

**CONSTITUTION OF THE NEW ZEALAND HOME-BASED  
EARLY CHILDHOOD EDUCATION ASSOCIATION  
INCORPORATED.**

**1. NAME**

The society shall be called the New Zealand Home-based Early Childhood Education Association Incorporated - hereinafter referred to as 'the Association'. (Formerly known as the New Zealand Family Day Care Association.)

**2. OBJECTS**

The objects of the Association shall be:

- 2.1 To enhance the professional growth and development of Home-based Early Childhood Education (ECE) in New Zealand.
- 2.2 To facilitate collaboration and understanding among those involved in Home-based ECE.
- 2.3 To provide a united voice from the Home-based ECE sector on educational, social issues, and to liaise with Government and other relevant organisations.
- 2.4 To foster education and support programmes in all facets of Home-based ECE.
- 2.5 To receive and disseminate relevant information nationally and/or internationally.
- 2.6 To raise, receive, hold and administer funds in the form of subscriptions, grants, donations, legacies and bequests, and funds arising from other sources, for the benefit of the Association.
- 2.7 To purchase, lease or hire property that may be deemed necessary.
- 2.8 To do each and every act necessary and proper for the accomplishment of the objects of the Association.

**3. MEMBERSHIP**

3.1 The Association shall consist of financial members who are:

- 3.1.1 Individual voting members - any person having an active involvement in a Ministry of Education, Licensed Home-based ECE service, agency or organisation, may be accepted as an individual voting member.
- 3.1.2 Service Provider members – any Ministry of Education, Home-based ECE Licensed Service, Agency or Organisation may be

accepted as a service provider member. Service provider memberships include one named individual voting member.

3.1.3 Affiliate non-voting members - any person working in Home-based ECE, or a related tertiary institution, or any person or agency interested in Home-based ECE, may be accepted as an affiliate non-voting member. Affiliate non-voting individual members shall have speaking rights only. Affiliate agencies shall have no speaking or voting rights.

3.1.4 Honorary Life Membership may be conferred on persons, at the Annual General Meeting, in recognition of their having rendered long and particular service to the Association. A proposed nomination, seconded by another member, and a profile of the nominee, shall be received by the Association eight weeks prior to the Annual General Meeting and distributed to members not less than four weeks before such a meeting. Honorary Life Members shall have full membership rights and privileges, and be exempt from annual subscription fees.

### 3.2 Resignation/Termination of Membership.

3.2.1 Any financial member may terminate membership of the Association only by voluntary resignation in writing.

3.2.2 The Executive Board may terminate membership of any member and seek financial redress for non-payment of subscriptions.

3.2.3 The Executive Board may terminate membership of any member for actions which have brought the Association or the home-based ECE sector into disrepute, provided that the member concerned is given an opportunity to present a case for consideration before such a decision is made.

## **4. Board**

4.1 The Board of the Association shall consist of no more than seven elected directors, including the office holders of the Association, the President and Financial Director, by the membership, at the Annual General Meeting.

4.1.1 Each director shall hold office from the conclusion of the Annual General Meeting, for a period of three years before standing down, but shall be eligible for re-election.

4.1.2 Where an existing director is elected to an office holder position they shall hold the position from the conclusion of that Annual General Meeting, for a period of three years before standing down but shall be eligible for re-election.

4.1.3 The President may only be re-elected for one additional (3 year) term of office.

- 4.1.4 Each Board director shall be an individual member.
- 4.2 The Immediate Past President of the Association shall be an additional member of the Board, for the year immediately following the completion of his/her tenure of office.
- 4.3 The President of the Association shall be paid a honorarium. The amount shall be decided by the Board annually.
- 4.4 The responsibilities of the Board shall be:
  - 4.4.1 To conduct the business of and uphold the objects of the Association.
  - 4.4.2 To keep a register of members and appoint staff as required.
  - 4.4.3 To maintain the effective management of the Association.
  - 4.4.4 To determine the subscription rates, the President's honorarium and approve the budget annually.
  - 4.4.5 To ensure that a report and audited set of financial statements are prepared for the Annual General Meeting.
  - 4.4.6 To fill any vacancy by appointing an individual voting member of the Association.
  - 4.4.7 Determine the place of the next Annual General Meeting.
- 4.5 At the Annual General meeting each Board director shall have one vote. Observers may attend by invitation only and may not vote.
- 4.6 The Board has the right to co-opt a member, for any purpose, which enables the furtherance of the objects of the Association.
- 4.7 The quorum for meetings of the Board shall be five directors.
- 4.8 Board meetings shall be held immediately before and immediately after the Annual General Meeting and on (at least) three other occasions during the Association's financial year.
- 4.9 Notice of a Board meeting and the agenda shall be distributed to each director of the Board, before such a meeting.
- 4.10 The Board has the right to follow due process and remove a director, by quorum vote, for failing to uphold their responsibilities to the Board and the Association.

