

29 July 2010

"A"

CONSTITUTION

OF

NORTH TARANAKI FREE KINDERGARTEN

ASSOCIATION (INCORPORATED)

These are the replacements to the rules marked "A" referred to in the annexed declaration of
made before me this day of —

A Solicitor of the High Court of New Zealand.

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CONSTITUTION

1. NAME

The name of the Association will be NORTH TARANAKI FREE KINDERGARTEN ASSOCIATION (INCORPORATED) (herein known as the Association or NTKA).

2. REGISTERED OFFICE

The registered office of the Association will be at such place as the Governing Board will from time to time determine. The Association Manager will notify the Registrar of Incorporated Societies of any change of location of the registered office. The current registered office is situated at **361 Devon Street East, New Plymouth.**

3. OBJECTIVES

The objectives of the Association will be:

- (a) to provide and promote education in all its forms for the benefit of young children;
- (b) to advance and co-ordinate the current member Kindergartens in the North Taranaki Region namely:

Bell Block Pohutukawa Kindergarten	Marfell Kindergarten
Brooklands Kindergarten	Merrilands Kindergarten
Devon Kindergarten	Ngamotu Kindergarten
Fitzroy Kindergarten	Orapa Kindergarten (formerly Waitara West)
Frankleigh Park Kindergarten	Pukekura Kindergarten
Inglewood Kindergarten	Puketapu Kindergarten
Kahikatea Kindergarten	Waitara Central Kindergarten
Kaitake Kindergarten	Westown Kindergarten
- (c) to establish new Kindergartens in the North Taranaki Region

4. MEMBERSHIP

4.1 Membership of the Association will be open to:

- (a) any parent or primary caregiver who has a child on a waiting list or enrolled at a member Kindergarten and who is not an employee of the Association will automatically become a member of the Association during that period.
- (b) to any company or person who supports the objectives of the Association and whose application for membership has been accepted by the Governing Board and confirmed by the Association Manager. The Governing Board will have the right to decline a membership application without giving any reason for such decision, other than on a confidential basis to the individual concerned.
- (c) all persons upon whom the Association has conferred Life Membership.

- 4.2 The membership may be determined at any time by resolution of the Governing Board of the Association for any reason the Governing Board may consider as sufficient.
- 4.3 Any member may resign from the Association by giving the Association Manager notice of that member's intention to do so.

Life membership

- 4.4 Life Membership may be conferred upon any person who has rendered outstanding service to the Association on the unanimous recommendation of the Governing Board and confirmed at the Annual General Meeting of the Association.
- 4.5 An Honorary Life Member will be entitled to attend the meetings of the Governing Board but the office of Honorary Life Member will carry no voting rights at Governing Board Meetings.

5. GOVERNANCE

- 5.1 The affairs of the Association will be governed by a Governing Board (hereinafter referred to as "the Board"). The Board will be elected at each Annual General Meeting of the Association in accordance with the following provisions, namely:
- (a) only members of the Association will be eligible for election as Board members.
 - (b) all Board Members must meet the criteria of "fit and proper" persons as described in Part 1, No. 8 of the Education (Early Childhood Services) Regulations 2008.
 - (c) the Board will consist of not more than seven (7) Association members and the teachers' representative.
 - (d) the election of the Board members will be by way of ballot at the Annual General Meeting.
 - (e) one (1) teacher representative will be elected by the current teaching staff to be their representative on the Board. The teacher representative will be limited to teachers permanently employed by the Association. The membership of the teacher representative will lapse if their employment with the Association is terminated during the term of office. It will be the responsibility of the Association's teaching staff to elect a replacement teacher representative in such circumstances to complete the current term.
 - (f) at the first full Board meeting following the Annual General Meeting, the Board will elect a chairperson and a vice chairperson from the members of the Board. The teacher representative is ineligible to serve in either of these positions.

