



Te Tari Puna Ora o Aotearoa
NZ Childcare Association

RULES OF

Te Tari Puna Ora o Aotearoa/
New Zealand Childcare Association
Incorporated

July 2009

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MISSION STATEMENT - Te Tari Puna Ora o Aotearoa/New Zealand Childcare Association Incorporated is a bicultural organisation committed to the promotion of high quality early childhood education and care throughout Aotearoa/New Zealand

1 NAME

1.1 The name of the Association is Te Tari Puna Ora o Aotearoa/New Zealand Childcare Association 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 Te Tari Puna Ora o Aotearoa/New Zealand Childcare Association Incorporated.

2.3 "National Kaumātua" means an elder appointed according to these Rules to advise the Council on tikanga Māori.

2.4 "National Advisor" means a member of the Association appointed according to these Rules to advise on policy and Council matters.

2.5 "Council" means the Council of Te Tari Puna Ora O Aotearoa/New Zealand Childcare Association Incorporated as appointed according to these Rules.

2.6 "Member" means any person or group or their representative whose subscription is current and is recognised by the Association as a member.

2.7 "Early Childhood Education and Care Service" means an individual centre or home-based network holding a unique Ministry of Education licence number or charter.

2.8 "Rules" means these Rules.

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

2.10 "In writing" means written or printed.

2.11 "Secretary" and "Treasurer" mean any person or persons appointed by Council under Rule 18.

- 2.12 "President" and "Kaiwhakahaere" mean any person or persons elected as Officers of the Association by the membership under Rule 9.
- 2.13 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

- 3.1 The objectives of the Association are:
- 3.2 That commitment to pursuing the fundamental principles of partnership, good faith and mutual trust implicit in Te Tiriti o Waitangi be the basis of all policies and programmes of the Association.
- 3.3 To promote high standards of early childhood education and care within Aotearoa/New Zealand.
- 3.4 To encourage and support all individuals, groups and members working to improve the quality of early childhood education and care in Aotearoa/New Zealand.
- 3.5 To be actively involved in promoting legislation and regulations which improve the quality of early childhood education and care in Aotearoa/New Zealand.
- 3.6 To provide programmes of teacher education and professional development.
- 3.7 To co-operate with other organisations that support high quality early childhood education and care.
- 3.8 To provide information and advice about early childhood education and care services to families/whānau.
- 3.9 To promote research and discussion relating to early childhood education and care.

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 (other than life membership) will be made on the official application form. 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:

- 5.1.1 Early childhood education and care services may hold centre membership.
- 5.1.2 Individual persons excluding those who are employees of the Association may hold individual membership.
- 5.1.3 Students enrolled in the Association's initial teacher education programmes may hold student membership for the period of their enrolment
- 5.1.4 Institutions, organisations, and other associations may hold institutional membership.
- 5.1.5 Whenever a vote is required centre members are entitled to two (2) votes, individual members and student members to one (1) vote and branches to two (2) votes. Institutional members are not entitled to voting rights.

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 Chief Executive.
- 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) months 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 A member no longer operates the childcare centre or early childhood service in respect of which it was approved for membership. A temporary suspension in the operation of the childcare centre or early childhood service for a period of less than 6 months shall not disqualify a member from membership.
 - 6.3.5 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.
 - 6.3.6 A membership can only be cancelled following the provisions of Rule 6.4 hereafter.

- 6.4 If the Council has sufficient reason to cancel the membership under Clause 6.3.5 the following procedures shall be followed:
- 6.4.1 A letter will be sent to the member advising why the Council is considering withdrawing membership and inviting him/her to make a written or verbal response. If a verbal response is offered s/he will have the opportunity to make this response to a full meeting of the Council and to have his/her submission considered. At this meeting the member is entitled to bring support.
- 6.4.2 When no reply has been received after a month or the reply is unsatisfactory, the member shall receive a notice by registered mail, stating the time the Council will meet to consider the matter. The member and any support will be invited to attend to present such submissions as she/he may desire. This notice has to be sent not less than four (4) weeks before the meeting.
- 6.4.3 If the decision of the Council is to expel the member, the minutes shall state the reasons and the exact wording of any submissions that have been made by or on behalf of the member.
- 6.4.4 If the decision of the Council was not unanimous, the minutes shall record the votes for and against the motion.
- 6.4.5 The member shall be verbally notified of the decision. Notification shall then be sent by registered mail within seven days.
- 6.4.6 A member expelled following by this rule shall be entitled to a refund of the proportional membership fee in respect of the balance of the year then expired.
- 6.4.7 A member expelled by this rule shall have a right to appeal against such decision to a general meeting of the Association, which may be an Annual General Meeting or a Special General Meeting. Such a member shall have the right of support at such a meeting. The decision of the general meeting on the matter shall be final.
- 6.5 Any person ending her/his 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.

