

**Surrey Park
Early Learning Centre
Incorporated**

CONSTITUTION



55 Isabella Street, Glengarry, Invercargill, New Zealand 9810

www.childcareinvercargill.co.nz



Surrey Park Early Learning Centre Incorporated

REG: 341048

NZBN: 9429042856146

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1. INGOA MARAE/NAME

The name of the Society is **Surrey Park Early Learning Centre Incorporated**, hereafter called the "Society".

2. WHAKAMĀRAMATANGA / DEFINITIONS

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the Members of The Society held once per year which, among other things, will receive and consider reports on The Society's activities and finances.

'Centre' means the early learning centre that The Society is established and maintained exclusively to operate and maintain, known as Surrey Park Early Learning Centre.

'Committee' means The Society's governing body.

'Constitution' means the rules in this document.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of The Society.

'Interested Member' means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

'Interests Register' means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

'Matter' means—

- The Society's performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by The Society.

'Member' means a person who has consented to becoming a Member of The Society and has been properly admitted to The Society who has not ceased to be a Member of The Society.

'Membership' of the Society shall be open to all of the parents / caregivers of children currently attending the centre, parents of children who have attended the centre in the past, and persons who are otherwise involved in the running of the Centre.

'Notice' to Members includes any notice given by email or on display at the Centre.

'Officer' means a person who is:

- a member of the Committee, or
- occupying a position in The Society that allows them to exercise significant influence over the management or administration of The Society, including any Chief Executive or Treasurer.

'President' means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for The Society. Also referred to as the Chairperson of The Society.

'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.

'Secretary' means the Officer responsible for the matters specifically noted in this Constitution.

'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

'Vice President' means the Officer elected or appointed to deputize in the absence of the President/Chairperson.

'Working Days' means as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki / Matariki Observance Day, and Labour Day.

3. KAUPAPA ATAWHAI / CHARITABLE PURPOSE

The Society is established and maintained exclusively for charitable purpose to operate and manage a not-for-profit learning centre for eligible whānau with children aged between 0 and 6 years of age, in accordance with the Society's rules and bylaws.

The means to achieve our purpose will be to:

- Act in the best interests of all children
- Listen to and learn from whānau
- Encourage staff to adopt and act in accordance with these means
- Ensure the services provided meet the needs, and reflect and respect the cultural values of whānau using the centre
- Foster a positive and respectful work environment that upholds fair employment practices
- Foster an environment of continuous quality improvement and professional learning

- Operate in a lawful and ethical manner at all times
- Recognise the original intent of The Society by ensuring that provision is made for the children of casual relief teachers and they are given priority for casual bookings at the centre.
- Provide additional support and assistance consistently aligned with this charitable purpose and undertake any activities that support or advance these objectives and other charitable purposes under NZ law, as deemed appropriate by the committee

4. TIKANGA KAWA / CULTURE OR PRACTICE

The Tikanga of The Society is based on the values of whanaungatanga, manaakitanga, pono/tikanga and whakamana. The definitions for these are listed below:

- **Whanaungatanga:** Engaging in positive and collaborative relationships with our learners, their whānau, with our colleagues and wider community.
- **Manaakitanga:** Welcoming, caring and creative learning environments in which everyone is treated with respect and dignity
- **Pono/tikanga:** Doing the right thing in ways that are fair, ethical, honest and just.
- **Whakamana:** Supporting all learners to reach their full potential by providing high quality teaching and leadership

This constitution shall be interpreted with regard to these values.

5. NGĀ MAHI KI AOTEAROA ANAKE / ACTIVITIES

The Society will undertake any activities that support or advance these objectives and other charitable purposes under NZ law, as deemed appropriate by the committee

The activities of the Society will be limited to Aotearoa/New Zealand.

Nothing in this constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

6. TARI / OFFICE

The office of The Society will be in such place in Invercargill, New Zealand as the Committee determines. Any changes to the registered office shall be notified to the Registrar of Incorporated societies at least 5 working days before the change of address takes effect, and in a form, and as required by the Act.