## **5. ANNUAL GENERAL MEETING**

- 5.1 The Annual General Meeting shall be held not later than 30<sup>th</sup> September in each year.
- 5.2 Notice of the date, time and place of the Annual General Meeting, together with the business to be dealt with, shall be distributed to each member of the Association not less than four weeks before such a meeting.
- 5.3 The Annual General Meeting shall:
  - 5.3.1 Receive a report from the Board and an audited set of financial statements.
  - 5.3.2 Elect Board Directors - President, Financial Director and up to five other directors.
  - 5.3.3 Appoint an Honorary Solicitor and Auditor.
  - 5.3.4 Confer any Honorary Life Members.
  - 5.3.5 Consider and vote on remits.
  - 5.3.6 Consider any other business relevant to the Association.
  - 5.3.7 Adhere to the policies and procedures of the Association.
- 5.4 The quorum for the Annual General Meeting shall be not less than one quarter of the voting membership of the Association.
- 5.5 Voting shall be conducted as follows:
  - 5.5.1 At the Annual General Meeting, individual voting members present shall be entitled to one vote each. Each member can vote for up to seven directors of the Board.
  - 5.5.2 Election of Officers and Directors - the President and Financial Director shall be elected from the nominations for each of these positions. Up to five additional directors of the Board shall be elected from the nominations and may include any unsuccessful candidates for the positions of President or Financial Director.
  - 5.5.3 Voting shall be by a show of hands. A secret ballot may be requested by any two individual voting members present.
  - 5.5.4 A two-thirds majority vote, of those individual voting members present, shall be acceptable.
  - 5.5.5 The Chairperson shall have only a deliberative vote.

- 5.6 Nominations for the positions of President and Financial Director, and for five other Board members, shall be received by the Association eight weeks prior to the Annual General Meeting and distributed to members not less than four weeks before such a meeting. Nominations shall include a written profile of the nominee.
- 5.7 General remits for consideration by the Annual General Meeting shall be in the form of a resolution, accompanied by supporting information. Remits shall be received by the Association eight weeks prior to the Annual General Meeting and distributed to members not less than four weeks before such a meeting.
- 5.8 The Annual General Meeting of the Association shall be presided over by the President, or a Chairperson appointed for the meeting by the Board for this purpose.

## **6. SPECIAL GENERAL MEETINGS**

- 6.1 A Special General Meeting of the Association may be called at any time, at the request of not less than 20% of the membership, or when directed by the President.
- 6.2 Business to be considered at a Special General Meeting may include:
  - 6.2.1 Alteration, suspension, or annulment of the Constitution or rules within
  - 6.2.2 Expression of no confidence in the Board or any Board member
  - 6.2.3 Moving of any other urgent matters, provided they are not inconsistent with the existing Constitution
- 6.3 Notice of the time, date, place and the specific business to be transacted, shall be distributed to members not less than four weeks before such a meeting.
- 6.4 The quorum for a Special General Meeting shall be not less than one quarter of the voting membership of the Association.
- 6.5 Voting shall be as for an Annual General Meeting.
- 6.4 The Special General Meeting of the Association shall be presided over by the President, or a Chairperson appointed for the meeting by those present.

## **7. FINANCE**

- 7.1 The financial year of the Association shall end on 30<sup>th</sup> June, annually.
- 7.2 Following the close of the financial year the Financial Director shall arrange for the financial statements to be audited. All financial statements shall be presented to the Annual General Meeting.
- 7.3 The funds of the Association shall consist of grants, donations, legacies and other gifts made to the Association, membership subscriptions, and any

monies raised in the name of the Association. The Association shall receipt all monies received.

7.4 All monies received on behalf of the Association shall be deposited to the credit of the Association at the bank selected by the Board.

7.5 All expenditure shall be in accordance with the objects of the Association, and shall be approved by the Board, by a majority vote.

7.6 The bank account(s) shall be operated by the Financial Director and one of two other signatories appointed by the Board.

7.7 Any surplus funds not required for the immediate use of the Association may be invested in such manner as is considered advisable by the Board.

7.8 Any loan or borrowing requires the approval of a General Meeting.

7.9 No private pecuniary profit shall be made by any member of the Association, except that:

(a) Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Association;

(b) The Association may pay reasonable and proper remuneration to any member of the Association in return for services actually rendered to the Association. Provided however that any member, or any person associated with a member, who is to receive remuneration in accordance with this clause shall not by virtue of that member's capacity in any way, determine or materially influence the amount of the remuneration to be paid.

## **8. COMMON SEAL**

8.1.1 The Common Seal of the Association shall be kept in the custody of the Financial Director and shall only be fixed to any deed, document or other paper with the authority of the Board, as recorded in the minutes. The affixing of the Seal shall be witnessed by two members of the Board, one of whom shall be the President or the Financial Director.

## **9. CHANGES TO THE CONSTITUTION**

9.1 The Constitution of the Association may be altered, added to or rescinded by a two-thirds majority vote of those individual voting members present at an Annual General Meeting or a Special General Meeting.

9.2 Proposed alterations to the Constitution shall be forwarded in writing to the Association not less than eight weeks before the Annual General Meeting or Special General Meeting and shall be distributed to members four weeks before such a meeting.

- 9.3 No alterations to the Constitution shall be made that have the effect of altering the charitable status or purpose of the Association.
- 9.4 No addition to or alteration of the aim/objects, payments to members clause or the winding up clause shall be approved without the prior approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **10. LIQUIDATION**

- 10.1 The Association may be liquidated if, at a Special General Meeting, of which due notice has been given, a resolution to this effect is passed.
- 10.1.1 A resolution to liquidate the Association must be carried by a simple majority vote of those individual voting members present.
- 10.1.2 Such a resolution must be confirmed by a simple majority vote at a subsequent Special General Meeting called for that purpose and held at least 30 days later.
- 10.1.3 On confirmation of the decision to liquidate the Association, the members shall appoint one or more liquidators to finalize the affairs of the Association.
- 10.2 The Association may be put into liquidation by order of the High Court.
- 10.3 If there remains, after the payment of all costs, debts and liabilities, any assets whatsoever, the same shall be held by the Public Trust Office for five years then transferred to a charity or charities within New Zealand.
- 10.4 Such disposal of assets shall be determined by members of the Association at or before the time of liquidation or in default thereof by the High Court of New Zealand.

Susan Phua President.

Kerry Adams Financial Director.

September 2020