CONSTITUTION

Of

AUCKLAND KINDERGARTEN ASSOCIATION INC

This Constitution was adopted by the members of Auckland Kindergarten Association at its annual meeting of members held on 5 November 2013 and signed by the Chairperson for the purpose of identification

Chairperson

November 2013
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CONSTITUTION
OF
AUCKLAND KINDERGARTEN ASSOCIATION

1. Name and Status
The name of the Association is the Auckland Kindergarten Association. The Association is incorporated as a Board pursuant to the provisions of the Charitable Trusts Act 1957 and registered as a charitable entity pursuant to the Charities Act 2005.

2. Words and Phrases
The words and phrases appearing below have a special meaning when used in this Constitution. Those meanings are set out in Schedule 1:

"Association"
"Association Staff"
"Board"
"By-Laws"
"Chairperson"
"Constituent Kindergarten"
"Deputy Chairperson"
"Establishment Group"
"Family"
"Chief Executive Officer"
"Life Member"
"Member"
"Ordinary Resolution"
"Parent Whanau Support Group"
"Special Resolution"
"Treasurer"
"Working day"

3. Organisational Structure of Association
The organisational structure of the Association comprises:

- A Board which is charged with the governance of the Association;
- Association Staff, who are responsible for the management of the Association’s day to day affairs and its business activities;
• Constituent Kindergartens and Establishment Groups.

4. **Purpose and Objects**

**Charitable Objects**

4.1 The Association is a charitable business organisation which has the objects of:

- providing facilities for and undertaking early childhood education and care within New Zealand; and
- promoting and encouraging early childhood education and care within New Zealand.

4.2 Any profits generated by the Association’s activities shall be retained exclusively to further these charitable objects within New Zealand.

**Constituent Kindergartens and Establishment Groups**

4.3 In conducting its business activities the Association may establish Constituent Kindergartens and Establishment Groups which will exercise such authority as shall be delegated from time to time by the Board and shall be subject at all times to the control and direction of the Board. Each Constituent Kindergarten and Establishment Group shall comply with policies and by-laws (as varied from time to time) of the Association and shall fully implement the directions of the Board.

**Powers of Association**

4.4 The Association shall have power to do all things conducive to and incidental to the carrying out of the objects of the Association mentioned in this clause 4, including without limitation, the power:

- to acquire land and buildings by purchase, lease or otherwise;
- to erect and renovate buildings on land so acquired, and to sell, lease or otherwise deal with the same; and
- to levy Constituent Kindergartens.

5. **Membership**

5.1 The following persons shall be members of the Association:

- (a) each Board Member;
- (b) the Chief Executive Officer;
- (c) the Chairperson of each Constituent Kindergarten and Establishment Group;
- (d) each Life Member; and
- (e) the Treasurer.

6. **Management of the Association**

**Role of Board**

6.1 The day to day affairs and business of the Association shall be managed by the Association Staff, who shall be subject to the direction and supervision of the Board.
Powers of Board

6.2 The Board has all the powers necessary for managing, directing and supervising the management of the business and affairs of the Association. Without limiting these powers in any way, the Board has the power:

(a) to borrow or raise money, including by way of overdraft, and secure the payment of the same, or to secure the payment of any money owing by the Association for the satisfaction of the performance of any obligation or liability incurred or undertaken by the Association in such manner as the Board shall determine. This power to secure the payment of any money or obligation shall include the power to give any mortgage or charge over, or any security interest in, any part of the assets or property of the Association;

(b) to solicit and raise funds and to accept grants, loans, gifts, legacies, bequests and other moneys to be used for the objects of the Association, in such manner and upon and subject to such terms and conditions as the Board shall determine;

(c) to form, promote and direct the operation of Constituent Kindergartens and Establishment Groups;

(d) to frame, adopt, repeal and vary, by-laws, regulations and standing orders as shall from time to time be deemed necessary for the purpose of regulating the affairs of the Association including the appointment and removal and powers and procedures of any committee, whether management committees of Constituent Kindergartens, Establishment Groups, sub-committees or otherwise, provided that such by-laws, regulations and standing orders are not inconsistent with this constitution;

(e) to acquire land and buildings by way of purchase, lease or otherwise and to erect and alter buildings on land acquired, and to sell, sublease or otherwise deal with the same;

(f) to levy Constituent Kindergartens;

(g) to apply the funds of the Association to the business of the Association even though that application might entail business risks which, by virtue of the general requirement at law for trust funds to be applied prudently, and in the absence of this express authority, might otherwise prevent the Board from undertaking;

(h) to open, and maintain a bank account or bank accounts in the name of the Association, operated by such persons as decided by the Board from time to time;

(i) to do, or assist in doing, all such other things as are, in the opinion of the Board, incidental or conducive to the carrying out and attainment of the objects of the Association or any of such objects or which may be conveniently carried out or done in conjunction therewith which are calculated directly or indirectly to promote or advance the interests of early childhood education and care within New Zealand.
6.3 Subject to clause 6.2(g) above, the Board shall invest all excess funds in such manner as is required by law for the investment of trust funds.

