

# CONSTITUTION

## **1. NAME**

The name of the Association shall be "The Association of Integrated Schools Aotearoa New Zealand Incorporated" (AIS NZ).

## **2. COMMON CHARACTERISTIC**

The common characteristic of the Association is that Members shall represent schools which have been integrated into the state system of education under the terms of the Integration Act and whose Special Character as defined in their Integration Agreement indicates a commitment to spiritual truths and moral values and / or a particular educational philosophy.

## **3. INTERPRETATION**

In these rules, unless a contrary intention appears.

"The Association" means "The Association of Integrated Schools New Zealand".

"The Executive" means the members of the executive for the time being appointed under Rule 12 of this Constitution.

"Year" means the financial year of the Association, which shall extend from the 1<sup>st</sup> day of January in any year until the 31<sup>st</sup> day of December in that year.

"Resolution" means a resolution passed by the majority of those voting at any general or committee meeting of the Association.

"Special Resolution" means a resolution passed by two-thirds majority of those eligible to vote at a general meeting of the Association.

"Integrated School" means a school operated under the provisions of the Integration Act.

"Integration Act" means the Private Schools' Conditional Integration Act 1975 and any amendments thereof.

"Integration Agreement" means an agreement pursuant to the Integration Act.

"Proprietor" means that organisation which has entered into an Integration Agreement.

"Member" means that person whom or school which qualifies for membership under Rule 5 of this Constitution.

"Member School" means those schools which qualify for membership under Rule 5 of this Constitution.

Words importing the masculine gender shall be deemed to include the feminine and words importing the singular shall be deemed to include the plural.

#### **4. OBJECTS AND CHARITABLE PURPOSE**

The objects of the Association shall be:

1. to advance education in New Zealand and in particular to advance education in New Zealand which includes a commitment to teaching spiritual or moral truths and values or a particular educational philosophy;
2. to safeguard and promote the interests of State integrated schools, particularly Member Schools;
3. to encourage the formation of new State integrated schools, particularly those who will be eligible for membership of the Association;
4. to promote public interest in and support for State integrated schools, and particularly those who are members of the Association;
5. to safeguard and improve the terms of employment and working conditions of those working in Member Schools;
6. to act in co-operation with the government or any other institution, Authority, Board, Society, Association or Committee working for the advancement of education and the promotion of the objects of the Association;
7. to affiliate with any other Association or organisations which have similar objects;
8. to do all things as are incidental or conducive to the attainment of the above objects or any of them; and in constructing the foregoing objects, the constructions of any clause shall not be construed or restricted by reference to any other clause.

#### **5. MEMBERSHIP**

##### **a. Member Schools:**

Member Schools shall be those schools who have the common characteristic described in Clause 2 of this Constitution and whose Proprietors and/or Boards accept an invitation to be a member of the Association from the Executive of the Association. By accepting an invitation to be a member of the Association, the school consents to being a Member School of the Association.

All Member Schools shall be members of the Association of Proprietors' of State integrated schools PROVIDED THAT the Executive may by ordinary resolution resolve to waive the requirement for membership of the Association of Proprietors' of Integrated Schools in exceptional circumstances.

### **b. Individual Membership:**

Honorary Members shall be persons elected to honorary membership by special resolution at a general meeting of the Association for special services rendered to the Association or for furtherance of its objects. The special resolution shall record the person's consent to becoming an Honorary Member. Honorary Members do not have voting rights.

## **6. REGISTER OF MEMBERS**

The Executive shall keep an up to date register of members. The register will contain:

- The name of each member;
- The member's physical address or email address;
- The member's phone number; and
- The date on which the school or person became a member.

Pursuant to rule 6 members shall notify the Executive of any changes to the information recorded on the register.

## **7. SUBSCRIPTIONS AND ENTRANCE FEES**

### **Amount**

Subscriptions and fees for Member Schools shall be determined by a resolution passed at an Annual General Meeting and shall remain in force until and unless altered at a subsequent Annual General Meeting.

### **Due Date**

All subscriptions shall fall due each year on the 1<sup>st</sup> day of April each year and shall be in arrears if not paid by the 30<sup>th</sup> day of June.

### **Due Date of Other Fees Owing**

Fees other than subscriptions shall be in arrears if not paid within three months of notice of same being given.