7 MEMBERSHIP FEES

- 7.1 The membership fees to be paid by each member shall be set by the Council. The Council may prescribe varying amounts of membership fees according to classification of members for membership purposes, or other bases which may be decided upon.

- 7.2 Life members will not pay a membership fee, but any life member who is also a Centre member shall remain liable for the subscription of such membership.
- 7.3 Membership fee for the current year is due on admission to membership and annually thereafter.
- 7.3.1 The membership year will be from 1 January to 31 December.
- 7.4 The membership of the Association at any Annual or Special Meeting, by at least a two-thirds majority vote, may alter any decision made by the Council as to fees payable by members. With any proposal to alter Council's recommendation on fees, either for an increase or a decrease, membership must provide balancing proposals for either new expenditure or compensatory savings in the budget. One month's notice of the intention to raise this matter at the next meeting must be given.

8 LIFE MEMBERSHIP

- 8.1 Any individual member shall be eligible to be elected a Life Member of the Association.
- 8.2 In order to be considered for Life Membership a nominee must have demonstrated distinguished service in the causes of members and early childhood education and care. The honour shall be given sparingly as this is the highest honour awarded by the Association. It should be given only when the service rendered has involved a level of commitment and dedication seldom seen and has been of nationwide and outstanding nature and can be clearly documented and corroborated.
- 8.3 As a general rule the award shall be open only to any member who has been a financial member for not less than ten year's continuous standing.
- 8.4 The privileges of Life Membership shall be:
 - 8.4.1 Publication of the honour in a Roll of Life Members to be maintained in National Office;
 - 8.4.2 Receipt of free copies of any current publications issued to members;
 - 8.4.3 The right to attend general meetings of the Association or of any of its branches and to have speaking rights but not voting rights (except that a Life Member who is employed in an early childhood education and care service shall retain normal voting rights); and
 - 8.4.4 Apart from the constraint of Rule 7.2 regarding centre membership, exemption from payment of subscriptions from the financial year following her/his election as a life member.

- 8.5 Life members shall be bound by the rules of the Association.
- 8.6 Procedures for nomination of Life Membership shall be as follows:
- 8.6.1 Any current member of Council or by formal resolution by any Branch of the Association or any group of three individual members may nominate a person for consideration as a Life Member by completing and forwarding a nomination to that effect in writing on a prescribed form to the Chief Executive no later than 90 calendar days prior to the date set for the start of the next Annual General Meeting;
- 8.6.2 Such nominations shall be accompanied by supporting information including corroborated evidence of any outstanding contribution;
- 8.6.3 All such completed nominations shall be referred to Council which shall decide on which of the nominees for the award should be conferred and forwarded by resolution to the Annual General Meeting for confirmation.
- 8.7 Council may delegate to a subcommittee of itself, enhanced in number by co-option of up to three experienced individual members of no less than ten year's standing, if the number of nominations is such that short-listing is required before final consideration by the full Council.
- 8.7 Council may decide the number of Life Memberships conferred in any one calendar year.

9 OFFICERS

- 9.1 The Officers of the Association will be a President and Kaiwhakahaere elected by the membership.
- 9.2 The President and Kaiwhakahaere shall have current Council experience but shall not be employed as staff members of the Association.