**Delegation by the Board**

6.4 The Board may delegate any one or more of its powers to a committee of Board Members, a Board Member, a Constituent Kindergarten, an Establishment Group, an Association Staff member, or any other person.

6.5 The Board is responsible for the exercise of the power by the delegate as if the power had been exercised by the Board, unless the Board:

(a) believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on Board Members of the Association; and

(b) has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

**Chief Executive Officer**

6.6 **Power to appoint Chief Executive Officer and Term**

(a) The Board may from time to time appoint a person (not being a Board Member) who the Board considers is suitably qualified, to be the Chief Executive Officer of the Association for a period and on such terms as the Board considers fit and (subject to the terms of any agreement entered into in any particular case), may revoke any appointment.

(b) A Chief Executive Officer shall receive such compensation for his or her services as the Board may, in its discretion, so determine.

(c) The Board may entrust to and confer upon a Chief Executive Officer any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as the Board may think fit, and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

(d) The designation and role of the Chief Executive Officer may be changed or varied from time to time by the Board.

**Chief Executive Officer Liable to Dismissal**

(e) To the extent permitted at law, a Chief Executive Officer shall be liable to be dismissed or removed by the Board (with or without cause), but the Board may enter into any agreement on behalf of the Association with any person who is, or is about to become, the Chief Executive Officer, with regard to the length and terms of his or her employment, but so that the remedy of any such person for any breach of the agreement shall be in damages only, and he or she shall have no right to claim to continue in such office contrary to the will of the Board.

**Power to Appoint Treasurer**

6.7 The Board may from time-to-time appoint a suitably qualified person to be the Treasurer of the Association for a period and on such terms as the Board considers fit and may revoke any such appointment.
**Significant Transactions**

6.8 The Association must not enter into any transaction or series of linked transactions which would result in or have the effect of the Association acquiring or disposing of assets or incurring obligations the value of which is more than one-quarter of the book value of the total tangible assets of the Association before the transaction occurs, unless the transaction:

(a) has first been approved by a Special Resolution of members; or

(b) is contingent upon approval being granted by a Special Resolution of members.

**Meetings of Members**

**Annual Meetings**

7.1 An annual meeting of members shall be held in each year to:

(a) receive the annual report of the Board and the Auditor; and

(b) elect Board Members and the Auditor, where required; and

(c) consider any other matter which may properly be brought before the meeting.

**Special Meetings**

7.2 Meetings of members other than the annual meeting, shall be known as special meetings. A special meeting of members entitled to vote on an issue:

(a) may be called at any time by the Board; and

(b) must be called by the Board on the written request of 10 members.

**Chairperson**

7.3 (a) The Chairperson must preside over any meeting of members.

(b) Notwithstanding 7.3(a), if the Chairperson is not present within 10 minutes of the time appointed for the meeting, the members present may choose one of their number to be the chairperson of the meeting.

**Notice of Meetings**

7.4 (a) Written notice of the time and place of a meeting of members must be given to every member entitled to receive notice of the meeting and to the auditor of the Association not less than 14 days before the meeting. Such written notice may be delivered by posting to the address given by the member to the Association for the purpose of receiving notices of meetings or if the member has requested such notices to be transmitted by electronic means to an email address, then the transmission delivery of such notice to the email address as provided by the member to the Association for this purpose shall be deemed a sufficient compliance with the requirements of this clause.

(b) The notice must state:

(i) the nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgment in relation to it;

(ii) the text of any resolution to be submitted to the meeting;
and, in the case of notice being given of an annual meeting, must be accompanied by the annual report of the Association which includes its financial statements.

(c) An irregularity in a notice of a meeting is waived if all the members in attendance at the meeting vote without protest as to the irregularity, or if all such members agree to the waive the irregularity.

(d) If a meeting of members is adjourned for less than 30 days it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

(e) The accidental omission to give notice of a meeting, or failure to receive notice of a meeting by a member, will not invalidate the proceedings at that meeting.

Entitlement to Notice of Meetings

7.5 The members who are entitled to receive notice of a meeting of members are those members whose names are registered in the members’ register on the date the notice of meeting is given.