## **8. MODES IN WHICH MEMBER SCHOOLS CEASE TO BE MEMBERS OF THE ASSOCIATION**

Where the subscription or other fees of any Member School shall fall into arrears as defined in Rule 7, such a Member School may, by resolution of the Executive, be suspended from membership of the Association or be expelled from the Association if the subscription or other payments are in arrears for twelve months or more. Such suspension or expulsion from membership should not exempt a Member School or Member from payment of monies owing up to the date of suspension or expulsion. If however, such a Member School or Member shall give to the Executive a satisfactory explanation for



such delayed payment they may, at the discretion of the Executive and upon full payment of all arrears, be readmitted to membership.

### **Resignations**

Any Member School or Member may resign from membership of the Association by giving notice in writing to the Secretary of their intention so to do. Subject to performing all their obligations under these rules up to the date of such notice, such Member School or Member shall thereupon cease to be a member of the Association.

### **Expulsion and Suspension**

A resolution of a general meeting of the Association may, on the recommendation of the Executive expel or suspend from membership any Member School or Member who commits a breach of these rules or is guilty of conduct which the Executive in its absolute discretion does not consider to have been in the best interest of the Association, provided that such Member shall be given the opportunity of appearing before the Executive to give such explanation as may be given in his, her or their defence.

## **9. ALTERATIONS OF RULES**

These rules may be altered, added to or rescinded by a Special Resolution passed at a general meeting of the Association. Notice of all proposed alterations, additions or rescissions shall be handed to the Secretary in writing and shall be given by the Secretary to each Member by circular or advertisement at least seven clear days before the date of such meeting. Nothing in these rules shall prohibit the amendment of any proposal which has been specified by notice. Any such alterations, additions or rescission shall be made in writing and have effect only when accepted by the Registrar of Incorporated Societies.

## **10. GENERAL MEETINGS**

### **Notice:**

Notice of general meetings of the Association and notices of motion shall be given by circular at least 30 days before the date of such meeting.

### **Annual General Meeting:**

The Annual General Meeting of the Association shall be held each year on a date no later than six months after the Association's balance date and no later than fifteen months after the previous Annual General Meeting.

The information to be presented at the Annual General Meeting must include, but is not limited to:

- (a) the Annual Report;

- (b) the Annual Accounts; and
- (c) notices of the disclosures, or types of disclosures, made under section 63 of the Incorporated Societies Act 2022 during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

The meeting may be live or by virtual means (Zoom, Survey Monkey etc for example), or a combination of both of those methods.

It shall elect the officers and an Executive every second year for the ensuing two years and shall transact any other general business of the Association.

Minutes must be kept for Annual General Meetings.

### **Special General Meetings:**

Special General Meetings may be called at any time and for any specific purposes on the written requisition of four or more members of the Executive or on the written requisition of at least fifty per cent of the financial Member Schools. The requisition shall set out in the form of a resolution notice of the business proposed to be transacted at such meeting. The Special General Meeting shall be held not more than five weeks after the date of receipt of the requisition by the Secretary.

Special General Meetings shall be convened whenever 50% or more of the members of the Executive are prevented from voting on the matter because they are interested in the matter within the meaning of section 62 of the Incorporated Societies Act 2022. The Special General Meeting called for this purpose shall be held not more than five weeks after the date on which the Executive were prevented from voting.

The rules relating to the procedure to be followed at General Meetings shall apply to Special General Meetings.

### **President:**

The Chair at all general meetings shall be taken by the President or in his or her absence, by a person elected by the meeting.

### **Quorum at a General Meeting:**

The quorum at a general meeting shall be representatives of fifty per cent of the financial Member Schools attending in person or virtually.

Honorary Members may attend and speak at General Meetings, but are not counted as part of the quorum.

## **Voting:**

### **i. Eligibility**

Each Member School shall be entitled to one vote.

Honorary Members are not entitled to vote.

### **ii. Method of Voting**

Voting at any general meeting shall be by voice or by virtual means in the case of an online survey format or by other electronic means, but two members present may require that voting be by show of hands or secret ballot.

### **iii. Proxy Voting:**

No proxy votes will be permitted.

### **iv. Numbers:**

A bare majority will suffice to carry any proposal other than those specified elsewhere in these rules and for which a two-thirds majority shall be required.

### **iv. Resolution in Lieu of a General Meeting:**

A resolution in writing (including by way of email or other electronic means) signed or assented to by not less than seventy-five percent (75%) of School Members will be as valid and effectual as if it had been passed at a General Meeting of the full Association.