10 COUNCIL

- 10.1 The policy and control of the affairs of the Association and the administration of its finances will be in the hands of the Council.
- 10.2 The total membership of the Council will be nine (9). The composition of Council shall be as follows:
- 10.2.1 The Officers of the Association;
- 10.2.2 Six Council members elected by the membership. Of these six (6) positions two (2) will be reserved for Māori and one (1) for Pasifika;

- 10.2.3 A staff member employed by the Association and elected by all staff.
- 10.3 Nominations for Council shall be received as follows:
- 10.3.1 Nominations for all Council positions will be received by the Chief Executive in writing on the official nomination forms not less than two (2) months prior to the Annual General Meeting. All nominations must be signed by a current member of the Association and endorsed by the person being nominated. Members may nominate themselves.
- 10.3.2 Nominations for the positions of President and Kaiwhakahaere must outline the candidate's previous experience as a member of the Association's Council.
- 10.3.3 Where the nominations received are equal to the positions vacant the Chief Executive shall inform members of the nominations received at the Annual General Meeting.
- 10.3.4 Where there is more than one (1) nomination for any vacant position the Chief Executive will conduct a postal ballot prior to the Annual General Meeting. The results of this ballot will be reported at the Annual General Meeting.
- 10.4 The position of President/Kaiwhakahaere or any other member of the Council shall become vacant if the holder:
- 10.4.1 Dies, resigns, or becomes incapable of controlling the affairs of the Association.
- 10.4.2 Is removed from the position, in the case of President or Kaiwhakahaere, by a resolution of a Special General Meeting.
- 10.5 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.
- 10.5.1 An Immediate Past President may be co-opted at Council discretion, but will have no vote.
- 10.6 Members of the Council shall hold that office for three (3) years before further nomination is required.

11 NATIONAL KAUMĀTUA

- 11.1 Kaumātua are appointed by the Council to provide advice and support on matters of tikanga. They may attend any Council meeting as deemed appropriate by Council but have no vote.

12 NATIONAL ADVISORS

- 12.1 National Advisers are appointed by the Council to provide advice and guidance on policy. Each appointment must be confirmed annually by the members at the Annual General Meeting. National Advisors may or may not hold individual membership of the Association. National advisors may attend any Council meeting as deemed appropriate by Council but have no vote.

13 ACTIONS OF COUNCIL

- 13.1 The Council will meet at regular times. The President can call and convene a meeting when necessary.
- 13.2 Fourteen (14) days notice will be given of a meeting of the Council except in case of special urgency, shorter notice can be given with the agreement of all members of Council.
- 13.3 The quorum at Council meetings shall be not less than half of the members of the Council.
- 13.4 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.
- 13.5 A special meeting can be called for if not less than one fourth of the membership of the Council are requesting such a meeting. This request needs to be in writing and sent to the Chief Executive who will convene the meeting not less than fourteen (14) days nor more than twenty eight (28) days after the request.

14 FUNCTIONS AND POWERS OF THE COUNCIL

- 14.1 For the purposes of carrying out its functions the Council may from time to time exercise all or any of the following powers.
- 14.1.1 To facilitate arbitration in settling disputes between members.
- 14.1.2 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.
- 14.1.3 To provide for the representation of members, or the interest of members before any tribunal, board, commission, or court of justice in any matter when it appears that the interest of the Association or its members are directly or indirectly involved.
- 14.1.4 To employ staff and to pay any person or body for services rendered to the Association.

- 14.1.5 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.
- 14.1.6 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.
- 14.1.7 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.
- 14.1.8 To insure all the property, officers and members of the Association against risks or losses as may be necessary from time to time.
- 14.1.9 To borrow or lend money in a way as decided by the Council.
- 14.1.10 To assist in establishing branches within the provisions of rule 17 of these Rules.
- 14.1.11 To appoint committees and delegate any of the powers of Council to these committees or officers and to withdraw any authority so delegated.
- 14.1.12 To authorise the opening of bank accounts and to develop and approve policies regarding the management of the Association's funds.

15 FUNCTIONS AND POWERS OF THE CHIEF EXECUTIVE

- 15.1 The Chief Executive shall be the chief executive of the Association and shall be responsible for the efficient and effective operation of the Association.
- 15.2 In addition to the duties specified elsewhere in these Rules the Chief Executive shall carry out all other duties delegated by the Council that are consistent with her/his conditions of employment.
- 15.3 The Chief Executive may 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.

