

CONSTITUTION OF NORTHLAND KINDERGARTEN ASSOCIATION INCORPORATED

This Constitution contains the rules of Northland Kindergarten Association Incorporated
under the Incorporated Societies Act 1908

1.0 Name

- 1.1 The name of the Association is Northland Kindergarten Association Incorporated (“NKA”) Te Kura Kōhungahunga Tōpū o Te Taitokerau

2.0 Registered Office

- 2.1 The registered office of the Association shall be 5 Henry Street, Kensington, Whangarei or at such place as the Governance Board shall from time to time determine.
- 2.2 The General Manager, or another person delegated by the Governance Board to perform this task, shall notify the Registrar of Incorporated Societies of any change of location of the registered office.

3.0 Goals

- 3.1 To provide and support high quality early childhood education for the benefit of children attending NKA affiliated Early Childhood Centres, and their families.
- 3.2 To facilitate access to early childhood education for children aged six and under, who are not enrolled at school.
- 3.3 To establish, manage and support NKA affiliated Early Childhood Centres.
- 3.4 To consult and work with the community served by every Early Childhood Centre, so that the goals of access to high quality education may be achieved.

4.0 Definitions

In this Constitution, unless the context otherwise requires:

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| ‘NKA’ | means Northland Kindergarten Association Incorporated. |
| ‘Board’ | means the elected and appointed members of the Board who shall at all times have the role of governance of the NKA. The Board shall be bound by its Code of Ethical Conduct Policy. |
| ‘Early Childhood Centres’ | means centres which are offering early childhood education in Northland, and which are affiliated to NKA. |
| ‘Parent Groups’ | means a committee elected by an Early Childhood Centre in accordance with this constitution. |
| ‘Annual General Meeting’ | means the Annual General Meeting of NKA held in accordance with clause 10 of this constitution. |

‘Special General Meeting’ means a Special General Meeting of NKA held in accordance with clause 11 of this constitution.

‘Remit’ a written motion which has been proposed by a member and seconded by another member and must include explanatory notes detailing the reason for the remit.

5.0 Membership

5.1 The following persons shall be members of NKA:

- (a) Parents and primary caregivers of children on rolls (or waiting lists) for Early Childhood Centres.
- (b) Current Parent Group members.
- (c) Special members, including life members, as appointed by the Governance Board in its discretion in accordance with criteria that it may determine from time to time.
- (d) The Governance Board

5.2 Prospective special members or organisations wanting membership may be nominated by any member of the Governance Board, or may apply in writing to the Governance Board for appointment.

5.3 NKA members may cease to be members by giving notice in writing to the Governance Board.

6.0 Duties and powers of the Governance Board

6.1 The Governance Board shall control and manage the business of NKA, to promote the objects of NKA as set out in this Constitution.

6.2 The Governance Board has all the powers necessary to manage the business of NKA, including, but not limited to, the following:

- (a) borrow or raise money using the assets of NKA as security;
- (b) apply for grants or money from state or private institutions or companies;
- (c) enter into contracts to provide goods or services for remuneration, using the assets, staff or expertise of NKA or Early Childhood Centres as agreed;
- (d) set fees or request donations;
- (e) apply the funds of NKA to its business;
- (f) invest the funds of NKA in prudent manner;
- (g) instruct and pay professional advisers;
- (h) adopt and monitor the policies of NKA;
- (i) adopt and monitor procedures and by-laws for the purpose of regulating the affairs of NKA.

6.3 No member of the Governance Board shall be personally liable for any act or omission of that member or NKA, if that act or omission was made in good faith in performance or intended performance of his or her duties as a member of the Governance Board.

- 6.4 The Governance Board shall appoint a General Manager, and may delegate any of its powers to the General Manager or any other employee or advisor of NKA, who shall be entitled to appropriate compensation for services, as the Governance Board shall determine.
- 6.5 The Governance Board shall use reasonable methods to monitor the performance of the General Manager or delegate.
- 6.6 The Governance Board is responsible for the exercise of power by the General Manager or delegate as if the power had been exercised by the Governance Board, unless the General Manager or delegate has not acted in good faith.
- 6.7 The Governance Board shall keep minutes of the transactions of the NKA. These shall include:
 - (a) A record of all appointments of officers.
 - (b) The names of Board members present at Board meetings and at meetings of Board sub-committees.
 - (c) All resolutions and proceedings of Board meetings and of Board sub-committees.
 - (d) All financial statements and accounts presented by the General Manager and whether they are passed by the Board.
- 6.8 The Governance Board shall keep true accounts of all money received and expended by the NKA, and of all its assets and liabilities, including mortgages, charges and securities affecting its property.
- 6.9 The Governance Board shall keep the NKA's records and accounts at its registered office, or at another place of safe keeping as it may determine.
- 6.10 The Board shall decide whether, and under what conditions, the records and accounts of the NKA may be opened to inspection by members.
- 6.11 The Board shall ensure that the NKA makes all returns required by the Incorporated Societies Act 1908.
- 6.12 The Board shall ensure that the NKA observes the terms of its charter, and that all Early Childhood Centres do the same.

