and ordinarily resident in New Zealand. The Association must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.
- 9.14 The Board may, by unanimous resolution of all other Board Members, authorise the payment of remuneration and/or koha (or the provision of other benefits) to a Board Member for his or her services as a Board Member, if the Board is satisfied that to do so is reasonable and fair to the Association.

10. OFFICER QUALIFICATIONS

- 10.1 Prior to election or appointment, every Officer (including every Board Member) must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.

11. FUNCTIONS AND POWERS OF THE CHIEF EXECUTIVE

- 11.1 The Chief Executive will be responsible for the efficient and effective management of the Association in consultation with a management team of at least two (2) appointed by the Board.
- 11.2 In addition to the duties specified in this clause 11 the Chief Executive will carry out all other duties delegated by the Board that are consistent with their conditions of employment. The Board can, among other duties, empower the Chief Executive to fulfil the functions of Secretary and Treasurer of the Association. The Board is ultimately responsible for any duties delegated to the Chief Executive.
- 11.3 The Chief Executive will attend such meetings of the Association and the Board as deemed appropriate by the Board but will not at any time exercise a vote on any matter.

12. MEETINGS OF THE BOARD

- 12.1 The Board may hold a meeting at such time and place as they determine, but will endeavour to meet a minimum of four (4) times per year.
- 12.2 The President can call and convene a meeting when necessary.
- 12.3 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Board Members can hear each other well enough to follow the discussion throughout the meeting. Board Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 12.4 Board meetings will be chaired by the Chairperson. For the avoidance of doubt, the President will act as the Chairperson and if the President is absent or unable to act, the Vice President will act as the Chairperson.

Quorum

- 12.5 No business of the Board will be transacted at a Board meeting without a quorum present. The quorum for a Board meeting is at least half (1/2) of the Board.
- 12.6 If there is no quorum present within thirty (30) minutes of the time set for the commencement of the Board meeting, the meeting will lapse.
- 12.7 In the event of a meeting lapsing in accordance with clause 12.6, the meeting will adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment must be given to all Board Members. At the adjourned meeting the Board Members present will form a quorum.

Voting

- 12.8 Subject to this Constitution and the Act, each Board Member will be entitled to one (1) vote on any matter being voted on by the Board.
- 12.9 Decision making will be by consensus unless serious differences of opinion occur. Then and subject to this Constitution, the number of votes required to reach any decision will be for a Board meeting, at least half (1/2) of the number of Board Members present and eligible to vote at the meeting.
- 12.10 In the event of a tied vote, the Chairperson will have a casting vote.

- 12.11 Where half (1/2) or more of the Board Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Board Members may vote on the matter. Where only one (1) Board Member remains, a Special General Meeting of the Association must be called to determine the matter.

Resolution in Lieu of a Board Meeting

- 12.12 A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of the Board will be as valid and effectual as if it had been passed at a meeting of the full Board.
- 12.13 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Board Members.

13. GENERAL MEETINGS

- 13.1 Minutes of meetings must be kept for every General Meeting.
- 13.2 General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Financial Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 13.3 General Meetings will be chaired by the Chairperson.
- 13.4 The Chairperson will appoint at least two (2) scrutineers who will report to the General Meeting the result of any secret ballots. The Chairperson will declare the result of the ballot.

Annual General Meetings

- 13.5 The Annual General Meeting must be called by the Board and must be held no later than six (6) months after the Association's balance date and no later than fifteen (15) months after the previous Annual General Meeting.
- 13.6 At least fifteen (15) Working Days prior to the Annual General Meeting, the Board will give Notice of the Annual General Meeting to all Members, with the Notice setting out the time and place of the Annual General Meeting, along with the manner by which candidates can submit their written nominations in accordance with clause 9.4 and submit a Financial Member motion in accordance with clause 13.10.
- 13.7 At least five (5) Working Days prior to the Annual General Meeting, the Board will give Notice setting out sufficient detail of the business to be discussed at the Annual General Meeting, including any Financial Member or Board motions to be voted on, the manner of submitting a vote by post or electronic means and the details of candidates for election to the Board.
- 13.8 The business of the Annual General Meeting will be to:
- (a) receive and consider an annual report on the operations and affairs of the Association during the most recently completed accounting period;

- (b) receive and consider the financial statements of the Association for that period;
- (c) elect Board members for the coming year;
- (d) discuss and decide upon matters brought forward under clause 13.9 and 13.10;
- (e) discuss and decide upon any other matters brought forward by the Board or which have relevance to the Purposes of the Association or anything else which is part of this Constitution, exclusive of employer/employee issues, in accordance with clause 13.23; and
- (f) present notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period being for the most recently completed accounting period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

13.9 The Board may put forward motions for the Association to vote on, which will be notified to Members in accordance with clause 13.7.