16 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING

- 16.1 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:
 - 16.1.1 To receive and consider the Annual Report to the Council and any matters relating to this;

- 16.1.2 To receive and consider the Annual Statement of Accounts and the report of the Auditor.
- 16.1.3 To elect Council Officers and members for the coming year.
- 16.1.4 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.
- 16.2 A Special General Meeting will be called by the Chief Executive in the following cases:
 - 16.2.1 At the President's request;
 - 16.2.2 At the decision of the Council;
 - 16.2.3 At the request, in writing to the Chief Executive, of twenty members of the Association stating the reason for the meeting.
- 16.3 In the case of a Special General Meeting notice of the meeting will be sent out within 14 calendar days of the date of receipt of the request for such a meeting. 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. If the Chief Executive does not issue the notice of meeting within 14 calendar days of receiving the request, a majority of those requesting the meeting may convene the meeting themselves.
- 16.4 No less than 21 calendar days notice must be given stating the agenda and the place, day and hour of a general meeting. This information must be sent by post 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.
- 16.5 The quorum for any general meeting will be 20. If the quorum is not present within half an hour of the appointed opening time, another meeting will be called, by the Chief Executive of the Association within 21 calendar days.
- 16.6 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.
- 16.7 Annual General Meetings, and where possible Special General Meetings, will be chaired by the President.
- 16.8 All registered members present at a general meeting will have the right to speak and vote within the provisions of Rule 5.1.5.
- 16.9 A member in any class of membership must register their intention to attend a general meeting on the official form no later than 7 calendar days prior to the date of a notified meeting

except that if the Annual General Meeting is held within the time framework of the Association's annual conference any member registered for attendance at the conference shall be deemed to have also registered for attendance at the Annual General Meeting.

16.10 All registrations for attendance at a general meeting, including registrations deemed under Rule 16.9, shall include the names of individuals entitled to speak and vote at the meeting.

16.11 Any member who is unable to attend a general meeting may appoint another member to attend and vote on behalf of that absent member. This right to proxy must be registered with the Chief Executive on the official form and received no later than 7 calendar days prior to the date of the notified meeting.

17 BRANCHES

17.1 Any member or group of members may by notice to the Chief Executive apply for registration as a Branch of the Association.

17.2 Subject to these Rules the Council may in its discretion grant registration to any such Branch and upon such terms and conditions as the Annual General Meeting of the Association may approve.

17.3 Every Branch shall have its membership open to all members of the Association within its defined boundary and open only to members of the Association.

17.4 Branches of the Association established within the provisions of these Rules shall be named in the First Schedule to these Rules.

17.5 Applications for the establishment of new branches shall be made in writing to the Council which, before granting approval, must be satisfied that:

17.5.1 A widely representative meeting of interested members has been held on the issue;

17.5.2 The boundaries of the new branch are satisfactorily defined;

17.5.3 There should be no less than 25 members of the proposed Branch;

17.5.4 The Steering Committee of the proposed branch should include sufficient members to form a Managing Committee;

17.5.5 The establishment of such a branch will further the objects of the Association.

17.6 Whenever an existing Branch ceases to meet one or both of the following criteria the matter shall be referred to the Council by the Chief Executive;

- 17.6.1 No less than 25 members;
- 17.6.2 The objects or requirements of a branch as defined in these Rules.
- 17.7 On considering the matter with reference to the provisions of Section 17.6 and any other relevant information the Council shall within a period of two calendar months of its referral either confirm the continued existence of the Branch for the time being or resolve to disestablish the Branch to take effect forthwith and the Branch name shall be removed from the First Schedule to these Rules within the provisions of Section existing 24.1 of these Rules.
- 17.8 Immediately upon the disestablishment of a branch the branch shall be deemed to be dissolved and all the property of the Branch including cash shall revert to the Association.
- 17.9 The main objects of a Branch shall be:
 - 17.9.1 To advance the cause of early childhood education and care generally;
 - 17.9.2 To promote the interests of its members by:
 - 17.9.2.1 Affording them frequent opportunities to express their views;
 - 17.9.2.2 Encouraging social communication and membership loyalty;
 - 17.9.2.3 Keeping members informed of issues in early childhood education and care and where appropriate making submissions to Council on such issues;
 - 17.9.2.4 Organising workshops and seminars to facilitate on-going professional development;
 - 17.9.2.5 Providing a focus for other groups to liaise with early childhood education and care professionals;
 - 17.9.2.6 Providing opportunity for visits and exchanges between early childhood education and care centres;
 - 17.9.2.7 Considering matters that may be remitted to the Council or the Annual General Meeting of the Association for consideration;
 - 17.9.2.8 Electing representatives to the Annual General Meeting of the Association or a Special General Meeting of the Association.
- 17.10 A Branch shall elect a Managing Committee comprising a Chairperson, Secretary and Treasurer and no less than three other committee members. The offices of Secretary and Treasurer may be held by one person.