7.0 The Governance Board

- 7.1 The Governance Board shall consist of up to 10 members, including a President, Vice President, Teacher Representative and up to seven other elected members. The General Manager and any other NKA employee or advisor determined by the Governance Board shall be ex-officio members.

- 7.2 The Teacher Representative shall be appointed to the Governance Board for a two year term following election by employed teaching staff of NKA at a meeting called for this purpose. The Teacher Representative may stand for re-election at the end of every two year term. The membership of the Teacher Representative shall lapse if he or she resigns from this position or if his or her employment with NKA is terminated during the term of office. NKA teaching staff shall elect a replacement Teacher Representative in such circumstances
- 7.3 Every other member of the Governance Board shall be elected at the Annual General Meeting, or at a Special General Meeting convened for that purpose.
- 7.4 Governance Board elections shall take place as follows:
- (a) Candidates for membership may be nominated by any member of a Parent Group or any current Board of Governance member;
 - (b) Nominations must be made on the approved form, and must be submitted to the General Manager, or, if there is none currently appointed, must be delivered to the registered office of the NKA at least 14 days before the Annual General Meeting or Special General Meeting as provided above;
 - (c) Except for the Teacher Representative, every Board member shall be elected for a term of three years;
 - (d) Board members shall retire from office at the Annual General Meeting closest to the end of their three year terms, but shall be eligible for re-election at that meeting without needing to be nominated.
 - (e) The Board members shall elect from their numbers the President and Vice-President.
 - (f) If the current President comes to the end of his or her three year term , then he or she shall not be required to retire, but may continue to hold office for a further year before relinquishing the office of President.
 - (g) The President may then stand for re-election at any time.
 - (h) Board members may resign before the end of their three year terms.
- 7.5 The Governance Board may invite experts to attend Governance Board meetings, but they may not vote at any meeting they attend.
- 7.6 The Governance Board has the power to appoint any member of the NKA to fill any vacancy on the Board until the next Annual General or Special General Meeting, whether that vacancy is created by death, resignation, lack of a suitable candidate at the Board election or for any other reason. A Board member appointed in this way has the same right to vote as if they were elected, and their three year term commences from the date of the next Annual General Meeting following their appointment.

- 7.7 If information comes to the notice of the Governance Board that any member of the Board has a conviction for an offence relating to the abuse of children, violence or dishonesty, the board member will be deemed to have vacated his or her position on the board with immediate effect or may be removed by the board by majority vote at its discretion

8.0 Meetings of the Governance Board

- 8.1 The Governance Board shall meet as frequently at such times as it determines are necessary for the proper governance of the Association. The minimum number of meetings shall be four per year.
- 8.2 At least seven days written notice of every meeting of the Governance Board shall be given to each member, or less if the meeting is urgent.
- 8.3 The following provisions shall apply to all meetings of the Governance Board:
- (a) The Chairperson will be the President, or in his or her absence the Vice-President, or in his or her absence, some other member determined by the meeting.
 - (b) All questions shall be decided on a majority vote. Each Board member shall have one vote, and the Chairperson shall have a casting vote. Any motion which fails to gain a majority of votes shall be lost.
 - (c) The quorum shall be five Board Members.
 - (d) The contemporaneous linking together by telephone, video conference, or other electronic means (teleconference meeting) of members of the Board being not less than a quorum constitutes a meeting of the Board so long as the following conditions are met:
 - (i) all members of the Board must be given notice of a teleconference, and all members must be linked for the purposes of the meeting. Notice for the purposes of this rule may be given by telephone; and
 - (ii) at the commencement of each teleconference meeting, each member of the board taking part in the meeting must be able to hear each of the other participating members; and
 - (iii) at the commencement of the teleconference meeting, each member of the Board must acknowledge his or her presence for the purpose of the meeting to each other member taking part; and
 - (iv) no member of the Board may cease participating in a meeting by disconnecting himself or herself unless the member has obtained the approval of the person chairing the teleconference meeting; and
 - (v) each member present at the commencement of the meeting forms part of the quorum at all times during the teleconference meeting unless the approval to leave the meeting has been given to that member.
- 8.4 A Board member may be deemed to have vacated his or her position on the Board if he or she misses three successive Board meetings without due reason.