13.10 A Financial Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Board at least ten (10) Working Days before that Annual General Meeting. The Financial Member may also provide information in support of that motion. Notice of a Financial Member motion must be given to Members in accordance with clause 13.7.

13.11 Financial Members will otherwise have the opportunity to raise issues in an open forum that will follow after the end of the Annual General Meeting.

Special General Meetings

13.12 A Special General Meeting may be called at any time by:

- (a) the President's request;
- (b) the Board by resolution;
- (c) in accordance with clause 12.11; or
- (d) a written request signed by at least fifty (50) per cent of the School Members who are Financial Members and delivered to the Board.

The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on.

13.13 Notice of a Special General Meeting must be sent out within ten (10) Working Days of receiving the request. If notice is not issued in accordance with this clause, where the Special General Meeting was requested under clause 13.12(d) those requesting the meeting may invoke the disputes resolution procedures set out in Schedule One.

13.14 At least fifteen (15) Working Days prior to the Special General Meeting, the Board will give written Notice of the Special General Meeting to all Members, with sufficient detail of the business to be discussed at the Special General Meeting and any motion to be voted on, along with the manner of submitting a vote by post or electronic means. No other business will be discussed except by unanimous consent of those present.

Quorum

- 13.15 No business of the Association will be transacted at a General Meeting without a quorum present. The quorum for a General Meeting is fifteen (15) Financial Members of the Association, attending in accordance with clause 13.2 (being in person or via electronic means). For clarity, where a person holds more than one class of membership, each membership would be counted separately towards the quorum. For example, if a person is an Individual Member and a Board Member, they would be counted as two for the purposes of the quorum.
- 13.16 If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.
- 13.17 In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment will be given by the Board to all Members. At the adjourned General Meeting the Financial Members present will form a quorum.

Voting

- 13.18 All registered Financial Members present at a General Meeting will have the right to speak and vote within the provisions of clause 13.19.
- (a) The names of all Financial Members voting at the General Meeting will be recorded and their voting rights confirmed at the beginning of the meeting.
 - (b) The names of all people attending the General Meeting will also be recorded.
 - (c) School Members must appoint one (1) person to speak and vote on behalf of their school at a General Meeting.
 - (d) Organisation Members must appoint one (1) person to speak and vote on behalf of their organisation at a General Meeting.
 - (e) Individual, Honorary, Student and Board Members can speak and vote on their own behalf.

Financial Members will otherwise be able to vote in accordance with clause 13.25-13.26 (voting by proxy) and/or 13.27-13.28 (voting by post or electronic means).

- 13.19 Financial Members will be entitled to vote as follows:
- (a) School Members vote once and each school vote has a value of five (5). School Members that include early childhood and primary; or early childhood, primary and secondary within the same school are entitled to one (1) school vote for each section of the school.
 - (b) As an example for the sake of clarity, a school which is only early childhood would have one school vote with a value of five (5), whereas a school which is early childhood and primary would have two (2) school votes, each with a value of five (5).
 - (c) Organisation Members vote once and the vote has a value of one (1).
 - (d) Board Members vote once and the vote has a value of one (1).
 - (e) Individual Members vote once and the vote has a value of one (1).
 - (f) Student Members vote once and the vote has a value of one (1).

(g) Honorary Members vote once and the vote has a value of one (1).

- 13.20 Votes may be cast by voices or by show of hands. Votes also may be cast by secret ballot on demand of the Chairperson or by request of two (2) or more Financial Members present. The Chairperson will determine the most appropriate equivalent electronic voting method for those Members attending the General Meeting in accordance with clause 13.2.
- 13.21 In the event of a tied vote, the Chairperson will have a casting vote.
- 13.22 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the votes of the Financial Members present and entitled to vote at the General Meeting, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 13.25 and 13.26, and/or entitled to vote at the General Meeting and voting by post or electronic means in accordance with clauses 13.27 and 13.28.
- 13.23 If it is proposed that a vote is held on a matter that was not included in any Notice a new General Meeting must be called to consider that matter.
- 13.24 Subject to the Act and this Constitution, the Board may determine any other administrative procedures and processes provided it is fair and proper.

