



## Notice of Motion

Annual Meeting ~ Hamilton 11 July 2013

Moved on behalf of the National Executive by Ernie Buttveld

**That the Federation's Constitution and Rules (2010) be rescinded and replaced with *Constitution and Rules* as contained hereunder.**

**National Executive**

## Review of Constitution & Rules

### Background

As you are aware foundation documents such as constitutions, rules and policies are consulted when guidance is required. This ensures organisations remain in touch with their intended objectives. Over time membership approves changes and improvements to reflect changing times and situations. Since 2010 the National Executive sought guidance from the Constitution and Rules on a few occasions and found it offered little other than authority for the National Executive to create a procedure for any unforeseen circumstance. It was felt that more specific and transparent guidance was required and this became apparent when two legal opinions sought to clarify, actually conflicted.

It was decided to explore the engagement of a constitutional lawyer to upgrade the constitution and rules, essentially to translate/upgrade and clarify the constitution in its entirety thereby remove any ambiguity and making no substantive changes.

### Actions

- NZPF seeks quote/estimate from constitutional lawyer (Mitchell Gault Law - Wellington)
- Executive appraised 5 April 2011 and lawyer proceeds with work
- Executive reviews draft August 2011 and subsequent drafts Dec 2011, Jan and Feb 2012
- Lawyer reviews again in Feb/Mar 2012 (some dozen items addressed)
- Paper prepared with version of March 2012 - considered by association presidents at Moot
- March 2012 meeting of National Executive considers discussion from Moot
- National Executive responds to feedback from Moot and beyond
- Work put aside for 2012 Annual Meeting with a view to rework
- May 2013 meeting considers formal notice of motion by exec to adopt revised constitution
- Redrafted and tidied prior to final discussion - fine detail checked
- June 2013 National Executive adopts final draft in anticipation of notice to members prior to Annual Meeting
- Annual Meeting considers motion during Hamilton conference

**Result**

Despite the journey and hours of careful drafting, nothing substantive has changed but Members and the National Executive will have greater clarity around the rules under which the Federation is constituted should this 2013 Constitution and Rules be adopted.

In 2010 changes moved and subsequently adopted in Queenstown, were individually drafted but agreed to collectively. The scope of this revision with the renumbering of sections would, if similarly treated, be too complex to follow hence the motion to rescind and replace the whole document.

**The National Executive urges members to read carefully the whole document before consideration in Hamilton, ensuring an informed debate.**



# CONSTITUTION and RULES

(These rules rescind all previous rules)

## TABLE OF CONTENTS

<a href="#">1</a>	Constitution	<a href="#">11</a>	Management by the National Executive
<a href="#">2</a>	Name	<a href="#">12</a>	National Secretary
<a href="#">3</a>	Objects	<a href="#">13</a>	Registered Office
<a href="#">4</a>	Powers	<a href="#">14</a>	Finance
<a href="#">5</a>	Membership	<a href="#">15</a>	Execution of Documents
<a href="#">6</a>	Admission of Members	<a href="#">16</a>	General Meetings
<a href="#">7</a>	Subscriptions and Levies	<a href="#">17</a>	Alteration of Rules
<a href="#">8</a>	Cessation of Membership	<a href="#">18</a>	The Annual Conference of the Federation
<a href="#">9</a>	Re-admission of former Members	<a href="#">19</a>	Standing Rules
<a href="#">10</a>	Election of Officers and National Executive	<a href="#">20</a>	Winding Up

## 1 Constitution

1.1 The Federation was incorporated at Wellington on 28 August 1992.

1.2 These rules were adopted by way of amendment on 11 July 2012.

## 2 Name

2.1 The name of the Federation is **New Zealand Principals' Federation Incorporated - Ngā Tumuaki o Aotearoa** ("the Federation").

### **3 Objects**

#### **3.1** The primary objects of the Federation are to:

- (a) Uphold the status of the principal as the school leader;
- (b) Examine the developing needs of its members individually and collectively, and respond appropriately;
- (c) Promote the development of its members' professional leadership and management skills;
- (d) Ensure recognition as a professional organisation actively representing the special interests of its members;
- (e) Maintain a liaison with kindred organisations and stakeholders;
- (f) Respect and recognise the principles of the Treaty of Waitangi in the context of the objects of the Federation;
- (g) Represent and promote the interests of members of the Federation, and
- (h) Do any act or thing incidental or conducive to the attainment of any of the above objects.