Methods of Holding Meetings

7.6 A meeting of members may be held by a number of members, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting.

Quorum

7.7 (a) No business may be transacted at a meeting of members if a quorum is not present.

(b) A quorum for a meeting of members, other than an adjourned meeting, is 12 members (or their proxies) present.

(c) If there is no quorum within 30 minutes after the time appointed for the meeting:

(i) in the case of a meeting called by the Board on the written request of members pursuant to clause 7.2(b), the meeting is dissolved;

(ii) in the case of any other meeting, the meeting is adjourned to the same day in the following week at the same time and place or to such other date, time and place as the Board may appoint. Each member not present at the initial meeting must be sent notice of the adjourned meeting. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting those members that are present are the quorum.

Voting

7.8 (a) A resolution put to the vote of a meeting of members will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairperson or by three members. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has been carried, or carried unanimously or by a particular majority or lost, will be
conclusive evidence of the fact without proof of the number or proportion of
the votes recorded in favour of or against such resolution.

(b) On a show of hands or a poll, each member present at the meeting (whether
personally or by proxy) will have one vote.

(c) In the case of an equality of votes, whether on a show of hands or on a poll,
the Chairperson of the meeting will be entitled to a casting vote in addition to
the vote which he/she may be entitled as a member.

(d) Notwithstanding anything to the contrary in this Constitution Life Members
appointed following the adoption of this replacement constitution shall not be
entitled to exercise a vote on any resolution put to a meeting of members.
This restriction on voting shall not apply to a Life Member appointed prior to
the adoption of this replacement constitution.

Proxies

7.9 (a) A member may exercise the right to vote either by being present in person or
by proxy.

(b) A proxy for a member is entitled to attend and be heard at a meeting of
members as if the proxy were the member.

(c) A proxy must be appointed by notice in writing signed by the member. The
notice must state whether the appointment is for a particular meeting or a
specified term and a copy of the notice must be produced before the start of
the meeting in accordance with clause 7.8(g).

Form of Proxy

(d) An instrument of proxy shall be in the form attached as Schedule 3, or in such
other form as the Board may, from time to time, appoint.

Proxy not to be Named

(e) The Board shall not issue any proxy form with a proxy named therein either by
name or by reference to an office which he or she may hold, but the
Association may indicate in a footnote that certain persons are willing to act as
a proxy if a member desires to appoint any of them and the Association may
set out on any proxy form issued by the Association the names of the Board
Members for the time being of the Association.

Validity on Death or Insanity

(f) A vote given in accordance with the terms of a notice of proxy shall be valid
notwithstanding the previous death or insanity of the principal or revocation of
the proxy or of the authority under which the proxy is given, if no intimation in
writing of such death, insanity, revocation has been received by the
Association before the commencement of the meeting or adjourned meeting
at which the proxy is used or has been handed to the Chairperson of the
meeting before the vote is given.

Notice of Proxy to be Lodged Before Meeting

(g) A copy of the written notice appointing a proxy and the power of attorney or
other authority, if any, under which it is signed or a notarially certified copy of
that power or authority shall be delivered to the Chief Executive Officer or
person appointed by the Chairperson for the purpose prior to the
commencement of the meeting or adjourned meeting at which the person
named in the notice proposes to vote.

Two-way Voting

(h) A proxy shall (to the extent that the subject matter of the relevant resolution
reasonably permits) allow the members to instruct the proxy to vote either for
or against any resolution.

Minutes

7.10 (a) The Board must ensure that minutes are kept of all proceedings at meetings
of members.

(b) Minutes which have been signed correct by the Chairperson of the meeting
are prima facie evidence of the proceedings, subject to the ratification of
members as provided in 7.10(c).

(c) The minutes of the Annual Meeting must be ratified by the members at the
Annual Meeting in the following year.

Member Proposals

7.11 (a) A member who wishes to raise a matter for discussion or resolution at the next
meeting of members at which the member is entitled to vote must give written
notice of the matter to the Board not later than 14 days before the last day on
which notice of the relevant meeting of members is required to be given by the
Board.

(b) If a notice which complies with clause 7.11(a) is received by the Board, the
Board must, at the expense of the Association, give notice of the member
proposal and the text of any proposed resolution to all members entitled to
receive notice of the meeting.

(c) The Board is not required to include in or with the notice given by the Board a
statement prepared by a member which the Board Members consider to be
defamatory, frivolous or vexatious.