- 17.11 Any member of a Branch shall be eligible for election to the Managing Committee or as a representative of the Branch.
- 17.12 In the case of any vacancy occurring on the Managing Committee, the members thereof shall proceed to fill the vacancy from the members of the Branch by co-option. If any member of the Managing Committee is absent without leave from three consecutive meetings of the committee the absence shall be deemed to create a vacancy and the Managing Committee shall fill the vacancy.
- 17.13 The Chairperson shall be Chairperson of the Branch and shall be responsible for the general supervision of the affairs of the Branch and act as spokesperson for the Branch.
- 17.14 The Secretary shall act as Secretary of the Branch, and shall conduct all correspondence between the Branch and the Chief Executive of the Association and shall see that all notices, returns and other acts and things required by the Council are duly given and done.
- 17.15 The Treasurer shall act as Treasurer of the Branch and shall be responsible for controlling any monies assigned to the Branch by the Council for the financing of Branch activities and any other funds raised.
- 17.16 All members of the Managing Committee and other representatives shall remain in office until their successors are elected.
- 17.17 Election of members of the Managing Committee and representatives shall be by election at the Branch Annual General Meeting.
- 17.18 Nominations shall require a mover and seconder and the consent of the nominee which shall either be in writing or made from the floor of the meeting.
- 17.19 Voting shall be by show of hands unless a ballot is demanded by one or more members present in which case a ballot paper shall be issued on which each member present and entitled to vote shall write the name or, if more than one person is to be elected, the names of the nominated candidate or candidates for whom such members desire to vote.
- 17.20 The Chairperson of the meeting shall appoint at least two scrutineers who shall report to the meeting the result of the ballot. The chairperson shall declare the result of the ballot.
- 17.21 A Branch shall convene a Branch Annual General Meeting to be held no later than 28 February each year.

- 17.22 At a Branch Annual General Meeting the following business shall be transacted:
- 17.22.1 Consideration of a report for the past year from the Managing Committee;
 - 17.22.2 Consideration of the annual financial statements;
 - 17.22.3 Election of a Managing Committee for the current year;
 - 17.22.4 Appointment of an auditor;
 - 17.22.5 Any other business of which one month's notice in writing has been given to the Managing Committee of the Branch;
 - 17.22.6 Such other business as may be accepted by the permission of two-thirds of the members present at the meeting.
- 17.23 At least fourteen days prior notice of the time and venue of a Branch Annual General Meeting shall be circulated or advertised to Branch members.
- 17.24 A Branch Special General Meeting may be called at any time by the Chairperson or on the requisition of any three members of the Managing Committee, or of any number members of the Branch. At least fourteen days prior notice of the time and venue and agenda for such a meeting shall be circulated or advertised to Branch members.
- 17.25 Ordinary meetings of a Branch shall be held at least once each early childhood education term with the desirability of at least two seminar/workshops per year being conducted at such meetings. Soon after such meeting or activity a brief report should be made to the Chief Executive.
- 17.26 At any Branch meeting a quorum shall consist of not fewer than 10 members but where a Branch has less than 25 members, a quorum shall consist of not less than one third of the total Branch membership.
- 17.27 In all meetings of a Branch the conduct and rules of debate shall comply with Rules 13.4 and existing 17 of these Rules.
- 17.28 Each Branch shall not later than the 31st day of March each year, forward to the Chief Executive of the Association a statement of the names of the Chairperson and Secretary of the Branch elected for the current year and a report of the Branch Annual General Meeting.
- 17.29 To assist in fulfilling the objectives of a Branch the Chief Executive shall provide a written statement to the Secretary of each Branch of the names and contact addresses of currently financial Centre, Individual and Student members within the Branch boundaries as

at 28th February in each year and at other times on request.