### **4 Powers**

#### **4.1** In addition to its statutory powers, the Federation:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient;
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
- (c) May invest in any investment in which a trustee might invest;
- (d) Shall have the power to borrow or raise money by debenture, bonds, mortgage and other means, with or without security, but such borrowing powers shall not be exercised other than by the specific resolution of the National Executive, and
- (e) Subject to these rules and to the Act, shall have the rights powers and privileges of a natural person.

#### **4.2** Notwithstanding any other provision, the Federation shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member.

#### **4.3** Any transactions between the Federation and any Member, Officer or Member of the National Executive, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Federation would deal with third parties not associated with the Federation, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed;
- (b) Reimbursement of expenses properly incurred;
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

## **5 Membership**

**5.1** The classes of membership and the method by which members are admitted to different classes of membership are as follows:

**(a) Full Member**

A Full Member is an individual admitted to membership under Rule 6 who has not ceased to be a Member under any other Rule.

**(b) Life Member**

A Life Member is a person honoured by the Federation following retirement from the profession in recognition of an exceptional and meritorious contribution to the New Zealand Principals' Federation, school leadership and education. Life Membership may be awarded to Past Presidents of the Federation, National Executive Members, ordinary or other recognised educational professionals whom, following nomination from membership, the Awards Committee maintains is worthy by deed or example of such recognition and subsequently ratified by the National Executive.

A Life Member shall have all the rights and privileges of a Full Member and shall be subject to all the duties of an Full Member except:

- may not stand for Election to the National Executive, or nominate and second a candidate for election to the National Executive;
- the paying of subscriptions and levies and all clauses under sections 8 & 9 herein.

**5.2** Every Full Member shall advise the National Secretary of any change of address.

**5.3** The National Secretary shall keep a membership register recording members' names, addresses and other salient details as determined from time to time by the National Executive.

**5.4** All members (and National Executive members) shall promote the interests and the objects of the Federation and shall do nothing to bring the Federation into disrepute.

**5.5** A copy of this constitution shall be provided (at no cost) to any Member on request.

**5.6** The following awards may be conferred on members according to the policies and procedures of the Federation: Life Membership, Associate of the Federation and Service with Distinction.

## **6 Admission of Members**

**6.1** Applicants for membership as Full Members shall complete any application form provided by the National Executive and supply such information as may be required by the National Executive.

**6.2** Membership applications may be considered by the National Executive who may interview representatives of an applicant Full Member.

**(a)** The National Executive shall have discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision.

**6.3** Only principals of schools and educational institutions shall be eligible for membership under section 5.1(a).

## **7 Subscriptions and Levies**

- 7.1** The annual subscription to the Federation shall be calculated on a differential basis (or the amount of any periodic payments if the Annual Meeting decides that it is payable by instalments) and shall be set by resolution of the Annual Meeting.
- 7.2** Any Member failing to pay the annual subscription (including any periodic payment) or any levy by 25 August in the year to which the annual subscription or levy relates, shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Federation activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the National Executive may determine the Member's membership shall be deemed to have lapsed and the Member shall cease to hold himself or herself out as a Member of the Federation, and shall return to the Federation all material produced by the Federation (including any Membership certificate, handbooks and manuals).

## **8 Cessation of Membership**

- 8.1** Any Member may resign from membership by written or electronic notice to the National Secretary, and each such resignation shall take effect immediately but, the Member resigning shall remain liable to pay all subscriptions for the period from 1 January of that year to the date of resignation on a pro-rata basis and any/all outstanding levies, and shall cease to hold himself or herself out as a Member of the Federation, and shall return to the Federation all material produced by the Federation (including any Membership certificate, handbooks and manuals).
- 8.2** The National Executive may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt or reaching a compromise with creditors pursuant to Part 14 of the Companies Act 1993.
- 8.3** A Member whose membership is terminated under these rules shall remain liable to pay all subscriptions for the period from 1 January of that year to the date of termination on a pro-rata basis and any/all outstanding levies, and shall cease to hold himself or herself out as a Member of the Federation, and shall return to the Federation all material produced by the Federation (including any Membership certificate, handbooks and manuals).