7. MEMATANGA / MEMBERSHIP

- All members of the Society must consent to be a member. All members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute. There will be a minimum of 10 members, as required by the Act.
- On enrolment of a child at the centre, the parents/caregivers give consent to becoming a member of the Society through completing the enrolment form and the enrollment process.

- The Members of the Society shall be those who have completed the enrolment form and paid membership fees, if any are required.
- Every Member shall provide the Society in writing with that member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.
- Any participant Member who has failed to pay the membership fee set by the Society, shall not be eligible to exercise any rights or privileges of the Society.
- Life & Honorary Membership may be bestowed at any Annual General Meeting on the recommendation of the Committee to whom the Society wishes to show appreciation for past service. Life and Honorary Members should be entitled to privileges without being called upon for any subscription fees.
- Membership of the Society does not confer on a member any right, title, or interest, either legal or equitable, on the property of the Society.

8. TE WHAKAMUTUNGA O TE NOHO HEI MEMA / CEASING TO BE A MEMBER

A member shall cease to be a member of the Society in any of the following circumstances:

- By resignation from that Member's class of enrolment and membership at the centre by notifying an end date for the child's booking.
- When a member fails to pay the annual subscription fees, and no prior arrangement has been made.
- On termination of a member's membership following a dispute resolution process under this Constitution.
- If that member has acted in a way that is harmful to the Society, its purpose, or its members, including behaviours that breach the Society's values as outlined in this Constitution and the enrolment form, that member may be expelled by a decision of a majority of the Committee. The member concerned must: -
 - a) Be given written notice of the proposed expulsion and the reasons, and
 - b) Be given an opportunity to be heard at a committee meeting considering the expulsion or respond in written form prior to the meeting.
 - c) The member will be notified in writing of the Committee's decision, and the reasons for the decision.
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- By resolution of the Committee where in the opinion of the Committee the Member has brought the Society into disrepute with effect from (as applicable) —
 - a) the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
 - b) the date of termination of the Member's membership under this Constitution, or

- c) the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - d) the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.
- A person who ceases to be a member remains liable for personal debts owing to the Centre at the time membership ceases.

9. TE KŌMITI / COMMITTEE

Functions and powers of the committee

- From the end of each annual general meeting until the next, the Society shall be governed by, or under the direction or supervision of, the committee, in accordance with the Incorporated Societies Act 2022, any regulations made under that Act and this constitution
- The committee has all the powers necessary for governing and for directing and supervising the management of the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act, or in this constitution. The committee members allocate amongst the committee members specific roles or functions.
- The committee may hold public meetings to inform the public of the Society's activities. Such meetings will be held as the committee deems necessary

Committee Composition

- The Committee will comprise of no fewer than 5 officers and no more than 9 committee members and will include representation from senior management of the centre.

Office bearer requirements

The Society states that key office bearer roles for the Committee require a person who:

- Has consented in writing to be an officer of the Society, and
- Has children currently enrolled at centre for the majority of the terms served, or has been co-opted for specific skills or knowledge as deemed necessary by the committee.
- Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society, under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of The Society,

Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

Key Office Bearer Roles

The Committee will elect from among themselves the following **key office holders**:

- ***Kaiwhakahaere*** / President
- ***Perehitene tuarua*** / Vice President
- A ***Hēkeretari*** /Secretary, and a ***Kaitiaki Putea*** /Treasurer. These positions may be combined and can be appointed from among the Committee Society members or from non-Society members.

- **Tangata Whakapā /** Contact person. Carried out by a senior management person or may be the Secretary.

Role of Kaiwhakahaere/President

The President's tasks as well as the tasks set out in the position description, shall be to:

- Be responsible for chairing all meetings and for ensuring the smooth and effective running of all meetings, and
- Adhere to the trustees Code of Conduct, and this constitution.
- To meet regularly with the senior management representative/s to provide appropriate support and ensure that an annual appraisal is undertaken.
- To be a signatory for official documents as required, and an authoriser for the online accounts.

Role of Vice President

The Vice president's tasks as well as the tasks set out in the position description, shall be to:

- Be responsible for ensuring the governance committee acts as a responsible employer at all times.
- To liaise with and support the senior management representative in relation to the recruitment process for all senior management appointments
- To be a signatory for official documents as required, and an authoriser for the online accounts.