9.0 Management of Early Childhood Centres

- 9.1 Every Early Childhood Centre shall hold an Annual General Meeting, and shall elect a Parent Group at this meeting.
- 9.2 The functions of Parent Group are to assist the teaching staff according to the NKA Parent Group handbook.
- 9.3 Any person may be a Parent Group member, but only members of the NKA under clause 5.1 (a) and (b) are entitled to vote at Parent Group elections.
- 9.4 Each Parent Group shall contain at least five members, one of which should be an office holder
- 9.5 Parent Groups may appoint or replace additional members from time to time as necessary.
- 9.6 The quorum for Parent Groups shall be half of their members.
- 9.7 Members of Parent Groups may attend meetings by telephone if required.
- 9.8 The General Manager of the NKA may appoint a manager to temporarily replace a Parent Group, office holder or Parent Group member in the following circumstances:
 - (a) The Centre is unable to recruit or maintain at least six Parent Group members;
 - (b) The Centre is unable to recruit or maintain an office holder; or
 - (c) The Parent Group is otherwise dysfunctional.

10.0 Annual General Meeting

- 10.1 The Annual General Meeting shall be held within three months of the production of the audited annual accounts, or at such other time as the Governance Board decides.
- 10.2 At such a meeting the following business shall be transacted:
 - (i) Receive and consider the Annual Report which comments on the strategic direction, management, financial strength and any other issues considered relevant.
 - (ii) Receive and consider the Audited Financial Statements.
 - (iii) The election of the elected members of the Board.
 - (iv) The discussion of remits.
- 10.3 Each Early Childhood Centre should hold their individual annual general meeting before the Annual General Meeting of the NKA, but failure to do so shall not preclude this meeting proceeding legitimately.

11.0 Special General Meetings

- 11.1 Special General Meetings may be called at any time by the Governance Board.
- 11.2 The Governance Board must call a Special General Meeting within eight weeks of receiving a written request from two Governance Board members or one-third or more Parent Groups.
- 11.3 Written requests for Special General Meetings must state the purpose of such meeting.

12.0 Notice of Annual/Special General Meetings

- 12.1 Notices of Annual and Special General Meetings shall be given by the Governance Board at least 21 days before the date fixed for such meetings, by postal notice to Early Childhood Centres, and by placing an advertisement in at least one public newspaper circulating in each area in which the NKA operates.
- 12.2 Such notices shall specify the date, time, place and purpose of the meeting.
- 12.3 Remits shall be submitted in writing to the registered office of the NKA at least 14 days prior to the date set for such meetings.
- 12.4 Copies of the Annual Report, together with the Agenda, including any remit shall be sent to all Early Childhood Centres, and will be available from the registered office of the NKA for inspection by any member, at least 7 days before the date fixed for the Annual General Meeting.
- 12.5 Failure to comply with this section shall not invalidate the proceedings of any Annual General Meeting.

13.0 Attendance and Entitlement to Vote at Annual/Special General Meetings

- 13.1 All members of NKA are entitled to attend Annual and Special General Meetings.
- 13.2 The following persons are entitled to vote at such meetings:
 - (a) Parent Groups shall have one vote each, to be exercised by a representative of the committee.
 - (b) Members of the Governance Board shall have one vote.
 - (c) Votes by proxy are permitted.
 - (i) be in writing;
 - (ii) state the purpose for which the vote is intended; including whether the vote is for or against the resolution or resolutions. (If more than one resolution then the proxy vote should detail each resolution and whether the vote is for or against it);
 - (iii) be signed and dated by the person or persons entitled to vote;
 - (iv) be provided to the secretary of the NKA not less than 48 hours before the meeting is to commence.
 - (d) The teacher representative on the board has full voting rights.

