

# CONSTITUTION

of the

TARANAKI FREE KINDERGARTEN  
ASSOCIATION (INC)

*trading as*



**Kindergarten**  
*Taranaki*

***Te Putahi Kura Pūhou o Taranaki***



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## **1. Name of Association**

**TARANAKI FREE KINDERGARTEN ASSOCIATION (INCORPORATED)** (herein known as the Association, Kindergarten Taranaki or TFKA).

## **2. The Registered Office**

The registered office of the Association shall be at such a place as the Board shall from time to time determine. The Chief Executive will notify the Registrar of Incorporated Societies of any change of location of the registered office.

## **3. Objects**

The objects of the Association shall be to:

- a) To provide and promote education for the benefit of young children;
- b) To administer and control Association Kindergarten services in the Taranaki area; and
- c) To establish new kindergarten services in the Taranaki area; and
- d) To do all such lawful things as are conducive to the attainment of the objects of the Association and the furtherance of early childhood education in New Zealand.

## **4. Definitions**

**Association** means the Taranaki Free Kindergarten Association (Incorporated).

**Association Kindergarten** means those Kindergarten services provided by the Association. Annexure 3 provides a list of the Association Kindergartens as at the day of the approval of this constitution, notwithstanding that Annexure 3 will be updated from time to time to include any additional kindergarten services to be provided by the Association.

**Board** means the properly elected, appointed or co-opted Governing Board of the Association (including for the avoidance of doubt the Elected Staff Board

Member), who shall have the role of Governance and shall set policy.

**Board Meeting** means a meeting of the Board.

**Board Member** means a person properly elected or appointed to the Board pursuant to this Constitution and, for the avoidance of doubt, includes the Elected Staff Board Member.

**Board Chair** means the Board Member elected to such a position by the Board by operation of clause 10.5. This person shall also be appointed to act as the chairperson in any meeting.

**Chairperson** means the Board Chair or such other person as selected by operation of Clause 7.1.

**Chief Executive** means a person employed by the Association under that title for the purposes of managing the day to day operations of the Association on such terms and conditions as set out by the Board in accordance with the Association policies and/or by the terms of his/her employment agreement.

**Control** means to make and implement decisions in respect to the provision of Association services and to oversee the implementation of those decisions.

**Elected Staff Board Member** means an appointed permanent Association employee with full speaking and voting rights at all Board and General Meetings, elected bi annually or such other time if the position is vacated by Association employees (excluding Board Members and Ex-Officio Officers of the Board who cannot be elected or vote on the election).

**Electronic Voting** means a vote cast by a Member by Board approved electronic methods pursuant to Clause 6.6.

**Ex-Officio Officer of the Board** means the Chief Executive.

**Extraordinary Contribution** in respect of a Life Member means a Parent Member, Board Member or former Association employee who has demonstrated a combination of two or more of the following:

- dedication to the objectives of the association,
- a high level of commitment and involvement in the Association,
- genuine interest in the significance and value of early childhood education or all Association kindergarten communities,
- endeavours on behalf of the Association above and beyond normal expectations,
- they have been inspired and inspiring,
- they are held in high regard by groups within the Association,

- their endeavours have benefited the Association,
- or their service to the Association has been outstanding.

**Financial Year** means the financial year of the Association as per clause 18.1.

**Free Kindergarten** means a kindergarten free from discrimination and, subject to places being available, accessible to any children regardless of their race, creed, colour, physical or mental ability, the parents/whanau's ability to pay or other such meaning as defined in the laws and relevant regulations of New Zealand.

**General Meeting** means an Annual General Meeting provided for in Clause 13 or a Special General Meeting provided for in Clause 14.

**In Committee Meeting** means that part of a Board Meeting held according to the procedures set out in Clause 10.11.

**Kindergarten Community** shall comprise parents, caregivers and whanau of an Association Kindergarten.

**Life Member** means a person who has been awarded life membership in recognition of their extraordinary contribution to the Association.

**Member** means any Parent Member, Board Member or Life Member.

**Parent Member** means any parents, guardians or designated parental caregivers who currently have a child on the roll or waiting list of an Association Kindergarten.