- 17.30 The financial year of a Branch shall match that of the Association i.e. from the first day of January in any year to the thirty-first day of December in the same year.
- 17.31 A Branch shall operate a cheque account at a registered bank into which all monies received shall be paid and from which all payments shall be made by cheque.
- 17.32 A Branch shall maintain an accurate set of financial statements which shall include records of transactions in a standard format determined from time to time by Council and in a way that facilitates consolidation with Association accounts.
- 17.33 The Council shall assign to each Branch in each financial year such sum of money as it may deem fit to finance activities.
- 17.34 The Council shall, in assigning such monies, take into consideration the budget of a Branch together with the number of financial members within the boundaries of the Branch.
- 17.35 A Branch shall not charge a subscription in addition to that already paid for membership of the Association or have authority to levy members.
- 17.36 A Branch may apply to local charities for donations but application to national charities may only be made by the Association itself.
- 17.37 Any monies gained by Branch activities shall be retained by the Branch.
- 17.38 Funds of a Branch not immediately required for current expenses may be invested in term deposits at a registered bank.
- 17.39 The audited statements of financial performance and financial position of a Branch shall be forwarded to the Chief Executive immediately following consideration at the Branch Annual General Meeting.
- 17.40 A Branch shall not make any statement purporting to be on behalf of the Association without the authority of the Council.
- 17.41 In order to contribute to a desirable two-way communication between a Branch and National Office, for the Council to be kept up to date with the way members feel about issues and to facilitate sharing of ideas and information with other Branches the Chief Executive should be permanently recorded in the Branch distribution list for minutes of meetings, newsletters and other circulars.
- 17.42 The Association shall not be responsible for any liabilities contracted or incurred by a Branch without the authority in writing

of the Chief Executive in accordance with a resolution passed by the Council and should any liability be contracted or incurred by a Branch without such authority the liability shall rest solely with the person or persons responsible for the same.

- 17.43 If any activity of a Branch has the potential to accrue a public liability prior consultation must be held with the Chief Executive to ensure that any exposure to damages to either the Branch and/or the Association is adequately covered.
- 17.44 A Branch shall not become bound to or affiliated to any organisation other than the Association without prior consent of the Council and any affiliation effected without such prior consent shall be null and void.
- 17.45 A Branch shall maintain an official postal address which shall be notified to all branch members and the Chief Executive of the Association.
- 17.46 Notice of any change in the situation or the postal address of a Branch shall be given to all Branch members forthwith in a manner to be determined by the Managing Committee of the Branch.
- 17.47 The Council may at any time in such manner as it may deem fit:
 - 17.47.1 Conduct an examination of the affairs of a Branch or appoint a Committee to a make such examination and to report thereon to the Council;
 - 17.47.2 Convene a Branch Special General Meeting for any stated purpose.
- 17.48 The Council shall review Branch boundaries from time to time, in consultation with the Chairpersons of branches, and determine any amendments to a boundary by resolution. All such approved amendments shall be recorded in Association files.
- 17.49 A Branch and its members shall be bound by the Rules of the Association.
- 17.50 Nothing shall prevent a group of members which can meet the provisions of Rule 17 in all other respects but is unable to meet the 25 membership threshold of Rule 17.5.3 from applying to the Chief Executive for registration as a Branch of the Association.
- 17.51 Any Branch of less than 25 members established under Rule 17.50 shall have all the privileges and responsibilities of a Branch except voting rights as in Rule 5.1.5. and shall have '(Non voting)' added to its name in the First Schedule to these Rules.

18 STANDING ORDERS

- 18.1 These standing orders reflect consensus decision making practices together with the formal procedures that may apply where a

decision is critical but consensus cannot be achieved.