Role of the Hēkeretari /Secretary

The secretary's tasks as well as the tasks set out in the position description shall be to

- Notify members of the Committee of each meeting and give all such notices as may be required by these rules;
- Record the minutes and attendance of members of the Committee at all meetings.
- Receive and reply to correspondence as required by the Society.
- Ensure the legal requirements of operating The Society are met.

Role of Kaitiaki Putea/Treasurer

Some, or all of these, functions may be delegated to an accounting firm as the Committee deems appropriate. The Treasurer's tasks as well as the tasks set out in the position description shall be to:

- Support committee to understand the financial position of the centre.
- Ensure proper accounting records of financial transactions of the Society are provided to allow its members to be aware of the financial position of the Society.
- Present a financial report at each meeting which includes bank account reconciliations, budget expectations and forecasts.
- Provide financial information to the Society as it so determines.
- Meet with the accountant to discuss the annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the accounting policies of the Society.

Role of Senior Management Centre Representation (non-voting)

The tasks for the senior management representative/s as well as tasks set out in the relevant position description/s shall be to:

- Report on the operation status of the Centre, including but not limited to health and safety, enrolment, staffing and property information, achievement level of quality outcomes for children and the professional development and welfare of staff.
- Act as the Tangata Whakapā / Contact Officer between the Society and the Registrar of Incorporated Societies and/or Department of Internal Affairs for all matters notifiable to the Companies Office, this includes:
 - a) Advise the Registrar of the Companies Office of any rule changes.
 - b) Be responsible for completing the Annual Return as required by the Registrar and/or the Charities Commission.
 - c) Advise the Registrar of any change in details of the Contact Officer.
 - d) Keep the Register of the Societies members.
 - e) Hold the Society's records, documents, and books except those required for the Treasurer's function.
 - f) Complete, update, and retain the register of members inclusive of the name of each member, the last known contact details for each member, the date upon which they became a member.
 - g) To have knowledge and understanding of the early childhood regulations and all other relevant legislation- and ensure that all documentation is maintained in relation to compliance matters.
 - h) report the achievement level of quality outcomes for children and the professional development and welfare of staff.

10. TE KŌWHIRINGA O NGĀ KAIWHAKAHAERE / ELECTION OF OFFICERS

The election of Officers shall be conducted as follows.

- An election of office-bearers will be held at the first meeting of the Committee following the execution of this Constitution whenever a vacancy occurs.
- The signatories to this Constitution will be the first Committee.
- At any time, the majority of the committee must be current Members of The Society. For voting purposes, the majority of those voting must be Members
- Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, the Committee will have the power to fill any vacancy that arises in the Committee or to appoint any additional Committee members. A nominee must complete an application form, accompanied by the statement declaring they are not disqualified from being appointed.
- Any such appointments made between Annual General Meetings must be ratified at the next Annual General Meeting. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- When appointing an officer in any circumstances, the committee must have regard to the need to appoint people interested in the Society purposes and their

capacity for assisting the Society to carry out the Objectives and Purposes by their skill, expertise, profession, standing in the community or other qualification.

- Notice of committee vacancies will be shared prior to the Annual General Meeting, and at any other time deemed appropriate by the Committee via posts, newsletters and noticeboards, or any other method the Committee deems sufficient.
- Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- The failure for any reason of any financial member to receive such Notice of the general meeting shall not invalidate the election.
- In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. This can include the appointment of a “**Perehitini o mua** / Past President role.
- Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Society.
- Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the ‘Qualification of Officers’).
- Applications to be considered as an officer of the Society should be received 14 working days before the Annual General meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General meeting.

11. TE WĀ O TE TŪRANGA/ TERM OF OFFICE

- The term of office is 36 months.
- A Committee member shall be eligible for re-election as a committee member for up to 3 terms.
- The President may be eligible for re-election up to 3 terms
- Terms for all committee members’ roles may be extended in extraordinary circumstances, by the Committee, if the member is needed for their skills to support the Society to carry out its purposes.