- (g) Board members will hold office for two (2) years commencing from the closing of the meeting at which they are elected and continuing until the end of the second Annual General Meeting following their election. Board members are eligible for re-election from the end of their terms of office.
- (h) a member of the Board will automatically be disqualified from office:
 - (i) if that member is absent from three (3) consecutive meetings of the Board without apology or leave of the Board;
 - (ii) if by notice in writing to the Chairperson that member resigns;
 - (iii) if that member no longer meets the criteria of a “fit and proper” person in (b) above.
- (i) the immediate past chairperson of the Association may ex officio be a member of the Board for the two (2) years immediately following his or her term as chairperson.
- (j) all Board members have the right to speak, move motions and to vote at all Board, General and Extraordinary Meetings of the Association.
- (k) the Association Manager and any other person in a management role who has been instructed by the Board, will be expected to attend all Board and General Meetings, and will have speaking but no voting rights.
- (l) the Board itself may appoint a person or persons to fill vacancies on the Board. Any person so appointed will retire at the Annual General Meeting immediately following his or her appointment.
- (m) the Board may co-opt additional persons with specific skills to assist in the attainment of the objects of the Association. Any person so co-opted will have no voting rights. The period of co-option will be at the discretion of the Board.

6. ELECTIONS

Nominations for the Board Members (excluding the Teacher Representative) will be called by the Association Manager prior to the Annual General Meeting at which they are to be elected. Nominations will be in writing on prescribed forms. Nominations must be received at the Association Office no less than 14 days prior to the commencement of the meeting at which they are to be considered. Nominations are required to have a different proposer and seconder and must be signed by the nominee. Nominations will be circulated to all Association members as soon as possible.

7. MEMBER KINDERGARTEN COMMITTEES

- 7.1 Each Kindergarten committee will go out of office at their Annual General Meeting and a new committee will be elected;
- 7.2 The term of office for any Kindergarten Committee President/Chairperson will be no more than three (3) consecutive years at any one time.

8. COMBINED KINDERGARTEN MEETINGS

- 8.1 A Combined Kindergarten Meeting may be called by the Board or Association Manager whenever deemed necessary.
- 8.2 (a) Each Combined Kindergartens' Meeting will be attended by:
 - (i) the Association Manager who will be the representative of the Board;
 - (ii) the president of each Kindergarten and/or their nominated delegate.(b) Members of the Board may attend Combined Kindergartens' Meetings.
- 8.3 At the request of not less than five (5) Kindergarten committees and/or Board members a Combined Kindergartens' Meeting will be called.
- 8.4 The Association Manager will notify the Board members and Kindergarten presidents of a Combined Kindergartens' Meeting within seven (7) days of receipt of such a request.
- 8.5 Combined Kindergartens' Meetings will be held no later than one (1) month after receipt of a request by the Association Manager.
- 8.6 A request and the Association Manager's notification of a Combined Kindergartens' Meeting will state the matters required to be considered.

9. EXTRAORDINARY CIRCUMSTANCES

The Chairperson and the Association Manager should consult and obtain agreement from two (2) other Board members to deal with matters of urgency arising between Board Meetings.

10. ANNUAL GENERAL MEETING

- 10.1 An Annual General Meeting will be held as soon as possible after the end of each financial year to receive and conduct the following business:
 - (a) annual report including:
 - the Financial Report of the Association containing the annual statement of income and expenditure, a balance sheet containing a summary of the

property and liabilities of the Association and a proposed budget for the ensuing year.

- (b) an election of Board members;
- (c) any other general business relevant to the affairs of the Association.

- 10.2 At least fourteen (14) days notice of such an Annual General Meeting stating the nature of the business to be brought before the Annual General Meeting will be given by an advertisement in a public newspaper, circulating in the North Taranaki District and by notice displayed at each Kindergarten.
- 10.3 the Association may elect a patron and an Honorary Solicitor at any Annual General Meeting of the Association;

11. EXTRAORDINARY GENERAL MEETING

- 11.1 The Board may whenever it thinks fit and will when requested in writing by five (5) or more members, convene an Extraordinary General Meeting. Seven (7) clear days notice specifying the place, day and hour of the Extraordinary General Meeting and the purpose of general nature of the business of which it is to be held will be given by an advertisement in a public newspaper circulated in the North Taranaki District and by notice to each member of the Association who is qualified to vote.
- 11.2 The Board may whenever it sees fit call an Extraordinary General Meeting to handle change in policy and/or implementation of new education programmes that effect all the Association Kindergartens.