Any such resolution may consist of several documents (including email messages assenting to the resolution, Survey Monkey submissions, scanned copies of signed resolutions and other similar means of communication or other electronic means) each signed or assented to by one or more School Members.

## **11. POWER TO MAKE REGULATIONS**

The Executive may in its absolute discretion make rules or regulations for the management of the Association so long as such rules or regulations are consistent with the powers conferred by this Constitution.

## **12. EXECUTIVE**

### **Management:**

The operation and affairs of the Association must be managed by, or under the direction or supervision of, the Executive. The Executive has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Association.

### **Membership:**

The Executive will consist of the three officers of the Association, two or more other representatives of Member Schools and up to two additional members



co-opted by the Executive. The Executive shall have a maximum of eight Executive members.

Each Executive Member must be a natural person who has consented in writing to be an Executive Member and certifies they are not disqualified from being elected or appointed or otherwise holding office under section 47(3) of the Incorporated Societies Act 2022.

**Nominations:**

Each candidate for election shall be proposed and seconded at the Annual General Meeting. A nomination for an office holder shall be deemed a nomination for the Executive also.

**Chairman:**

The Chairman of the Executive shall be the President of the Association who will also be the Chairman for general meetings and shall have a casting as well as deliberative vote.

**Method of Voting:**

Voting at meetings of the Executive shall be by voice or by electronic means but any Executive member may call for voting by show of hands or secret ballot.

**Meetings:**

A meeting of the Executive may be called at any time by the President or Treasurer and shall be called within 14 days of receipt by the Treasurer of a requisition signed by two members of the Executive.

**Quorum:**

A quorum at an Executive meeting shall be four of the members of the Executive.

**Power to Co-opt:**

The Executive has the power to co-opt to the Executive up to two additional members. To be clear, the members of the Executive who are co-opted under this Rule have the same functions and powers as members of the Executive elected at an Annual General Meeting.

**Term of Office:**

The members of the Executive shall hold office for two years from the date of their election.

If, after the initial two year term, a member of the Executive wishes to continue in their role as a member of the Executive, they can be elected for a further

two-year term. A member of the Executive can continue to renew their appointment, subject to the School Members approval at an Annual General Meeting.

The Executive may fill vacancies occurring between elections and those members so appointed shall hold office until the next Annual General Meeting at which meeting a successor will be elected to hold office until the expiry of the term of the person whose vacancy led to his or her appointment.

### **Removal from Executive:**

A member of the Executive will cease to hold the office of the Executive if that member:

- retires or resigns as a member of the Executive by giving prior written notice of their resignation to the Executive; or
- becomes disqualified to be a member of the Executive in accordance with the Incorporated Societies Act 2022; or
- dies.

Removal as a member of the Executive will not equate to removal as a member of the Association.

### **13. SUB COMMITTEES**

The Executive shall have the power to appoint sub-committees as it considers necessary from time to time and to co-opt expertise as and when required. The Executive may, in its absolute discretion, determine any disputes of matters arising in any sub-committee.

### **14. HONORARY AUDITOR**

An honorary auditor shall be appointed at the Annual General Meeting of the Association and shall not be a member of the Executive. A vacancy occurring in the said office during the year shall be filled by the Executive.

### **15. CONTACT PERSON**

The Contact Person for the purposes of the Incorporated Societies Act 2022 shall be the Chief Executive Officer of the Association, or other persons as appointed by the Executive from time to time.

### **16. DUTIES OF OFFICERS**

#### **President:**

The President shall take the chair at any meeting at which he or she is present.

#### **Deputy President:**

The Deputy President shall take the chair of any meeting at which the President is absent.



**Treasurer:**

The Treasurer shall keep correct books of account showing the income, expenditure and financial position of the Association and shall explain and balance such accounts at such times as may be required by the Executive. The Treasurer shall also furnish a statement of account and balance sheet at each Annual General Meeting.

**17. BANK ACCOUNT**

The Association shall have a current account at a registered bank which may be operated by two members of Executive and one other officer.

**18. POWER TO BORROW**

The Association shall have power to borrow such sums of money as is from time to time deems necessary for the proper administration of its affairs, and for that purpose may pledge by way of security the whole or any part of its assets.

**19. POWER TO INVEST**

The Association shall have power to invest such sums of money as it from time to time deems necessary in any manner in which the Executive in its absolute discretion thinks fit.

**20. CHARGES AND LEVIES**

The Executive in its absolute discretion may make any charge to any person, Member or otherwise, for the use of any Association property or privilege.