- 18.2 Ground rules for the conduct of meetings shall be that:
 - 18.2.1 Standing orders shall apply to all meetings of the Association;
 - 18.2.2 A quorum shall comply with rule 13.3 of these Rules;
 - 18.2.3 Meetings shall start on time where a quorum is present and continue until all agenda items have been dealt with or a process for completing unfinished business has been determined;
 - 18.2.4 A quorum shall be maintained throughout a meeting and in the event of a quorum not remaining the meeting will be closed with outstanding business to be negotiated between the Council and Association members;
 - 18.2.5 Meetings shall finish on time;
 - 18.2.6 Minutes of the previous meeting shall be confirmed with discussion being limited to the accuracy of such minutes; and
 - 18.2.7 Once minutes have been adopted they become conclusive proof of the proceedings described.
- 18.3 Responsibilities of the Chair shall be to:
 - 18.3.1 Promote an environment where all persons entitled to and wishing to speak have an equal opportunity to speak and be heard;
 - 18.3.2 Be impartial and promote a progressive atmosphere;
 - 18.3.3 Be informed about the matter under discussion and keep the meeting on the subject;
 - 18.3.4 Give space for dissent to be heard and to affect the outcome;
 - 18.3.5 Recognise when a matter is uncontroversial and ask if there is agreement;
 - 18.3.6 Be prepared to present options where consensus cannot be reached;
 - 18.3.7 Bring to the meeting's attention any discussion or resolution that conflicts with policy already adopted by the Association or any external processes which affect the Association;
 - 18.3.8 Make clear exactly what is to be discussed and identify time limits; and
 - 18.3.9 Advise the order of speakers.

- 18.4 Responsibilities of Association Council and Members shall be to:
 - 18.4.1 Listen to, respect and consider all contributions and be prepared to explore new options;
 - 18.4.2 Speak through the Chair;
 - 18.4.3 Raise hands if wishing to speak and wait until called upon to speak and if there is more than one speaker the Chair will determine the order of speakers;
 - 18.4.4 Make one contribution to any matter under discussion unless clarification is needed, new information can be provided or a way forward suggested;
 - 18.4.5 Give consideration as to whether a contribution is necessary; and
 - 18.4.6 Recognise and if necessary support by identifying when someone needs to be heard and isn't getting an opportunity to speak
- 18.5 General Responsibilities at meetings shall be to:
 - 18.5.1 Be in attendance, (to ensure a quorum is present), and be ready to start the business on time;
 - 18.5.2 Be prepared with relevant documentation;
 - 18.5.3 Be prepared for and well versed in consensus decision-making processes;
 - 18.5.4 Seek clarification / information as required; and
 - 18.5.5 Be prepared to be flexible to share information and consider or explore alternatives.
- 18.6 Decision making processes shall take into account the following principles:
 - 18.6.1 Consensus decision-making will be the primary method of reaching an acceptable outcome for any proposal except as determined otherwise within these Rules;
 - 18.6.2 Time limits will be set where it is evident that in-depth discussion will be required;
 - 18.6.3 If time runs out a meeting must resolve how to proceed and consider prioritising the agenda;
 - 18.6.4 Possible approaches to achieving a consensus decision are;
 - 18.6.4.1 Adjourn the topic while a small group with differing views investigates an agreed proposal; or

- 18.6.4.2 Identify common ground and agree on that, or
- 18.6.4.3 Arrange a break to reflect on the topic or adjourn to a later session; or
- 18.6.4.4 Use of straw voting (non-binding) to identify where and how strong disagreements are; or
- 18.6.4.5 If a small number of people disagree with a wide view, consideration needs to be given as to whether consensus can be reached if there is willingness to live with the decision for the good of the whole group;
- 18.6.5 Where there is continuing strong opposition and no consensus;
 - 18.6.5.1 The topic can be abandoned; or
 - 18.6.5.2 Where consensus does not produce a decision, the formal process of voting shall apply; or
 - 18.6.5.3 People may be neutral or even opposed to a decision in which case such opposition can, at the request of any person present, be recorded in the minutes but need not necessarily be prejudicial to the decision being made.
- 18.7 The following formal meeting procedure shall be invoked where the meeting has failed to achieve a decision by consensus:
 - 18.7.1 Voting shall be by show of voting cards;
 - 18.7.2 Any two members present may demand a secret ballot;
 - 18.7.3 A minimum of two independent scrutineers shall be elected at the beginning of the meeting;
 - 18.7.4 A simple majority of Association delegates will determine the outcome of the vote;
 - 18.7.5 Abstentions may be recorded provided the appropriate request is made immediately a result is declared; and
 - 18.7.6 If any members dispute the result they are entitled to ask for a recount provided the request is made immediately a result is declared.
- 18.8 Resolutions:
 - 18.8.1 Must be proposed and seconded;
 - 18.8.2 Shall be refused if unconstitutional or contrary to law;
 - 18.8.3 Should be positive, specific, unambiguous and require action;