Powers to Adjourn Meetings

7.12 (a) The Chairperson of any meeting at which a quorum is present may, at his or
her sole discretion (and shall if so directed by the meeting), adjourn the
meeting from time to time and from place to place.

(b) No business shall be transacted at any adjourned meeting other than the
business left unfinished at the meeting from which the adjournment took
place.

(c) When a meeting is adjourned for 30 days or more, notice of the adjourned
meeting shall be given as in the case of an original meeting, but otherwise it
shall not be necessary to give any notice of an adjournment or of the business
to be transacted at an adjourned meeting.

Powers to Dissolve Meetings

7.13 (a) If any meeting shall become so unruly, disorderly or inordinately protracted,
that in the opinion of the Chairperson the business of the meeting cannot be
conducted in a proper and orderly manner, the Chairperson, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting, may in his or her sole and absolute discretion and without giving any reason therefore, either adjourn or dissolve the meeting.

(b) If at any meeting the Chairperson elects to dissolve the meeting pursuant to clause 7.13(a), the Chairperson may prior to declaring the dissolution, declare that any item of business which is uncompleted at the meeting and which in his or her opinion requires to be voted upon be put to the vote without further discussion.

8. **Board Meetings**

**Chairperson**

8.1 (a) The Chairperson of the Board shall hold office for 3 years and must then retire from office. He or she may stand for re-election provided that if he or she has held office for three consecutive periods of 3 years then he or she may not stand for re-election for a fourth consecutive period unless such action has first been approved by a resolution of the Board.

(b) The Chairperson of the Board who holds that office at the date this Constitution is adopted shall be deemed to have been appointed to that office by the Board Members from the date of adoption of this replacement constitution.

(c) If no Chairperson is elected, or if at a meeting of the Board the Chairperson is not present within 10 minutes after the time appointed for the meeting, the Board Members present may choose one of their number to be Chairperson of the meeting.

**Notice of Meeting**

8.2 (a) A Board Member may convene a meeting of the Board by giving notice in accordance with this clause 8.2.

(b) Not less than seven (7) days' notice of a meeting of the Board must be given to each Board Member, who is in New Zealand at the time of giving notice unless the Board Member waives that right.

(c) Notice to a Board Member of a meeting of the Board may be:

(i) delivered by hand to the Board Member; or

(ii) posted to the address given by the Board Member to the Association for the purpose of receiving notices of meetings of the Board by post; or

(iii) sent by electronic means in the manner approved by the Board from time to time for such purpose.

(d) A notice of meeting must specify the date, time and place of the meeting.

(e) A notice given to a Board Member pursuant to this clause is deemed to be given:

(i) in the case of hand delivery, at the time the notice to the Board Member is handed to the Board Member,
(ii) in the case of posting, three days after it is posted by standard mail delivery;

(iii) in the case of electronic means, at the time of transmission.

(f) An irregularity in the notice of a meeting or a failure to give notice is waived if all Board Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Board Members agree to the waiver.

Methods of Holding Board Meetings

8.3 A meeting of the Board may be held either:

(a) by the number of the Board Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

(b) by the contemporaneous linking together by telephone or other means of communication of the Board Members constituting a quorum, whether or not any one or more of the Board Members are absent from New Zealand and such meeting shall be deemed to be properly held provided the following conditions are met:

(i) All the Board Members entitled to receive notice of a meeting shall be linked by telephone or such other means of communication for the purposes of such meeting;

(ii) Each of the Board Members taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear each of the other Board Members taking part;

(iii) At the commencement of the meeting, each Board Member must acknowledge his or her presence for the purpose of a meeting of the Board to all the other Board Members taking part;

(iv) A Board Member may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting, and a Board Member shall be presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting;

(c) the Treasurer shall be entitled to attend all meetings but shall have no right to vote. The Chairperson shall afford the Treasurer a reasonable opportunity to speak at any meeting.

Quorum

8.4 (a) A quorum for a meeting of the Board, other than an adjourned meeting, shall be a majority of Board Members.

(b) No business may be transacted at a meeting of the Board if a quorum is not present at the commencement of the meeting provided that any decision made by the Board where the quorum has not been maintained throughout the meeting shall be deemed to have been made with a quorum present.
(c) If there is no quorum within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place. Each member not present at the initial meeting must be sent notice of the adjourned meeting. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting those members that are present are the quorum.

Voting

8.5 (a) Every Board Member has one vote.

(b) The Chairperson shall not have a casting vote.

(c) A resolution of the Board is passed if a majority of the votes cast on it are in favour of it.