Casual Committee Vacancy

The Committee will have the power to fill any vacancy that arises in the Committee or to appoint any additional Committee members. A nominee must complete an application form, accompanied by the statement declaring they are not disqualified from being appointed.

The committee may continue to act, notwithstanding any vacancy, but if their number is reduced below the minimum number of Committee members as stated in this Constitution, the continuing members may act for the purpose of increasing the number of committee members to that minimum but for no other purpose.

Removal of Officers

An Officer of the Society shall be removed by resolution of the Committee or the Society where in the opinion of the Committee or the Society:

- They have brought the Society into disrepute.
- They have failed to disclose a conflict of interest.
- The Committee passes a motion decided by a two-thirds majority of votes, to terminate a person's position as a committee member and member of the Society, if it believes that such action is in the best interests of the Society.

Ceasing to hold office

An Officer ceases to hold office when they resign by notice in writing to the Committee, are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act, or are otherwise found to be unqualified in terms of the current relevant legislation or subsequent enactment.

Each Officer shall, within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

12. NGĀ TOHU TIKA MŌ NGĀ ĀPIHA / OFFICER QUALIFICATIONS AND EXPECTATIONS

The Society states that to be eligible to be an officer of the Society, the Committee requires a natural person who –

- Has consented in writing to be an officer of The Society, and
- Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of The Society, under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of The Society, namely:
 - A person who is under 16 years of age
 - A person who is an undischarged bankrupt
 - A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, and incorporated or unincorporated body under the companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
 - A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 - A person who has been convicted of any of the following, and has been sentenced for the offense within the last 7 years-
 - An offence under sub-part 6 of part 4 of the Act
 - A crime involving dishonesty (within the meaning of Section 2 (1) of the Crimes Act 1961
 - An offence under section 143 B of the Tax Administration Act 1994
 - An offence in a country other than NZ that is substantially similar to an offence specified in sub paragraphs (i)- (iii)
 - A money laundering offence or an offence relating to the financing of terrorism whether in NZ or elsewhere
- A person subject to:
 - A banning order under subpart 7 of Part4 of the Act or

- An order under section 108 of the Credit Contracts and Consumer Finance Act 2003 or
- A forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
- A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

A person who is subject to an order that is substantially similar to an order referred to in paragraph (F) under a law of a country, State, or territory outside NZ, that is a country, state or territory prescribed by the regulations (if any) of the Act.

Officer Expectations

At all times each officer;

- Shall act in good faith, and in what he/she believes to be the best interests of the Society,
- Must exercise all powers for a proper purpose
- Must not act, or agree to The Society acting, in a manner that contravenes the Act or this Constitution
- When exercising powers or performing duties as an officer, they must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation,
 - a) The nature of the Society
 - b) The nature of the decision, and
 - c) The position of the officer, and the nature of the responsibilities undertaken by him or her
- Must not agree, cause or allow the activities of The Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society, or to the Society creditors,
- Must not agree to the Society incurring an obligation unless he or she believes at the time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

13. NGĀ HUI / COMMITTEE MEETINGS:

- The previous minutes will be circulated at least 5 days before the meeting. An agenda will be confirmed 48 hours prior to the meeting.
- A quorum will be 5 members.
- All questions will, if possible, be decided by consensus. In the event that a consensus cannot be reached, a decision will be made by a majority vote.
- Committee members may vote in several ways:
 - a) At a meeting in person a resolution put to the vote will be decided by show of hands.
 - b) A meeting of the Committee may be held by means of audio or audio-visual communication by which a quorum of Committee members participating can simultaneously hear each other throughout the meeting. In such a meeting voting will be decided by voices.