- 18.8.4 Only one motion/amendment shall be considered at a time;
- 18.8.5 Shall lapse for want of a seconder;
- 18.8.6 Seconding pro-forma allows a motion to be discussed only as without being formally seconded a motion may not be voted on;
- 18.8.7 A motion may not be proposed if it is the same in substance as any motion which has already been resolved at the meeting;
- 18.8.8 With the exception of resolutions to alter these Rules motions may be re-worded by the mover with the consent of the meeting with no dissenting voices;
- 18.8.9 May be withdrawn by the mover, with the consent of the meeting, provided no amendment is under discussion and no amendment has been accepted;
- 18.8.10 Resolutions for the Annual General Meeting must be received by the Chief Executive no later than two (2) months prior to the date of the Annual General Meeting
- 18.9 Amendments:
 - 18.9.1 Must be relevant to the original motion;
 - 18.9.2 May not negate the original intent;
 - 18.9.3 Shall be dealt with in the order in which they affect the main motion;
 - 18.9.4 May be moved by any member except by those who have moved or seconded the main motion or any subsequent amendment;
 - 18.9.5 The mover of an amendment has no right of reply;
 - 18.9.6 Amendments to resolutions to alter these Rules will not be accepted; and
 - 18.9.7 Amendment of an amendment is not acceptable.
- 18.10 Notices of Motion:
 - 18.10.1 During a discussion of a resolution or amendment, notice may be given of an alternative to the resolution or amendment under discussion; and
 - 18.10.2 The notice of motion lapses if the resolution or amendment under discussion is passed.
- 18.11 Standing orders will be reviewed annually by the Council with proposed alterations to these Rules referred to the following Annual General Meeting for consideration.

19 SECRETARY & TREASURER

- 19.1 The Council will, among other duties delegated to the Chief Executive, empower the Chief Executive, by formal resolution, to fulfil the functions of Secretary and Treasurer of the Association. The Chief Executive may delegate some or all of those functions within the authority given to her/him by the Council. Such functions will include:
- 19.2 To deal with the correspondence of the Association and Council.
- 19.3 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.
- 19.4 To ensure the safety of the Seal of the Association and of its books, records, documents and property.
- 19.5 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.
- 19.6 To be responsible for the finances of the Association either personally or by deputy.
- 19.7 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.
- 19.8 To ensure either personally or by deputy that all the Association's funds are spent in achieving the aims 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.
- 19.9 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.
- 19.10 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.
- 19.11 To carry out any other duties as may be required by the Council.

20 PRESS STATEMENTS

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

21 FINANCE

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

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

21.3 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.

21.4 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.

21.5 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.

22 AUDITOR

22.1 The books of the Association shall be audited annually and reported upon. The Auditor will be a Chartered Accountant or a firm of Chartered Accountants appointed by the Annual General Meeting. 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.

23 COMMON SEAL

23.1 The Chief Executive 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 Council members who will witness the use of the Seal.

24 INDEMNITY

24.1 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.

24.2 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.

25 ALTERATION OF RULES

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

25.1.1 At a properly constituted general meeting of the Association;

25.1.2 By not less than two thirds majority;

25.1.3 By persons or proxy votes valid at that meeting;

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

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

26 WINDING UP

26.1 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. Upon winding up any property surplus assets will be given or transferred to some other Society or organisation in New Zealand (who is not a member of the Association) which has similar objectives to those of the Association. Disposal of money or property of the Association referred to in this Rule will be decided by the members of the Supreme Court of New Zealand.