(d) A Board Member present at a meeting of the Board is presumed:

(i) in respect of a resolution which is passed, to have agreed to, and to have voted in favour of the resolution unless he or she expressly abstains from voting, or dissents from, or votes against, the resolution at the meeting; and

(ii) in respect of a resolution which is not passed, to have disagreed with, and to have voted against, the resolution unless that Board Member expressly votes in favour of, or expressly abstains from voting on the resolution.

Minutes

8.6 The Board must ensure that minutes are kept of all proceedings at meetings of the Board.

Unanimous Resolution

8.7 (a) A resolution in writing, signed or assented to by letter, facsimile or other electronic form by all Board Members then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

(b) A resolution pursuant to clause 8.7(a) may consist of several documents (including facsimile or other electronic means of communication) in like form, each signed or assented to by one or more Board Members.

(c) A copy of any such resolution must be entered in the minute book of Board proceedings.

Proceedings in Case of Vacancy

8.8 The continuing Board Members may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the minimum number of Board Members, the continuing Board Members or Board Member may act only for the purposes of increasing the number of Board Members to the said minimum number or to summon a meeting of the Association but for no other purpose.
9. **Appointment and Removal of Board Members**

**Number of Board Members**

9.1 The number of Board Members shall be not less than five (5) nor more than nine (9) or such other number as is fixed from time to time by an ordinary resolution of members.

**Appointment of Chairperson and Deputy Chairperson**

9.2 The Board Members must elect from amongst their number a Chairperson and a Deputy Chairperson. A Board Member elected to one of these offices shall hold office for 3 years and must then retire from office. He or she may stand for re-election subject to the proviso in clause 8.1(a) which shall apply also to the office of Deputy Chairperson.

**Nomination for Appointment**

9.3 (a) No person (other than a Board Member retiring at the meeting) shall be elected as a Board Member at a meeting of members unless that person has been nominated by a member entitled to attend and vote at the meeting. The closing time for nominations shall be fourteen (14) days before the meeting at which the election is to take place. Subject to clauses 9.3(b) and 9.3(c), there shall be no restriction on the persons who may be nominated as Board Members nor shall there be any precondition to the nomination of a Board Member other than compliance with the time limits in accordance with this clause. If time reasonably permits, the Association shall send notice of every nomination validly received, together or as part of the notice of meeting, to all persons entitled to attend the meeting. If not received prior to the dispatch of the notice or within a reasonable time prior to dispatch, the nomination shall be read to the meeting at the opening of the meeting.

(b) A person must not be appointed a Board Member of the Association unless he or she has consented in writing to be a Board Member.

(c) No person shall be eligible for appointment (or if appointed, continue in office) as a Board Member who:

(i) has not turned eighteen years of age; or

(ii) is mentally disordered (within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or any replacement legislation; or

(iii) is a bankrupt who has not yet obtained an order of discharge or whose order of discharge is suspended for a term not yet expired, or subject to conditions not yet fulfilled; or

(iv) has been convicted of an offence punishable by imprisonment; or

(v) is precluded at law from holding the office of director of a company within the meaning of the Companies Act 1993,

or if the appointment would result in more than one teaching staff member of the Association being a Board Member immediately following the appointment.
9.4 Subject to clause 8.8 all Board Members of the Association must be appointed by an Ordinary Resolution of the members.

Compulsory Retirements

9.5 (a) A Board Member shall hold office for 3 years and must then retire from office. He or she may stand for re-election unless disqualified pursuant to clause 9.7 provided that if a Board Member has held that position for three consecutive periods of three years then he or she may not stand for re-election for a fourth consecutive period unless such action has first been approved by a resolution of the Board.

(b) A Board Member who holds office at the date this replacement constitution as adopted shall (for the purposes of sub clause (a) be deemed to have been appointed to that office from the date of adoption of this replacement constitution.

(c) A retiring Board Member shall continue to hold office until he or she is re-elected or, if he or she is not re-elected, until the members at any meeting at which he or she retires, (or any adjournment) thereof, elect someone in his or her place or, if the meeting does not do so, until the end of that meeting or any adjournment thereof.

Removal

9.6 A Board Member of the Association is required to attend a minimum of 8 scheduled monthly Board Meetings during each period of 12 months during his or her term of office, calculated from 1 January in each year. If a Board Member fails to attend such number of meetings without special leave of absence from the Board (as recorded in the Board’s minutes of each meeting) then that Board Member shall be deemed to have resigned from the Board and shall cease to be a Board Member with effect from 31 December of that year.