Proxies

- 13.25 If a Financial Member would like to appoint a proxy, that proxy must be appointed by notice in writing to the Board. The notice must state which General Meeting the appointment is for and must be signed or otherwise authorised by the Financial Member. The proxy must be carried by another Financial Member and a Financial Member may only carry one (1) proxy.
- 13.26 The notice appointing a proxy must be received by the Board not less than five (5) Working Day before the General Meeting for which the appointment has been made. Financial Members voting in accordance with this clause will count towards a quorum.

Votes by Post or Electronic means

- 13.27 The Board may allow votes by post or electronic means in accordance with the manner set out in the notice provided under clause 13.7 or 13.14.
- 13.28 Unless otherwise stated, the vote/s by post or electronic means must be received by the Association not less than five (5) Working Day before the date of the General Meeting. Financial Members voting in accordance with this clause will count towards a quorum.

Resolution in Lieu of a General Meeting

- 13.29 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Financial Members will be as valid and effectual as if it had been passed at a General Meeting of the full Association.
- 13.30 A resolution in writing cannot be made under clauses 21.3(c) or 22.2(c) of this Constitution.
- 13.31 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution,

scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Financial Members.

14. PRESS STATEMENTS

- 14.1 All public or press statements on behalf of the Association are to be made by the Chief Executive or President.

15. DISPUTE RESOLUTION PROCEDURES

- 15.1 The Association's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

16. AMENDMENT OF CONSTITUTION

- 16.1 The Association may amend this Constitution by a resolution passed by a two-third (2/3) majority of the votes of the Financial Members who are present and entitled to vote at a General Meeting, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 13.25 and 13.26, and/or entitled to vote at the General Meeting and voting by post or electronic means in accordance with clauses 13.27 and 13.28,

PROVIDED THAT no amendment of the Association's Constitution is made which would:

- (a) modify the intention of the Charitable Purposes set out in this Constitution except to the extent required to register the Association as a charity under the Charities Act 2005 or any amendment or any statutory provision in substitution thereof; or
- (b) result in the Association losing its status as a "charitable entity" under the Charities Act 2005 or any amendment or substitution thereof.

All amendments to the Association's Constitution must be made in writing.

- 16.2 The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Board provides written Notice of the amendment to every Member of the Association, with the Notice stating:

- (i) the text of the amendment; and
 - (ii) the right of the Member to object to the amendment.
- (c) If no Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Board may make the amendment.
 - (d) If a Member objects to the amendment made under clause 16.2 within twenty (20) Working Days after the date on which the Notice is sent, the Association may not make the amendment under this clause.

17. BYLAWS

- 17.1 The Board may from time to time make and amend regulations, bylaws and policies for the conduct and control of Association activities, provided such regulations, bylaws and policies are consistent with this Constitution.

18. FINANCES

- 18.1 The funds and property of the Association will be controlled and managed by the Board in accordance with this Constitution and the Act, to further the Association's Purposes.
- 18.2 The Association's balance date will be 31 December, unless otherwise specified by the Board in accordance with the Act.
- 18.3 The Board must ensure a financial statement is kept that provides a record of the Association's financial position and meets the minimum financial statement requirements in the Act and the Charities Act 2005.
- 18.4 Subject to the Act, the Board may elect to have the accounts of the Association reviewed or audited annually by a suitably qualified person.
- 18.5 The Board must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Association from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.
- 18.6 No Member will receive any personal monetary gain (except as payment for services rendered to the Association on arm's-length terms) from the property or operations of the Association.
- 18.7 The Board 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.
- 18.8 The Board may authorise to be paid out of the Association's 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.

19. INDEMNITY AND INSURANCE

- 19.1 The Association may, with the authority of the Board, indemnify and/or obtain insurance for an Officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Association; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 19.1(a).
- 19.2 The Association may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.

20. CONTRACTING METHOD

- 20.1 Documents will be executed for the Association pursuant to a resolution of the Board, and the Association may enter into contracts by two (2) Board Members signing under the name of the Association and any other method approved in the Act.

21. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY

- 21.1 If at any time the Association becomes non-operational or it is desirable for the Association to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 22 of this Constitution and under the power given to the Association in section 215 of the Act. The Association may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Association's removal from the register must be made in accordance with clause 21.3. The resolutions described in this clause may be made at the same meeting of the Association.

- 21.2 The Association may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 21.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 22.