**Quorum** – where the number of Board Members is an odd number the Quorum shall be half of the Board Members and then rounded up. Where the Board is an even number the Quorum shall be half of the Board members plus one. The minimum number of people for any other sub, establishment or local committee shall be determined in the same manner as a Quorum is determined for Board meetings. In each instance the Quorum must be present within 30 minutes from the scheduled commencement time for the meeting. The Quorum for any General Meeting is a minimum of fifteen (15) Members eligible to vote, present in person, by proxy or by Board authorised electronic voting methods.

**Subcommittee** means any committee formed under Clause 10.9.

## **5. Membership**

### **5.1 Membership of the Association will be open to:**

- a. any Parent Member, Board Member and Life Member; and
- b. to any company or person who supports the objectives of the Association and whose application for membership has been accepted by the Board and confirmed by the Chief Executive. The Board will have the right to decline a membership application without giving any reason for such decision, other than on a confidential basis to the individual concerned.

5.2 Each Member shall be entitled to attend, speak and have one vote at all General Meetings.

5.3 For the avoidance of doubt, any Parent Member of the Association shall be deemed to have ceased being a Member when they no longer meet the definition of Parent Member in Clause 4 and has not already been confirmed as a Member pursuant to clause 5(1)(b).

5.4 Any Member may resign from the Association by giving the Chief Executive written notice of that Member's intention to do so. Resignation shall not extinguish any liabilities which arose during the period of membership.

5.5 Any Member who acts in a manner deemed contrary or prejudicial to the interests of the Association may be suspended from membership or have their membership terminated and of this the Board shall make the decision. No decision to suspend or terminate the membership of any Member will be made until the Member concerned has had the opportunity to respond.

5.6 Life Membership may be conferred upon any person who has made an extraordinary contribution to the Association on the unanimous recommendation of the Board and confirmed by a majority vote at a General Meeting of the Association.

5.7 Life Members shall have the right to attend and speak at all General Meetings of the Association.

## **6 Voting at General Meetings**

6.1 Voting at General Meetings shall be conducted in the following way:

- a. Each Member shall be entitled to one vote.

- b. The Chairperson shall determine, subject to Clause 6.6, whether there is a Quorum at the beginning of each General Meeting and the voting numbers and methods of those present, whether in person, by proxy or by electronic voting methods.
- c. If a **quorum** is not reached within half an hour from the time appointed for any General Meeting the meeting will stand adjourned until reconvened.
- d. If a **quorum** is not reached at Board meetings the meeting will continue with the proviso that all motions and matters arising be formally ratified at the following meeting.
- e. Subject to Clause 6.6 the mode of voting at all General Meetings shall be by show of hands, by voice or by an electronic vote. Any three (3) members present can require a ballot be taken.
- f. Voting for elected Board position shall not be required if an equal number of, or fewer nominations to vacancies are received.
- g. In the event of a ballot, all voting papers will be collated at the General Meeting by two (2) scrutineers who are nominated from the attendees of the meeting. The results of the ballot will then be delivered by the Chairperson to the meeting attendees. The scrutineers shall include all validly cast electronic votes in the ballot.

6.2 At all meetings the Chairperson shall have one vote, and shall in the case of a tie have a casting vote.

6.3 Voting at meetings shall be by a simple majority, save where a higher percentage is required pursuant to this Constitution.

6.4 The Chairperson at any meeting shall declare whether any resolution submitted at such meeting has been carried or by a particular majority, lost. An entry to that effect in the Minute Book of the Association shall be conclusive evidence to the fact.

6.5 Any elected or appointed Board Member, including, for the avoidance of doubt, the Elected Staff Board Member, shall vote in accordance with their opinion on any matter.

6.6 The Board may accept electronic votes from its Members on matters the Board considers appropriate to be voted on electronically. Members who wish to vote electronically must be registered to vote electronically prior to the

Meeting so that the necessary quorum can be ascertained.