Vacating of Office

9.7 The office of Board Member of the Association is vacated if the person holding that office:

(a) Resigns by signing a written notice of resignation and delivering it to the Association, such notice to be effective when it is received at that address or at a later time specified in the notice; or

(b) Is removed from office in accordance with clause 9.6; or

(c) Becomes disqualified from being a Board Member pursuant to clause 9.3(c); or

(d) Dies; or

(e) Retires from office under clause 9.5 and is not re-elected.
Appointment of Board Members by Board

Casual Vacancies

9.8 If at any time the total number of Board Members is less than 9 the continuing Board Members may appoint a person or persons (except a person who is ineligible pursuant to clause 9.3) to hold office as a Board Member provided the total number of all Board Members does not exceed 9 and persons appointed in such manner shall hold office until the annual meeting next following their appointment and they shall be eligible for re-election at such meeting.

Contracts/Interests

9.9 A Board Member shall be entitled to hold office or place of profit in the Association, and act as a professional adviser for profit, and may contract with the Association provided that the Board Member first discloses his or her interest and shall not vote in regard to the appointment to any office or in respect of any contract in which he or she is interested.

Payments

9.10 (a) The Chairperson shall be paid an honorarium in each financial year out of the funds of the Association. The amount of the honorarium shall be approved annually by the members in General Meeting for the current financial year provided that it must not exceed the amount recommended by the Board.

(b) The honorarium shall be paid quarterly in arrears for each full quarter's service by the Chairperson.

(c) Each Board Member (excluding the Chairperson) shall be paid a meeting fee for each monthly Board meeting which he or she attends in person and remains for the duration of such meeting.

(d) The meeting fee payable to Board Members under sub clause 9.10(c) shall be approved annually by the members in General Meeting for the current financial year and shall be paid quarterly in arrears.

(e) Every Board Member shall be entitled to receive:

(i) reasonable traveling, hotel and other expenses in connection with attendance at meetings and any business undertaken by a Board Member in relation to the business of the Association provided such expenses are approved in advance by the Board; and

(ii) such special remuneration as may be awarded by the Board for work undertaken by a Board Member additional to that usually required of Board Members.

10. Auditor

10.1 The Association must, at each annual meeting, appoint a Chartered Accountant as auditor of the Association to:

(a) Hold office from the conclusion of the meeting until the conclusion of the next annual meeting; and

(b) Audit the financial statements of the Association for the accounting period next after the meeting.
10.2 The Board may fill any casual vacancy in the office of auditor, but while the vacancy remains, the surviving or continuing auditor, if any, may continue to act as auditor.

11. Alteration of Constitution
11.1 This Constitution may be altered at any time by Special Resolution provided that no alteration may be made which would deprive the Association of its character or nature as a charitable trust with charitable purposes and further, this power shall not confer a power to amend this constitution in such a way that the matters requiring a special resolution can be determined by any lesser majority.

12. Accounts
12.1 The Board must ensure that, within 5 months after the balance date of the Association, financial statements that comply with the Financial Reporting Act 1993 are:
   (a) Completed in relation to the Association and that balance date; and
   (b) Dated and signed on behalf of the Board Members by 2 Board Members of the Association, or, if the Association has only one Board Member, by that Board Member.

13. Annual Report
13.1 The Board must, within 5 months after the balance date of the Association, prepare an annual report on the affairs of the Association during the accounting period ending on that date.

13.2 The Board must cause a copy of the annual report to be sent to every member of the Association with the notice convening the annual meeting.

13.3 Every annual report for the Association must be in writing and be dated.

14. Contracting
14.1 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 Association in writing pursuant to a resolution of the Board, signed by the Chairperson and one Board Member.

14.2 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 Association, in writing, by a person acting under the Association’s express or implied authority.

14.3 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 Association, in writing or orally, by a person acting under the Association’s express or implied authority.

15. Distribution of Assets on Winding Up
15.1 On the winding up of the Association, all surplus assets after the payment of all costs, debts and liabilities shall be paid, applied or appropriated to or for charitable purposes.
SCHEDULE 1

Words and Phrases Defined

"Association" means the Auckland Kindergarten Association.

"Association Staff" means the Chief Executive Officer and all staff employed by the Chief Executive Officer from time to time whose responsibility it is to manage the day to day affairs and business of the Association.

"Board" means the Association Board comprising board members for the time being appointed in accordance with this constitution and acting together as a body, in accordance with the provisions of this constitution.

"By-Laws" means the by-laws, regulations and standing orders framed by and adopted by the Board from time to time pursuant to the authority to do so set out in clause 6.2(d) of this constitution. For the purposes of certainty, the by-laws set out in Schedule 2 are deemed to have been adopted by the Board.