## **9 Re-admission of Former Members**

- 9.1** Any former Member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the National Executive.

## **10 Election of Officers and National Executive**

### **10.1** The following shall be elected annually:

- (a) A President and Vice-President and 12 other Executive members, who (together with the Immediate Past President in the year following that person's last year as President) shall be the Federation's National Executive and shall be known as the "National Executive."
- (b) The newly elected National Executive shall appoint members from amongst their number to positions of responsibility including:
  - National Secretary - who will be overseeing the recording and keeping of all minutes of all Annual, General and other meetings and proceedings as directed by policies and procedures of the Federation and shall oversee the process for the election of the National Executive.
  - Finance Convener - who will be responsible for ensuring that systems are in place for the receiving, recording and banking of all monies received by the Federation, paying all amounts as approved by the National Executive; ensuring that each year a Budget for the Income and Expenditure of the funds of the Federation is introduced, discussed and accepted; ensuring that accurate records of the financial transactions of the Federation are kept and arranging for final accounts to be prepared for presentation to the Annual Meeting.

### **10.2** The President (and, in the absence of the President, the Vice-President or Immediate Past President) shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Federation.

### **10.3** The election of Officers and the National Executive shall be conducted as follows:

- (a) Written nominations for nominees under Rule 10.1, accompanied by the written consent of each nominee, shall be received by the National Secretary from 1 May and up to and including 5 August.
- (b) The National Secretary shall be responsible for establishing an Electoral Roll of financial members and sending electronically to those on the Electoral Roll by or on 1 September, electronic ballot material listing all Officer and National Executive nominees alphabetically including such information as may be supplied to the National Secretary by or on behalf of each nominee in support of the nomination including a digital passport-type photograph and a statement not exceeding 200 words.
  - (i) To be eligible to be on the Electoral Roll, members of the Federation must have paid all fees due Week 1 for the current year, and such dues having been received by 25 August.
- (c) During September three email reminders will be sent to members reminding them to complete e-voting.
- (d) No e-voting return will be accepted after noon 20 September.
- (e) Results, following processing by the independent contractor appointed under the authority of the National Secretary shall be forwarded to the current President via the National Office who will declare the results no later than 24 September.
- (f) In the event of any vote being tied the tie shall be resolved by the current National Executive.
- (g) If there are insufficient valid nominations received under sub rule (a) above, but not otherwise, the National Executive may co-opt from its membership.
- (h) Any complaint concerning the election process or results must be received in writing by the National Secretary no later than 10 October.
- (i) At the last National Executive meeting of the year, the National Secretary shall table an

election report.

- 10.4** If a vacancy in the position of President, Vice-President, Past President, National Secretary, or Finance Convener occurs, that vacancy shall be filled by the National Executive from within the National Executive.
- 10.5** If a vacancy occurs within the National Executive outside those positions contained in 10.4, the Executive shall appoint the next Highest Polling Candidate at the last Election or where there is no next highest polling candidate, the Executive may at its discretion co-opt a member for the remainder of the term.
- 10.6** Any officer or other Member of the National Executive may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two thirds majority of those present and voting.
- 10.7** Any Member of the National Executive who:
- (a) Gives notice of resignation in writing; or
  - (b) Absents him/herself from three (3) consecutive meetings of the National Executive without leave or sufficient reason; or
  - (c) Dies, or ceases to be a Member of the Federation as defined in this constitution; or
  - (d) Becomes bankrupt or is convicted of any indictable offence as defined by the Crimes Act 1961 and its subsequent amendments; or
  - (e) Becomes mentally disordered or a protected person in terms of the Personal and Property Rights Act 1988;
- Shall ipso facto cease to be a Member of the National Executive and his/her position for the balance of her/his term shall be filled by the National Executive in the manner herein provided.

## **11 Management by the National Executive**

- 11.1** From the 1<sup>st</sup> day of January to the 31<sup>st</sup> day of December the Federation shall be administered, managed and controlled by the National Executive, which shall be accountable to the members for the implementation of the policies of the Federation as approved by any General Meeting.
- 11.2** Subject to these Rules and the resolution of any General Meeting, the National Executive may exercise all the Federation's powers, other than those required by statute or by these Rules to be exercised by the Federation in General Meeting.
- 11.3** The National Executive shall meet at least eight times a year (but need only meet once in the December/January period) at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or National Secretary.
- 11.4** All National Executive meetings shall be chaired by the President or in the President's absence by the Vice-President or Immediate Past President or in the absence of all three of them by some other National Executive Member elected for the purpose by the meeting and any such chairperson shall have a deliberative and casting vote.
- 11.5** The National Executive may co-opt any person or Member to the National Executive for a

specific purpose, or for a limited period, or generally until the end of the current term of the National Executive.