## **7. Chairperson of General Meetings**

7.1 At all General Meetings the Board Chair shall preside as Chairperson of the meeting but should the Board Chair not be present the chair shall be taken by a Board Member or by a Member appointed by simple majority of the Members present and entitled to vote.

## **8. Adjournment**

8.1 The Chairperson of any meeting properly convened may, with the simple majority consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **9 Nominations for Election of Board Members**

9.1 Nominations for vacant Board positions are to be called for at least thirty (30) days prior to the Annual General Meeting and nominations must be received no later than fourteen (14) days prior to the date of the Annual General Meeting.

9.2 Each nomination received must be:

- a on the prescribed nomination form.
- b have a nominator and seconder both of whom must be Members of the Association, and
- c be signed by the nominee, the nominator and the seconder.

9.3 Nominees must be Members of the Association. Any spouse, de facto partner, civil union partner, husband or wife of an Association employee is not eligible to be nominated, appointed or co-opted to a position on the Board.

9.4 Nominations received will be disseminated to Members no later than seven (7) days prior to the date of the Annual General Meeting.

9.5 Nominees must, at the time of nomination, attest that they meet the fit and

proper person criteria described in Part 1, No 8 of the Education (Early Childhood Services) Regulations 2008. If, following election it is determined that the nominee does not meet the fit and proper person criteria or is found to have brought the Association into disrepute the Board may by majority vote remove them from their position on the Board.

- 9.6 Nominations will not be accepted from the floor at the Annual General Meeting or Special General Meeting.
- 9.7 Nominations for the position of Elected Staff Board Member will be invited no less than thirty (30) days prior to the Annual General Meeting.
- 9.8 Nominations for the position of Elected Staff Board Member may be received from and in relation to:
  - a. Any Association employee, excluding casual employees, Board Members (other than the current Elected Staff Board Member) and Ex-Officio Officers of the Board; and
  - b. Must be received in writing on the prescribed form.
- 9.9 The Elected Staff Board Member holds the position for a two-year term and is eligible for re-election for a maximum of three (3) terms.
- 9.10 Nominations received shall be forwarded to all Association Kindergartens and work sites no later than seven (7) days prior to the Annual General Meeting.
- 9.11 Each appointed permanent or long term relieving Association employee excluding casual employees and Ex-Officio Officers of the Board, shall be entitled to vote for the Elected Staff Board Member.
- 9.12 Election of the Elected Staff Board Member shall be by way of majority ballot. A ballot may be conducted by post, fax or electronic methods and received by the Chief Executive prior to the Annual General Meeting.
- 9.13 The Elected Staff Board Member's term will immediately cease to hold that position if they either resign the position or their employment with the Association ceases during the term. Should the position of Elected Staff Board Member become vacant during the term an election will then be held in accordance with Section 9 to fill the position until the completion of the current term.

## **10. Board**

- 10.1 The Board shall comprise up to seven (7) people, including the Elected Staff Board Member.
- 10.2 Board members will hold office for two (2) years commencing from the closing of the meeting at which they are elected and continuing until the end of the second Annual General Meeting following their election. Board members are eligible for re-election from the end of their term of office.
- 10.3 The Board may appoint a person or persons to fill casual vacancies on the Board. Appointees must meet the fit and proper person criteria pursuant to Section 9.5. Any such appointment will retire at the Annual General Meeting immediately following his or her appointment, at which point they may stand for election pursuant to Section 9.
- 10.4 The Board may co-opt additional persons with specific skills to assist in the attainment of the objects of the Association. Co-opted persons must meet the fit and proper person criteria pursuant to Section 9.5. Any person so co-opted will have no voting rights but shall have speaking rights. The period of co-option shall be at the discretion of the Board.
- 10.5 A Board member may complete his/her term of office despite no longer having a child on the roll or waiting list of a kindergarten of the Association.
- 10.6 The Board may continue to act, notwithstanding any vacancy, provided that the vacancy or vacancies do not prevent the Board from achieving a Quorum to conduct its meetings.
- 10.7 At the first Board Meeting held after the Annual General Meeting the Board shall elect a Board Chair to serve a one (1) year term. The Elected Staff Board Member is ineligible to serve as Board Chair.
- 10.8 The Board shall have a minimum of eight (8) Board Meetings in any one year and more at its discretion.
- 10.9 The Board may establish sub-committees under the delegated authority of the Board as it deems necessary for such purposes that the Board, in its discretion shall determine.
- 10.10 Meeting fees shall be paid to Board Members for all Board Meetings and other meetings attended and in relation to any other Board business sanctioned by the Board. A variation to such fees must be passed by vote at any General Meeting.
- 10.11 Save where Board Meetings become In-Committee Meetings, Members and