- A written resolution signed by all the Committee members will be as valid and effectual as if it had been passed at a meeting of the Committee members. Any such resolution may consist of several documents in like form each signed by one or more Committee members.
- In the event of a tied vote, the chair may have the deciding vote, or the resolution will be carried over to the next meeting where further information to support the resolution may be presented.
- In the absence of the Society's Chairperson, the Committee will elect a person to chair the meeting from among the Committee members present.
- No proxy voting is permitted.
- If a committee member, including an office-bearer, does not attend three consecutive meetings of the Committee without leave of absence or noting an apology, that member may, at the discretion and on decision of the Committee, be removed as a committee member, and/or from any office of the Society which they hold.
- The Committee will meet at least **8 times** every year, or more often if it is deemed necessary by the Committee.
- Meetings may be held by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- By means of audio, or audio and visual communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

14. NGĀ HUI WHĀNUI MOTUHAKĒ / SPECIAL AND GENERAL MEETINGS

- Members of the Committee, and/or at least 5 members of the Society, may request a Special or General Meeting at any time by giving written notice to the Secretary stating the reasons for requesting a Special or General Meeting.
- The Secretary or delegated agent will give notice of a Special General Meeting no later than 7 days after receiving the request.
- The Special General Meeting will take place no later than 10 days after the giving of such notice.
- The Notice for a Special General Meeting of the Society will include the reasons for calling the meeting.
- The Quorum for a special general meeting is 9 members

15. HUI A TAU / ANNUAL GENERAL MEETINGS.

- An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and this Constitution.

- The Annual General Meeting must be held each year not more than 15 months after the previous annual meeting.
- The Society must keep minutes of all General Meetings.
- The business of an Annual General Meeting shall be to:
 - a) Confirm the minutes of the last Annual General Meeting and any Special General Meeting (s) held since the last Annual General Meeting.
 - b) Adopt any reports on the operations and affairs of The Society.
 - c) Adopt the Auditor's Report (or draft audit report) /Financial Review Report.
 - d) Set any subscription fees for the coming year.
 - e) Elect/ratify a committee comprising the office bearers and others.
 - f) Consider any motions of which prior notice has been given to Members with notice of the meeting.
 - g) Consider any notified business
- The quorum for the Annual General Meeting will be 9 members.
- The Committee must, at each Annual General Meeting, present the following information:
 - a) An annual report on the operation and affairs of the Society during the most recently completed accounting period,
 - b) the annual financial statements for that period, and
 - c) notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

16. MANAWHAKAHAERE / COMMITTEE POWERS

The Committee will, at all times, act in good faith and act in the best interests of the Society. To enable them to act appropriately, in addition to the powers provided by the general law of New Zealand or contained in any relevant legislation, the powers which the Committee may exercise in order to carry out its charitable purposes are as follows:

- To use the funds of the Society as the Committee thinks necessary or expedient in payment of the costs and expenses of the Society, including the employment and dismissal of professional advisors, agents, officers, and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactment.
- To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Committee thinks necessary or expedient in order to attain the purpose of the Society and to sell, exchange, let, or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges;
- To invest surplus funds with a Registered Trading Bank, in any way permitted by law for the investment of Charitable Society funds and upon such terms as the Committee thinks fit.

- To raise money from time to time with or without security and upon such terms as to priority or otherwise as the Committee thinks fit; and
- To borrow funds from a registered trading bank or other financial institution for purposes consistent with its objectives. Any such borrowing must be approved by a resolution of the Committee, and the terms of the borrowing, including amount, purpose, and repayment conditions, must be recorded in the Committee meeting minutes.
- To do all things as may from time to time be necessary or desirable to enable the Committee to give effect to and attain the charitable purposes of the Society and to properly manage the operation and affairs of the Society.

17. NGĀ HERE KI NGĀ MANA O TE KOMITI / RESTRICTIONS TO COMMITTEE POWERS

The Society's capacity, rights, powers and privileges are subject to the following restrictions:

- The Society must not be carried on for the financial gain of any of its members. Any Income, benefit, or advantage must be used to further the Society's purposes.
- The Society may borrow funds only with the approval of the Committee, and solely for purposes consistent with the Society's objectives. All borrowing decisions must be recorded in the Committee meeting minutes
- The Society's assets must be used exclusively to advance its purposes. Disposal of significant assets must be approved by the Committee and, where appropriate, by a resolution of members.
- Committee members must disclose any personal interest in matters being considered and must not vote on or influence decisions where a conflict exists.
- Any surplus funds must be retained by the Society and used to further its objectives. Surpluses must not be distributed to members, either during the Society's operation or upon winding up.
- The Society must comply with all relevant legislation, including the Education and Training Act 2020 (if applicable), the Charities Act 2005 (if registered as a charity), and any regulations governing early childhood education services.