- 21.3 The Association may resolve to authorise a request for the Association's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) the Board must give at least fifteen (15) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
- (b) the Notice must include the matters required under section 228(4) of the Act; and
- (c) the resolution must be passed by a two-third (2/3) majority of the votes of the Financial Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 13.25 and 13.26, and/or entitled to vote and voting by post or electronic means in accordance with clauses 13.27 and 13.28.

22. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

- 22.1 On a Financial Member vote in accordance with clause 21.1 or 21.2, any remaining portion of the Association's funds or the net proceeds arising from the sale of the assets of the Association must be applied, after payments of all liabilities, towards such charitable entities in New Zealand that are serving children within Aotearoa New Zealand whose purposes align with the Purposes of the Association as may be determined by a two-third (2/3) majority of the Financial Members in accordance with clause 22.2.

- 22.2 A resolution providing for the disposal of the Association's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) the Board must give at least fifteen (15) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
- (b) the Notice must include the matters required under section 228(4) of the Act;

- (c) the resolution must be passed by a two-third (2/3) majority of the votes of the Financial Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 13.25 and 13.26, and/or entitled to vote and voting by post or electronic means in accordance with clauses 13.27 and 13.28; and
- (d) the resolution must set out which charitable entities the Association's surplus assets will be applied to in accordance with clause 22.1.

22.3 To be clear, a resolution under this clause 22 may be made at the same General Meeting as a resolution under clause 21.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. Introduction

- 1.1 Subject to clause 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:
- (a) Members of the Association;
 - (b) Officers of the Association; and/or
 - (c) the Association itself.
- 1.2 The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons in relation to the Association and its activities.
- 1.3 Where a complaint is to be made by or against an employee in their capacity as an employee of the Association, then the complaints procedure set out in the employee's employment agreement must be followed.

2. How a Complaint is Made

- 2.1 A Member, Officer or staff member may make a complaint by giving to the Board a Notice in writing that:
- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member, Officer or staff member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.2 The Association may make a complaint involving an allegation against a Member or an Officer or a staff member by giving to the Member, Officer, or staff member a Notice in writing that:
- (a) states that the Association is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer or staff member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

3. Investigating and Determining a Dispute

- 3.1 The Board must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.
- 3.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Board with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:

- (a) appoint an external person to investigate and report; or
- (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
- (c) appoint an external person to investigate and make a decision; or
- (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

3.3 Despite clause 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer or staff member has engaged in material misconduct;
 - (ii) that a Member, an Officer, a staff member or the Association has materially breached, or is likely to materially breach, a duty under the Association's constitution or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

3.4 While not binding on the Elector, the Association agrees that the following categories of disputes should be resolved as follows:

- (a) where the dispute involves issues of personal animosity or where relationships within the Association have broken down, the dispute should go to mediation;
- (b) where the dispute concerns interpretation of the Association's Constitution or the Association's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
- (c) where the dispute concerns matters about the financial operations of the Association, an external person with accounting skills should be appointed to investigate and provide a report; and
- (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.

- 3.5 Before making a decision under clause 3.2, the Elector may request further information from the Board, the complainant and/or any person who is the subject of the complaint.
- 3.6 Where an external party is appointed to provide a report, that report should be provided to the Board, the complainant and any person who is the subject of the complaint (“the parties”). After reviewing the report, the parties will then meet to discuss whether:
- (a) the Association will take any steps in light of the report-writer’s findings; and
 - (b) the parties agree that those steps (if any) will resolve the dispute.
- 3.7 If the Elector initiates the steps under clause 3.2(a) or 3.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.2.
- 3.8 A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Board consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 3.9 An external person appointed under clause 3.2(a) or 3.2(c) may, inter alia:
- (a) call for written submissions from all relevant parties;
 - (b) call for specific evidence from the Association or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 3.10 In addition to the powers under clause 3.6, an external person appointed under clause 3.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.11 A decision reached by an external person appointed under 3.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.
- 4. Person Who Makes a Complaint Has a Right to be Heard**
- 4.1 A Member or Officer or staff member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 3.3.
- 4.2 If the Association makes a complaint:
- (a) the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Association.
- 4.3 Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) their written statement or submissions (if any) are considered by the decision maker.

5. Person Who is Subject of a Complaint has a Right to be Heard

5.1 Clauses 5.2 and 5.3 apply if the complaint involves an allegation that a Member, an Officer, or the Association or staff member (the “respondent”):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Society’s Constitution or the Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Association, an Officer may exercise the right on behalf of the Association.

5.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent’s written statement or submissions (if any) is considered by the decision maker.