



Montessori

Aotearoa New Zealand

Montessori Aotearoa New Zealand Conflict of Interest Policy

Montessori Aotearoa NZ takes conflicts of interest seriously. Our conflict of interest policy is modelled on the Incorporated Societies Act 2022 and sets out what Board members of the Association need to do when they are faced with a conflict of interest.

Purpose | Aronga

The purpose of this Conflict of Interest policy is to be clear in order to ensure:

- Decisions made are in the best interest of the Association when entering into a transaction, contract or arrangement
- Individuals need to determine whether the arrangement might benefit their private interests and determine whether or not they need to step out of the decision
- The decision makers act in the best interest of our Association at all times
- People do not directly or indirectly receive any profit from their position
- Any financial interest is disclosed; and
- People do not use their position to obtain confidential or sensitive information to achieve financial benefit for themselves or another close family member, friend, or for another organisation. Family includes anyone related by blood, marriage or domestic partnership

Note: An Officer refers to Board members of the Montessori Aotearoa New Zealand Board or anyone occupying a position that allows them to exercise significant influence over the management or administration of the Association

1. When an Officer has interest in a matter

A matter refers to our Association's performance of activities, exercise of powers, or any transaction conducted or proposed by the Association.

An Officer is interested in a matter if they or one of their relatives may obtain a financial benefit from confidential or sensitive information. Here, relatives may include the Officer's spouse, civil union partner, de facto partner, child, parents, grandparent, grandchild, sibling, nephew, niece, uncle, aunt or first cousin.

An Officer is also interested in a matter where they have a financial interest in a person to whom the matter relates, or they are a partner, director, officer, board member, or a trustee of a person who may have a financial interest in a person to whom the matter relates.

Lastly, an Officer is interested in a matter because our Constitution so provides.

However, an Officer is not interested in a matter:



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- a) simply because they receive indemnity, insurance cover, remuneration, or other benefits authorised under the Incorporated Societies Act 2022; or
- b) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Association due to their membership; or
- c) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Incorporated Societies Act 2022 or our Constitution; or

2. Duty of Disclosure

If an Officer is interested in a matter according to the criteria set out above, that Officer must disclose the details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board and in an Interests Register kept by the Board. This disclosure must be made as soon as practicable after the Officer becomes aware that they are interested in the matter.

3. The Interests Register

The Board must keep and maintain a register of disclosures made by Officers according to their duty of disclosure set out above. An Officer of our Society may inspect the Interests Register at any reasonable time.

4. Consequences of being interested in a matter

An Officer who is interested in a matter relating to our Association:

- a) must not vote or take part in a decision of the Board relating to the matter; and
- b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c) may take part in any discussion of the Board relating to the matter and be present at the time of the decision of the Board (unless the Board decides otherwise).

An Officer who is prevented from voting on a matter as set out above may still be counted for the purposes of determining whether there is a quorum at any meeting at which the matter is considered.

Paragraphs (a) and (b) do not apply to an interested Officer in relation to a particular matter if all other members of the Committee who are not interested in that matter consent to the Officer acting as referred to in paragraphs (a) and (b). Despite this, if 50% or more of the Committee are prevented from voting on the matter under paragraphs (a) to (c), a Special General Meeting of our Society must be called to consider and determine the matter.

5. Meetings

At the beginning of every Board meeting, conflicts of interest will be declared that relate to the agenda items for discussion.

The minutes of meetings will record all disclosures and declarations of conflict of interest. This should include: the type of conflict of interest and who is affected, whether the conflict of interest was declared in advance (new conflicts of interest will be added to the conflict of interest register); a summary of the discussion and how it was ensured that decisions were made in the Association's best interest, including anyone that withdrew from the discussion and decision making.



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6. Notice to Members in certain circumstances

The Board must, in the manner prescribed by the regulations (if any), notify the Members of the Association of any failure to comply with duty of disclosure or the consequences of being interested in a matter, and any transactions affected, as soon as practicable after becoming aware of the failure. This would be actioned through an email or notified at the next AGM.

Failure to comply with the duty of disclosure or consequences of being interested in a matter does not affect the validity of an act or a matter.

7. Application of policy in case of certain payments, indemnities given, or insurance provided

The duty of disclosure, consequences of being interested in a matter and avoidance of transaction do not apply in relation to:

- a) a salary, wages, or other payment paid to a Board member as referred to in section 24(1)(h) of the Incorporated Societies Act 2022; or
- b) an indemnity given or insurance provided in accordance with subpart 6 of the Incorporated Societies Act 2022.

Relevant Policies

Code of Conduct Policy



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