- 11.6** The quorum for National Executive meetings is half plus one.
- 11.7** Only National Executive members elected under Rule 10.1 or appointed under Rule 10.4 or 10.3 (g) or 11.5 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 11.8** The National Executive may appoint subcommittees consisting of such persons (whether or not members of the Federation) and for such purposes as it thinks fit. Unless otherwise resolved by the National Executive:
- (a) The quorum of every subcommittee is half the members of the subcommittee,
  - (b) No subcommittee shall have power to co-opt additional members,
  - (c) No subcommittee may commit the Federation to any financial expenditure without express authority, and
  - (d) No subcommittee may delegate any of its powers.
- 11.9** The National Executive and any subcommittee may act by resolution approved by a simple majority of the members of the National Executive or subcommittee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 11.10** The National Executive from time to time may make and amend Standing Rules, regulations, bylaws and policies for the conduct and control of Federation activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by members, and copies shall be provided (at cost) to any Member on request.
- 11.11** The President (and in the absence of the President the Vice-President) shall, in addition to all other duties described in these rules, generally supervise and direct the affairs and business of the Federation.
- 11.12** Other than as prescribed by statute or these Rules, the National Executive may regulate its proceedings as it thinks fit.
- 11.13** Members:
- (a) Of the National Executive excepting the President shall receive such honoraria as may from time to time be set by resolution of the National Executive.
  - (b) Of the National Executive and of subcommittees shall be entitled to be reimbursed by the Federation for any reasonable actual expenses incurred by them on behalf of the Federation as approved by resolution of the National Executive.
- 11.14** Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the National Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.
- 11.15** Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Federation possessed by such former officer.

**11.16** The National Executive may employ any person or company to administer or manage the affairs of the Federation.

**11.17** Indemnity for National Executive:

(a) No Officer or Member of the National Executive shall be liable for the acts or defaults of any other Officer or Member of the National Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

(b) The Officers, National Executive and each of its members shall be indemnified by the Federation for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

## **12 National Secretary**

**12.1** The National Secretary shall ensure that minutes are recorded for all General meetings and National Executive meetings including teleconferences constituted as formal meetings and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

**12.2** The National Secretary shall ensure the Federation's records, documents and books are held at the Federation's National Office.

**12.3** Further to 10.1 (b) the National Secretary shall perform such duties as directed by the National Executive.

## **13 Registered Office**

**13.1** The Registered Office of the Federation shall be at such place as the National Executive from time to time determines.

## **14 Finance**

**14.1** The Finance Convener shall keep such books of account as may be necessary to provide a true record of the Federation's financial position, report on the Federation's financial position to each National Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual Meeting together with a budget for the next financial year.

**14.2** The National Executive shall maintain bank accounts in the name of the Federation and all transactions electronic or in manual form shall be authorised by at least two members of the National Executive or, the Executive Officer/National Office Manager with one Member of the National Executive.

**14.3** All money received on account of the Federation shall be banked within seven days of it being received.

- 14.4** All accounts paid or for payment shall be submitted to the National Executive for approval of payment.
- 14.5** The Federation's financial year shall commence on 1 January of each year and end on 31 December of the same year.
- 14.6** The Annual Meeting each year shall appoint an auditor (who is a Member of the New Zealand Institute of Chartered Accountants and not a Member of the Federation) to audit the annual accounts of the Federation and provide a certificate of correctness of the same, and if any such auditor is unable to act the National Executive shall appoint a replacement auditor.

## **15 Execution of Documents**

- 15.1** The Common Seal of the Federation shall be retained by the President at the National Office of the Federation.
- 15.2** Documents shall be executed for the Federation pursuant to a resolution of the National Executive:
- (a) By affixing the Common Seal witnessed by the President or Vice-President and countersigned by some other Member of the National Executive, or
  - (b) Where the document is not required by statute to be executed under common seal, by the President or Vice-President and some other Member of the National Executive signing on behalf of the Federation.