12. MEETING GUIDELINES

The Board will meet at least eight (8) times each year between the months of February and December (inclusive).

13. QUORUM

- 13.1 The quorum for any Association Annual General Meeting or Extraordinary Meeting will be fifteen (15) people present at the meeting.
- 13.2 The quorum for any Board Meeting will be four (4) Board members.
- 13.3 The quorum for any Combined Kindergartens' Meeting will be five (5) people present.
- 13.4 The quorum for any Kindergarten Committee Meeting will be five (5) people present.
- 13.5 The quorum for any Annual General Meeting or Extraordinary General Meeting of a Member Kindergarten will be ten (10) people including teachers, present at the meeting.

- 13.6 If a quorum is not reached within half an hour from the time appointed for any Annual General Meeting or any Extraordinary General Meeting the meeting will stand adjourned until reconvened.
- 13.7 If a quorum is not reached at Board Meetings, Kindergarten Committee Meetings, Combined Kindergartens' Meetings the meeting will continue with the proviso that all motions and matters arising be formally ratified at the following meeting.

14. VOTING

- 14.1 At Board Meetings each elected member present and the teacher representative will have ONE vote.
- 14.2 At Association Annual General Meetings and Extraordinary Meetings each Member of the Association recorded in the Association's register of attendance will have ONE vote.
- 14.3 At Kindergarten Committee Meetings and Extraordinary Meetings each member in attendance will have ONE vote.
- 14.4 At Combined Kindergartens' Meetings each Kindergarten president or their nominated delegate and each elected Board Member will have ONE vote.
- 14.5 Honorary Life Members will not be eligible to vote.
- 14.6 Voting will be determined by voice, unless a show of hands or ballot is requested by a majority of those present.
- 14.7 At ALL meetings in the event of equality of votes, the person chairing the meeting will have both a deliberative and casting vote.
- 14.8 A special resolution is approved by a majority of 75% of the votes of the members in attendance entitled to vote.

15. ADJOURNMENT

The Chairperson of any meeting (whether a General Meeting or a meeting of the Board, sub-committee of the Board or local Committee meeting) may with the consent of the meeting, adjourn the meeting from time to time and from place to place and any unfinished business from the adjourned meeting will be completed at a subsequent meeting.

16. MINUTES

- 16.1 The Association requires that minutes are recorded of all meetings (Annual General Meeting, Extraordinary Meetings, Ordinary and In-Committee Meetings of the Board, Kindergarten Committees, Combined Kindergartens' Meetings and Staff Meetings) and duly entered in the books provided for such purposes. Minutes must record:
- (a) the names of all members present or apologies given to the same,
 - (b) any agreement reached on any matters put before the meeting,
 - (c) all matters agreed on for future consideration,
 - (d) all resolutions and motions passed including the name of the proposer and the seconder,
 - (e) all appointments of Officers,
 - (f) all financial statements presented,
 - (g) any matter before the meeting which a member asks to be recorded,
- 16.2 The Minutes of any Board or General Meeting may be inspected at any reasonable time.
- 16.3 A copy of the minutes of the Annual General Meeting, Extraordinary Meetings and Combined Kindergartens Meetings will be sent to the Secretary of each local Kindergarten Committee.
- 16.4 A copy of the minutes of Staff Meetings will be sent to the teachers at each Kindergarten.
- 16.5 A copy of Kindergarten Committee minutes will be sent to the Association by each Kindergarten.