13.3 No employee of NKA is entitled to vote apart from 13.2(d)

14.0 Proceedings at Annual or Special General Meetings

14.1 The following provisions shall apply to all Annual or Special General Meetings:

- (a) The Chairperson shall be the President of the NKA, or in his or her absence the Vice-President, or if neither is willing or cannot accept the chair, then some other person selected by those eligible to vote at the meeting.
- (b) The Chairperson or his or her delegate shall present the Annual Report at each Annual General Meeting.
- (c) No motion shall be put to the meeting unless it is formally moved and seconded.
- (d) Except where otherwise provided, all questions shall be decided by a majority vote.
- (e) Motions put to a vote at a meeting shall be decided on voices or on a show of hands, unless, before or immediately after the vote, a poll is requested by two or more persons entitled to vote.
- (f) Polls shall be conducted as follows;
 - (i) each Parent Group at the meeting shall have one vote.
 - (ii) each Board Member is entitled to have one vote.
 - (iii) the Chairperson may require any voter to confirm which Parent Group that he or she is entitled to represent before accepting his or her vote;
 - (iv) all polls shall be by secret ballot, and the votes counted by two or more persons appointed by those entitled to vote at the meeting for this purpose
- (g) A declaration by the Chairperson that a resolution has been carried or lost by a particular majority, and an entry to that effect in the minute book of the NKA, shall be conclusive evidence of the fact.
- (h) The quorum shall be at least five members of the Governance Board and at least ten other persons who are entitled to vote in accordance with clause 13.2(a) and (b). If no quorum is present within 30 minutes of the start time of a General Meeting, then the meeting may be adjourned in accordance with clause 14.2. Business may be transacted at the adjourned meeting as if the members present constituted a full quorum.
- (i) An auditor shall be appointed at each Annual General Meeting to;
 - (i) hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting; and
 - (ii) audit the financial statements of the NKA for the accounting period next after the meeting, and produce the audited annual accounts.

14.2 The Chairperson may adjourn any General Meeting without having to re-advertise the adjourned time and date, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the original meeting.

15.0 Financial Year

15.1 The financial year of NKA shall end on 31 December.

16.0 Bank Accounts

16.1 The Governance Board may appoint or change the bankers of the NKA. NKA bank accounts may be operated by such persons as the Governance Board from time to time determines. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments may be endorsed on behalf of the NKA by the General Manager, or as the Governance Board otherwise delegates.

17.0 Contracts and the Common Seal

17.1 NKA shall have a common seal, which shall be in the custody of the General Manager and used in accordance with this section.

17.2 A contract or other enforceable obligation which, if entered into by a natural person, would by law be required to be by deed, may be entered into on behalf of the NKA in writing pursuant to a resolution of the Governance Board, signed under common seal in the presence of the President, and two Board members.

17.3 A contract or other enforceable obligation which, if entered into by a natural person, is by law required to be in writing, may be entered into on behalf of the NKA, in writing, by a person acting under the NKA's express or implied authority.

17.4 A contract or other enforceable obligation which, if entered into by a natural person, is not by law required to be in writing, may be entered into on behalf of the NKA, in writing or orally, by a person acting under the NKA's express or implied authority.

18.0 Winding Up

18.1 NKA may be put into liquidation if a resolution nominating a liquidator is passed at a General Meeting, and the resolution confirming the appointment of the liquidator is confirmed at a second General Meeting called for that purpose. The second General Meeting must be held no later than thirty days after the first.

18.2 Resolutions and confirmations under this clause must be carried by a majority of the valid votes cast by persons at the General Meeting who are eligible to vote under clause 13.

18.3 If there is a surplus after liquidation, it shall be distributed to a charitable organisation within New Zealand as nominated by those present at the second and confirming General meeting, at which the resolution appointing the liquidator is passed.

19.0 Irregularity in appointment.

19.1 No act, matter or thing done by the Governance Board, or any subcommittee or person acting under the powers delegated to them by the Governance Board shall be invalidated or called in question by reason only of any irregularity in the appointment of any delegate or other person voting or acting on the Governance Board.

20.0 Amendments to Constitution.

20.1 This Constitution may be amended by resolution at an Annual or Special General Meeting which is passed by a majority of not less than two thirds of the votes cast at the meeting.

20.2 Notice of an amendment proposed by the Governance Board must be given to members at least one calendar month before the relevant Annual or Special General Meeting, by notice including the wording of the proposed amendment sent to Early Childhood Centres or member organisations, and by placing an advertisement of the fact that an amendment is proposed in at least one public newspaper circulating in each area in which the NKA operates. Newspaper advertisements need not contain the full wording of the proposed amendment.

20.3 Notice of an intention to amend the Constitution from a Parent Group or other member or person must be given to the General Manager, or, if there is none appointed, must be delivered to the registered office of the NKA at least two calendar months before the relevant Annual or Special General Meeting.

20.4 The Governance Board shall give notice of any amendment proposed under clause 20.3 in the same manner as provided in clause 20.2.

21.0 Matters Not Provided For

21.1 Any questions that arise which are not provided for in this Constitution shall be decided by the Governance Board, subject to the provisions of the Incorporated Societies Act 1908.

22.0 Effective Date

22.1 This Constitution shall come into effect on the date on which the resolution adopting is passed.

This Constitution was adopted by resolution passed by not less than two thirds of the votes recorded at an Annual General Meeting on the 29 March, 2011.

Witnessed by the following members of the NKA:

Signature:	Full Name & Designation:	Date:
.....	Grant Harrison, President
.....	Gordon Eddie, Board Member
.....	Grant Shaw, Board Member