18. KOHA ĀWHINA TANGATA/INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

- Any income, benefit or advantage will be applied to the charitable purposes of The Society.

- No Committee member, or members of The Society, or any person associated with a member or Committee member, shall participate in or materially influence any decision made by the Committee in respect of any payment to, or on behalf of, that member or Committee member or any associated person of any income, benefit or advantage whatsoever.
- Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this constitution of The Society

19. MANA TUKU MAHI/POWER TO DELEGATE

- The Committee may from time to time appoint any sub-committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may, without confirmation by the Committee, exercise or perform the delegated powers or duties in the same way and with the same effect as the Committee itself could have done.
- Any committee or person to whom the Committee has delegated powers or duties will be bound by the terms of The Society and any terms or conditions of the delegation set by the Committee
- The Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Committee.
- Any person who is appointed to be a member of any such sub-committee, or to whom such delegation is made, does not need to be a member of the Committee.
- The quorum of every subcommittee is half the members of the sub-committee but not less than 3.
- No sub-committee member shall have the power to co-opt additional members.
- The president of the Society can be an ex-officio member of all sub-committee(s) and shall be entitled to attend or participate by virtue of his /her office.
- A sub-committee must not commit The Society to any financial expenditure without express authority from the committee.
- A sub-committee must not delegate any of its powers further.

20. TE WHAKAHAERE ME TE MANA WHAKAHAERE PŪTEA/ FINANCIAL CONTROL AND MANAGEMENT

Centre Fees

The Centre's fees shall be set at the discretion of the Committee and may be altered at any meeting of the Committee providing there is a quorum present, and consultation has been undertaken with the wider membership.

Funds and property

The funds and property of The Society shall be—

- a) controlled, invested, and disposed of by the Committee, subject to this Constitution, and
- b) devoted solely to the promotion of the purposes of the Society.
- The Committee shall maintain bank accounts in the name of the Society.
- All money received on account of the Society shall be banked within 10 Working Days of receipt.
- All accounts paid or for payment shall be submitted to the Committee for approval of payment.
- The Committee must ensure that there are accounting records kept at all times, that—
 - a) correctly record the transactions of the Society, and
 - b) allow the Society to produce financial statements that comply with the requirements of the Act, and
 - c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution 2024
- The Committee must establish and maintain a satisfactory system of control of the Society's accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of The Society.

Accounts and reporting

- The Society's financial year shall commence on the 1st of January of each year and end on the 31st of December that year, the latter date being the Society's balance date.
- At the first meeting of the Committee in each financial year, the Committee will decide by resolution the following:
 - a) How money will be raised and received by the Society;
 - b) Who will be entitled to produce receipts for reimbursement of Society expenses;
 - c) What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - d) Who will be allowed to authorize the payments and the names of those authorisers/signatories; and
 - e) The policy concerning the investment of money by the Society, including what type of investment will be permitted.
- The Treasurer will ensure that true and accurate accounts are kept of all money received and expended by the Society.
- The Committee are wholly responsible to ensure that true and full records are kept, inclusive of all receipts, credits, payments and liabilities.

- The annual accounts will be reviewed by an appropriately qualified person, independent of the Society, as appointed by the Committee.
- The accounts will be kept at the Society offices or such other places as the Committee see fit and will always be open to the inspection of the Committee.

21. TE WHAKATAU TAUTOHETOHE / DISPUTE RESOLUTION

A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations. The resolution process for this is set out below.

The disagreement or conflict may be between any of the following persons—

- 2 or more Members
- 1 or more Members and The Society
- 1 or more Members and 1 or more Officers
- 2 or more Officers
- 1 or more Officers and the Society
- 1 or more Members or Officers and the Society.

The disagreement or conflict relates to any of the following allegations—

- a Member or an Officer has engaged in misconduct
- a Member or an Officer has breached, or is likely to breach, a duty under The Society's Constitution or bylaws or the Act
- the Society has breached, or is likely to breach, a duty under The Society's Constitution or bylaws or the Act
- a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged

Making a complaint as a member or officer

A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee member) a notice in writing that—

- a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c) sets out any other information or allegations reasonably required by The Society.