"Chairperson" is the person elected to that office by the Board Members pursuant to clause 9.2 of this constitution and holding that position from time to time.

"Constituent Kindergarten" is or means a kindergarten licensed by the Minister of Education which is controlled by and forms part of the Association.

"Deputy Chairperson" is the person elected to that office by the Board Members pursuant to clause 9.2 of this constitution and holding that office from time to time.

"Establishment Group" is a management committee elected or appointed by the Board pursuant to the objectives of the Association as being the committee working towards the establishment of a Constituent Kindergarten on behalf of the Association.

"Family" includes any person commonly within the definition of family as used by any cultural group.

"Chief Executive Officer" means the person appointed to that position by the Board pursuant to clause 6.6 of this Constitution, and who occupies that position for the time being.

"Life Member" means a person on whom the status of "Life Member" has been conferred in accordance with the Bylaws of the Association for the time being, and includes any person on whom that status has been conferred prior to the date of the adoption of this Constitution.

"Member" has the meaning set out in clause 5.1 of this Constitution.

"Ordinary Resolution" means a resolution passed at an Annual Meeting by a simple majority of the votes of those members entitled to vote and present at the meeting (either personally or by proxy).

"Parent Whanau Support Group" means a support group constituted by parents or family of children who are attending at the relevant kindergarten.

"Special Resolution" means a resolution passed at a Special Meeting by 75 percent or more of the votes of those members entitled to vote and voting on the question (either personally or by proxy).

"Treasurer" is the person elected to that office by the Board Members pursuant to clause 6.7 of this constitution, and holding that office from time to time.
SCHEDULE 2
By-Laws of Auckland Kindergarten Association

Introduction and Interpretation

(i) These By-Laws govern the day to day operation of the Association.

(ii) The By-Laws must be read subject to the Constitution of the Association.

(iii) The By-Laws may be repealed, amended or substituted with new By-Laws from time to time by the resolution of the Board of the Association.

(iv) Words or phrases used in these By-Laws which are defined in the Constitution of the Association shall have the same meaning as in the Constitution.

(v) These By-Laws regulate the following matters:

1. Control and operation of Constituent Kindergartens and Establishment Groups;

2. Appointment of Life Members;

3. Procedures at Meetings of Members.
BY-LAWS

1. **By-Law 1 - Control and Operation of Constituent Kindergartens**

1.1 Each Constituent Kindergarten and Establishment Committee shall be constituted by a parent / whanau support group ("Group") drawn from:

- parents of children who are attending the relevant centre;
- parents who propose to have their children attend the relevant kindergarten (in the case of an Establishment Committee);
- any other person interested in the kindergarten or proposed kindergarten.

1.2 Each Group is subject to the overall control and authority of the Association, and must comply with the policies, procedures and directions of the Association.

1.3 All funds donated to or collected by the Group shall be banked on behalf of the Association in the name of the "Auckland Kindergarten Association [ ] Kindergarten", and be under the supervision of and shall be accounted for to the Association from time to time.

1.4 The Group shall comprise a Chairperson; who is deemed to be the member of the Association. An annual meeting is required to be held by each Constituent Kindergarten and Establishment Committee before 30 September in each year.

1.5 The election of the Chair is to occur prior to 30 September each year and this election may be held at a meeting of the Group by written voting methods.

1.6 Additional representatives to the group may also be appointed in accordance with the method prescribed in clause 1.5.

1.7 At any time the Chief Executive Officer of the Association may appoint office bearers.

1.8 Representatives of the Group may serve consecutive terms. No two members of one family shall hold office titles on a committee at the same time.

1.9 If the Group fails to elect a parent/whanau support group, the Chief Executive Officer of the Association shall be entitled to appoint a management committee of its choosing.

1.10 If at any time the Council considers that a Group has failed to comply with the policies of the Association, or its financial position is unsound, it may remove the relevant person or person(s) as appropriate, and replace it with:

- a Commissioner for such term and with such responsibilities as the Chief Executive Officer considers appropriate; or
- a management committee or committee member as appropriate of its choice; or
- if it chooses neither of these options, it may instead require a new Group or management committee as appropriate to be elected.

1.11 Neither a Constituent Kindergarten nor an Establishment Committee shall:

- incur credit or any liability in the name of the Association;
- enter into any contract for a term exceeding 12 month's duration;
• enter into a contract over $1000 (whether in one payment or staged payments);

without the prior written authority of the Chief Executive Officer on each occasion.

2. By-Law 2 – Appointment of Life Members

2.1 Any person who is considered by the Association to have made a substantial contribution to the objectives of the Association may be conferred with the honour and status of a Life Member.