17. POWERS OF THE GOVERNING BOARD

- 17.1 The Board may do anything a natural person can do provided it is conducive to the attainment of the objects of the Association. By way of example the Board may;
- (a) Acquire any property by any means
 - (b) Dispose of any property by any means
 - (c) Hold any property for any purpose
 - (d) Develop or improve any property
 - (e) Delay dealing with any property
 - (f) Lend to any person on any terms
 - (g) Borrow from any person on any terms
 - (h) Give security
 - (i) Create reserve funds
 - (j) Employ any person for any purpose
 - (k) Give guarantees for any purpose
 - (l) Settle any dispute on any terms

- 17.2 The Board will employ an Association Manager to be responsible for the day to day management of the Association.
- 17.3 The Board may establish sub committees as required to be responsible for specific areas for the Association.
- 17.4 The Board may delegate to any member, sub committee or employee all or any part of its powers or duties.
- (a) To facilitate the election of local committees consisting of such numbers as it thinks fit for and around a Kindergarten and to define what will be their respective powers and duties subject always to the Rules of the Association and to the supervision of the Board.
 - (b) Consult with and inform local committees of member Kindergartens under the control of the Association in order to ascertain the views of those committees on the matter under consideration;
 - (c) To frame such policies, regulations and standing orders as may from time to time be deemed necessary for the purpose of regulating the affairs of the Association including the powers and procedures of any Kindergarten committee, local committee or sub-committees PROVIDED that such policies, regulations and standing orders are consistent with these Rules. All policies and regulations so made will be confirmed at a general meeting of the Board and will be brought to the notice of members by displaying the same in a conspicuous part of the Kindergarten premises at least one (1) calendar month (28 days) before the same will come into force. All policies and regulations so made will be binding upon the members until set aside by a resolution of a general meeting of the Board.

18. COMMON SEAL

The Association will have a common seal which will be in the custody of the Association Manager. The seal will be affixed in the presence of the Association Manager or one (1) member of the Board.

19. ACCOUNTS

- 19.1 The Board will cause true accounts to be kept:
- (a) of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure takes place;
 - (b) of all assets, credits and liabilities of the Association, including all mortgages, charges and securities of any description affecting any of the property of the Association.

- 19.2 The Board on behalf of the Association will make the returns required by Section 23 of the Incorporated Societies Act 1908 or by such other statutory provisions for the time being in force dealing with such Associations or Societies.
- 19.3 All money and funds of the Association will be kept in the name of the Association.
- 19.4 Each bank account held by the Association will be operated on by any two (2) of four(4) people appointed by resolution of the Board for that purpose.

20. FINANCIAL YEAR

The financial year will begin on 1 March and end on 28 February (or 29 February in a Leap Year). Transitional financial year will be 1 January 2009 – 28 February 2010 (14 months). Once, at least in every year the accounts of the Association will be examined for the correctness thereof and the balance sheet ascertained by the Auditor.

21. ALTERATION OF THE RULES

- 21.1 The Rules of the Association may be altered, added to or rescinded by a special resolution of the Board confirmed by the majority of members of the Association present at an Annual General meeting/Extraordinary General Meeting of the Association of which at least seven (7) days notice has been given stating the nature of the resolution for confirmation at the meeting so called.
- 21.2 For the purposes of complying with the requirements in maintaining the charitable status of the Association, no addition, alteration or rescission to the constitution may be made which will in any way affect the charitable status of the Association.
- 21.3 The Association will register any alterations in or additions to its rules as required by any statutory provisions for the time being in force.

22. WINDING UP AND SURPLUS ASSETS

In the event of the Association being wound up all property belonging to the Association will be realised and funds will only be distributed to one or more New Zealand owned early childhood organisations of a charitable nature having similar objects to the Association PROVIDED HOWEVER that any asset which has been purchased in whole or part with Government funds will in such winding up revert to the Crown.

THE FOR`GOING AMENDED CONSTITUTION AND RULES WERE ADOPTED AT AN ANNUAL GENERAL MEETING OF THE ASSOCIATION HELD ON THE TWENY NINETH DAY OF JULY 2010

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as a member of the)
NORTH TARANAKI FREE)
KINDERGARTEN ASSOCIATION)
(INCORPORATED))

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