## **16 General Meetings**

- 16.1** The Annual Meeting shall be held in conjunction with the Annual Conference and no later than 30 September in each year at a time and place fixed by the National Executive.
- 16.2** Special General Meetings may be called by the National Executive or by written requisition to the National Secretary signed by not less than a quarter of the financial members.
- 16.3** At least 14 clear days before any General Meeting the National Secretary shall through the National Office send electronically to all Members and Life Members, notice of the business to be conducted at the General Meeting (including in the case of Annual Meetings, copies of the Annual Report, Statement of Accounts, notice of any motions and the National Executive's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 16.4** General meetings may be attended by all members of whatever class of membership, but only financial Members and Life Members are entitled to vote.
- 16.5** Proxy voting shall not be permitted at any General Meeting.
- 16.6** All General Meetings shall be chaired by the President or in the President's absence by the Vice-President or Immediate Past President or in the absence of all three by some other

National Executive Member elected for the purpose by the meeting and any such chairperson shall have a deliberative and casting vote.

## **16.7** Voting

(a) Votes shall be exercised as follows:

- (i) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairperson or of any financial or Life Member present, by secret ballot, and on any secret ballot each financial or Life Member shall be entitled to one vote.
- (ii) Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
- (iii) To determine any issue already lawfully before a General Meeting (including any amendment to these Rules) the meeting may resolve to hold an electronic ballot of its members.
- (iv) To determine any issue (including any amendment to these Rules) the National Executive may resolve to hold an electronic ballot of its members.
- (v) In respect of electronic ballots held under this Rule:
  - Only financial and Life Members may vote in any ballot,
  - The resolution to hold an electronic ballot shall set a closing date and time for ballots to be received by the National Secretary, but the closing date shall be no earlier than a fortnight after the date the electronic ballot material is sent out to financial and Life Members (excluding the date of sending),
  - In respect of any motion to amend these Rules by electronic ballot, the motion shall be accompanied by reasons and recommendations from the National Executive and such motion must be passed by a two-thirds majority of those voting,
  - The National Secretary shall declare the result of the electronic ballot, and
  - The result of any electronic ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.

(b) A resolution passed by the required majority at any General Meeting or by electronic ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted in the electronic ballot.

## **16.8** The business of the Annual Meeting shall be:

- (a) Minutes of the previous General Meeting(s),
- (b) Annual Report of the National Executive, (President)
- (c) Statement of Accounts,
- (d) Motions of which notice has been given,
- (e) General business.

## **16.9** Any Member wishing to give notice of any motion for consideration at the Annual Meeting shall forward written notice of the same to the National Secretary not less than 60 clear days before the date of the meeting. The National Executive may consider all such notices of motion and provide recommendations to members in respect thereof.

## **17 Alteration of Rules**

- 17.1** These rules may be amended or replaced by resolution at an Annual Meeting passed by two-thirds majority of those Members present and voting.
- 17.2** At least 14 clear days before the Annual Meeting at which any such proposal is to be considered the National Secretary shall send electronically to all financial and Life Members notice of the proposed motion, the reasons for the proposal and any recommendations from the National Executive in respect thereof.
- 17.3** Copies of every such alteration, addition, amendment or decision shall be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Act.

## **18 The Annual Conference of the Federation**

- 18.1** (a) The New Zealand Principals' Federation Annual Conference will be organised according to policy and procedure as directed by the National Executive.
- (b) All proposals for hosting future conferences must be submitted three months prior to any Annual Meeting to the National Executive, who will consider the proposals, decide on the venue/association, and announce the decision at the earliest opportunity.

## **19 Standing Rules**

- 19.1** (a) Standing Rules shall be published annually in any Annual Meeting documentation and shall be altered according to the directions stated therein.
- (b) Policy and Procedures shall be held at National Office for examination by members and may be altered by resolution of the National Executive.

## **20 Winding up**

- 20.1** The Federation may be wound up under the provisions of the Incorporated Societies Act 1908.
- 20.2** If the Federation is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes in New Zealand as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any Member.

This '**Constitution and Rules**' was adopted at the Annual Meeting of the New Zealand Principals' Federation (Incorporated) held in Hamilton in July 2013. Printed and Published by Order of the National Executive.

---

---

---

(Signature)

(Name)

(Title)

(Date)