2.2 Any member may propose that a person be appointed a Life Member of the Association provided that proposal is first submitted to the Board and is supported by written representations evidencing the contribution that has been made to the Association by the person being nominated. No such proposal shall proceed to a meeting of members unless it has first received the approval of the Board.

2.3 A person may only be made a Life Member with the approval of the members of the Association at a meeting of members, the notice of which includes the proposal to appoint that person a Life Member.

2.4 The name of every Life Member shall be entered in the Register of Members in a section devoted to Life Members.

3. By-Law 3 – Procedures at Meetings of Members

3.1 The following Standing Orders shall be used at all meetings of members of the Association:

(a) The person who is appointed Chairperson pursuant to clause 9.2 of the Constitution of the Association is referred to as the Chairperson in this Bylaw.

(b) The Chairperson shall be heard without interruption.

(c) At any time during the meeting any member may, at the request of the Chairperson or any Acting Chairperson for the time being in the Chair, take the Chair temporarily as Acting Chairperson.

(d) Members desiring to speak address themselves to the Chair.

(e) When two or more members desire to speak, the Chairperson shall call upon the member who in the Chairperson’s opinion first indicated the desire to speak.

(f) The Chairperson shall impose the following time restrictions on each speaker; the mover of a recommendation shall speak for no more than three minutes; the seconder of a recommendation shall speak for no more than two minutes; any other person shall speak for no more than two minutes. These time restrictions may be varied at the discretion of the Chairperson.

4. By-Law 4 – Regulation of Areas

4.1 An Area shall meet at such times as designated by the Council for that purpose on not less than 14 days prior notice given to each Constituent Kindergarten or Establishment Committee making up the relevant Area.
4.2 The Chair at the meeting of an Area shall be the person designated by the Council as
the Chair for the meeting in the notice convening the meeting.

4.3 The persons entitled to attend the meeting of an Area shall be:
- the Chief Executive Officer of the Association;
- any member of the Council of the Association;
- up to two members of the management committee of each Constituent
  Kindergarten and Establishment Committee comprising the Area.

4.4 The quorum for any such meeting shall be persons present representing five (5)
Constituent Kindergartens or Establishment Committees.

4.5 Each Constituent Kindergarten or Establishment Committee, shall be entitled to one
vote at a meeting of the Area to which it belongs. Each Constituent Kindergarten or
Establishment Committee, if represented at a meeting by more than one person, shall
at the commencement of the meeting identify which of its representatives is entitled to
vote on behalf of the Constituent Kindergarten or Establishment Committee which he
or she is representing.

4.6 Each Area is subject to the overall control and authority of the Association, and must
ensure that the policies, procedures and directions of the Association are complied
with.

4.7 All funds donated to or collected by an Area shall be banked on behalf of the
Association in the name of the "Auckland Kindergarten Association [ ]
Area", and be under the supervision and shall be accounted for to the Treasurer and
Auditor of the Association from time to time.

4.8 Subject to the limitations in clauses 4.6 and 4.7 of these By-Laws, each Area shall
control the funds donated to or collected by the Area.

4.9 An area shall not be entitled to incur credit or any liability in the name of the
Association, without the prior written authority of the Council on each occasion.
AUSTRALIAN KINDERGARTEN ASSOCIATION

PROXY VOTE FORM

I, ______________________________ (insert your name), being a member of the Auckland Kindergarten Association as: (Tick in box as appropriate):

☐ Chairperson of ______________________ Kindergarten;
☐ Life Member;
☐ Board Member;
☐ Treasurer

hereby appoint: ______________________________ or failing him/her
(insert name of proxy – see footnote 1 below),

________________________________________
(insert name)

as my proxy to vote for me and on my behalf at the Annual Meeting/Special Meeting of members to be held on [ ] and any adjournment thereof.

I direct my proxy (Tick in box as appropriate):

☐ To vote or abstain from voting as he or she thinks fit; or
☐ To vote in respect of the following resolutions as follows:

That the minutes of the [ ] AGM be adopted as a true and correct record

For ☐ Against ☐

Election of Board Members

☐ ☐

Re-election of Board Members

☐ ☐

Appointment of Auditors

That ______________________ be re-appointed as Auditors for the Association for the ensuing financial year

☐ ☐

Signed: _____________________________ Date: _____________________________

Note:
1. You may appoint the Chair of the meeting to be your proxy.
2. The completed form of proxy must be delivered to the Chief Executive Officer of the Association prior to the commencement of the meeting.