Making a complaint against a member

The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—

- a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- b) sets out the allegation to which the dispute relates.

- The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

- A complaint may be made in any other reasonable manner permitted by The Society's Constitution. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to The Society's activities.
- The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice.
- Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- The complaint process will be outlined in the Society's policies and procedures.

22. MAHI TAKAWAENGA / MEDIATION & ARBITRATION / REFERRAL TO INDEPENDENT DECISION MAKER

Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of New Zealand Inc.

The mediation shall be terminated by:

- a) The signing of a settlement agreement by the parties; or
- b) Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
- c) Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
- d) The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.

If the mediation should be terminated any dispute or difference arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

23. TAUMAHATANGA / LIABILITY

- The Committee are liable only in respect of the money and securities they actually receive, or which, but for their own acts, omissions, neglects, or defaults they would have received.

- The committee will be liable for any deliberate action that they take that would disadvantage the Society financially or that would damage the reputation of The Society in the community or with funders
- The members of the Committee are each answerable and responsible respectively only for their **own** acts, receipts, omissions, neglects and defaults and not for those of each other, or of any banker, broker, auctioneer, or other person with whom, or into whose hands, any Society money or security is properly deposited or has come.
- No Committee member shall be liable personally for the maintenance, repair, or insurance of any charges on any property belonging to the Society.
- No Committee member shall be liable for any loss unless such loss is attributable:
 - a) To his or her own dishonesty; or
 - b) To the willful commission by them of an act known by them to be a breach of The Society's constitution.
 - c) No Committee member shall be bound to take any proceedings against a co-Committee member for any breach or alleged breach of trust.

24. TE TAUPATUPATU MANAKOHANGA / CONFLICT OF INTEREST

- An Officer or member of the committee, or relevant subcommittee, who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - a) to the Committee and or, sub-committee, and
 - b) in an Interests Register kept by the Committee.
- Disclosure must be made as soon as practicable after the Officer or member of a subcommittee becomes aware that they are interested in the Matter.
- An Officer or member of a sub-committee who is an Interested Member regarding a Matter—
 - a) must not vote or take part in the decision of the Committee and/or subcommittee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
 - b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
 - c) may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or subcommittee decide otherwise).
- However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered. Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

- Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

25. TE RĒHITA MANAKOHANGA / INTERESTS REGISTER

The Committee shall, at all times, maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

26. TE WHAKAHURI O NGĀ TURE / ALTERATION OF THE CONSTITUTION

The Society may, pursuant to a motion decided by a majority of 2/3rds members' votes received, from those in attendance at the meeting, to approve any such changes, in the form of a supplemental Constitution, make alterations or additions to the terms and provisions of this Constitution provided that no such alteration or addition shall:

- a) Detract from the exclusively charitable nature of the Society; or
- b) Result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
- c) Remove the provision or effect of Clause 11 of this Constitution.
- d) Every such approved alteration or addition shall be registered with the Registrar of Societies and/or the Charities Commission or their successors.

Every such approved alteration or addition shall be registered with the Registrar of Societies and/or the Charities Commission or their successors.

27. TE AHUATANGA WHIU KI WAHO O NGĀ RAWA / DISPOSITION OF SURPLUS ASSETS

On the winding up of the Society, or on its dissolution by the Registrar, all surplus assets, after the payment of costs, debts and liabilities will be given to other charitable organisation/s in the surrounding districts within New Zealand as the majority of Membership who are present at a meeting called for that purpose may decide.

If the Society is unable to make such a decision, the surplus assets will be disposed of in accordance with the directions of the High Court of NZ, pursuant to any relevant legislation or subsequent enactment.

28. ETAHI ATU TAKE / MATTERS NOT STATED

If any matter is not provided for in this Constitution, the Committee shall have the power to deal with it.

The Committee shall have the sole authority to interpret this Constitution. The decision of the Committee on any question or interpretation or on any matter affecting the Society not provided for in these rules, shall be final and binding on all members.