**21. PROFIT BY MEMBERS**

No Member of the Association shall receive any profit or emoluments from the Association but members of the Executive may be paid their travelling and other expenses.

**22. DISPUTES RESOLUTION PROCEDURES****(1) How a complaint is made:**

A Member or member of the Executive may make a complaint by giving to the Executive a notice in writing that -

- (a) states that the Member or member of the Executive 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 detailed enough to ensure the Member or member of the Executive is fairly advised of the allegation

concerning them, with sufficient details given to enable them to prepare a response.

The Association may make a complaint involving an allegation against a Member or a member of the Executive by giving to the Member or member of the Executive a notice in writing that –

- (a) states that the Association 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. This must be detailed enough to ensure the Member or member of the Executive is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

The terms *dispute* and *complaint* are to be interpreted in accordance with section 38 of the Incorporated Societies Act 2022.

## **(2) Investigating and determining a dispute:**

- (a) The Executive must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this procedure, ensure the dispute is investigated and determined.
- (b) In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Executive with no personal interest in the dispute (the “Elector”) will determine how the dispute will be dealt with. This can include:
  - (i) appoint an external person to investigate and report; or
  - (ii) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
  - (iii) appoint an external person to investigate and make a decision; or
  - (iv) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
- (c) Despite rule 22(2)(b), the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
  - (i) the complaint is trivial; or
  - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
    - (1) that a Member or a member of the Executive has engaged in material misconduct;
    - (2) that a Member, a member of the Executive or the Association has materially breached, or is likely to materially breach, a

- duty under the Association's constitution or the Incorporated Societies Act 2022; or
- (3) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
  - (iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - (iv) the person who makes the complaint has an insignificant interest in the matter; or
  - (v) the conduct, incident, event or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
  - (vi) there has been an undue delay in making the complaint.
- (d) While not binding on the Elector, the Association agrees that the following categories of disputes should be resolved as follows:
- (i) Where the dispute involves issues of personal animosity or where relationships within the Association have broken down, the dispute should go to mediation.
  - (ii) 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.
  - (iii) 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.
  - (iv) Where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- (e) Before making a decision under rule 22(2)(b), the Elector may request further information from the Executive, the complainant and/or any person who is the subject of the complaint.
- (f) Where an external party is appointed to provide a report, that report should be provided to the Executive, 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:
- (i) the Association will take any steps in light of the report-writer's findings; and
  - (ii) the parties agree that those steps (if any) will resolve the dispute.

- (g) If the Elector initiates the steps under rule 22(2)(b)(i) or 22(2)(b)(ii) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under rule 22(2)(b).
- (i) A person may not act as a decision maker in relation to a complaint if the majority of members of the Executive 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.
- (h) An external person appointed under rule 22(2)(b)(i) or 22(2)(b)(iii) may, inter alia:
- (i) call for written submissions from all relevant parties;
- (ii) call for specific evidence from the Association or any relevant party; and/or
- (iii) prepare an interim report and circulate it to the relevant parties for their comments.
- (i) In addition to the powers under rule 22(2)(g), an external person appointed under rule 22(2)(b)(iii) 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.
- (j) A decision reached by an external person appointed under rule 22(2)(b)(iii) will not be subject to an appeal to or a review by the courts of New Zealand.

**(3) Person who makes a complaint has a right to be heard:**

- (a) A Member or member of the Executive who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to rule 22(2)(c).
- (b) If the Association makes a complaint –
- (i) the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
- (ii) a member of the Executive may exercise the right on behalf of the Association.
- (c) Without limiting the manner in which the Member, member of the Executive, or Association may be given the right to be heard, they must be taken to have been given the right if –
- (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (ii) their written statement or submissions (if any) are considered by the decision maker.

**(4) Person who is subject of a complaint has a right to be heard:**

- (a) If the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”) –
  - (i) has engaged in misconduct; or
  - (ii) has breached, or is likely to breach, a duty under the Association’s Constitution or the Incorporated Societies Act 2022; or
  - (iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.
  
- (b) 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 –
  - (i) 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
  - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (iii) the respondent’s written statement or submissions (if any) is considered by the decision maker.

**23. WINDING UP**

The Association may be wound up if the Association at a general meeting of its members passes a resolution requiring the Association to be wound up and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed and such second meeting may also direct the method of disposition of the funds and property of the Association after such dissolution provided that such funds and property shall not be distributed amongst members but paid to or distributed between one or more charitable organisations having objects similar to the Association.