Association employees may attend Board Meetings and any other person may attend by invitation.

- 10.12 Any Board Member may place a motion of no confidence in the Board Chair.
- 10.13 The Board Chair shall immediately step down from the position of Board Chair if the motion of no confidence is passed by a two thirds (2/3) majority of Board Members.
- 10.14 If the Board Chair has resigned or otherwise been removed from the position of Board Chair during the term the Board shall elect a new Board Chair at the following Board Meeting.
- 10.15 The Chief Executive is an Ex Officio Officer of the Board. He or she shall have the right to attend all meetings, be consulted and heard at such meetings and present the views of staff or Members as they may be requested to but shall have no voting rights. Any other person in a management role will attend Board Meetings upon instruction from the Board and will hold speaking but no voting rights.
- 10.16 Any Board Member shall declare any potential conflict of interest prior to discussion of the matter commencing. Where, in the opinion of the Board, a Board Member has a conflict of interest in any matter being considered by the Board, that Member shall have no right to vote on any motion in relation to that matter and may be asked to leave the meeting and not take part in any discussion on the matter.
- 10.17 Notwithstanding any other provision in this Constitution it is intended that three (3) Board Members must continue as Board Members following an Annual General Meeting to serve on the Board notwithstanding that this may result in a Board Member serving a term exceeding two years. At each Annual General Meeting any remaining Board position will be filled by those Nominees that receive the greatest number of votes. This shall not preclude any vacant Board position being filled by a Nominee following resolution at a Special General Meeting.

## **11 Powers of the Board**

- 11.1 The Board may authorise its Members to participate in General Meetings by electronic voting.
- 11.2 Subject to the direction of the Members in a General Meeting, the policies of the Association shall be determined and the governance and control of the affairs of the Association shall be vested in the Board. The Board shall exercise all powers and do all acts and things which may be exercised and

done by the Association and which are not expressly directed or required to be exercised or done by the Association in a General Meeting.

11.3 Without prejudice to the general powers of the Board, it is hereby expressly directed that the Board shall be entrusted with and may exercise and perform all the following powers and duties:

- a. From time to time take all steps and proceedings and do all acts and things which it considers advisable for carrying into effect the objects of the Association.
- b. Subject always to employment law to appoint and employ and in its absolute discretion dismiss, remove or suspend such servants or agents as it may from time to time think fit, and determine duties and power of such servants or agents and to fix their salaries for emoluments and period of engagement. To institute, conduct, defend, compound or abandon any actions, legal proceedings and demands by or against the Association or otherwise concerning the affairs of the Association.
- c. To receive and sign and give effect to receipts and discharges for debentures, dividends or securities for money, debts, goods, chattels and effects which shall come into its hands or of which the Association or Board may become possessed or entitled to or which may become due payable or transferable to the Association or Board from any person or persons, corporation, company or Government.
- d. From time to time to invest, control and deal with all or any of the funds or moneys of the Association in such manner as it shall think fit and from time to time in its absolute discretion to vary any such investment or realise the amount invested therein and to deposit or bank all or any of the funds or moneys of the Association in such Bank or Banks as the Board may from time to time determine and to withdraw such funds or moneys from time to time.
- e. To draw, sign, accept, endorse or otherwise deal with cheques, dividends, warrants, interest notes, promissory notes or other instruments payable to the Association or the Board in such manner as the Board may think fit and to affix the Seal of the Association as herein provided by Clause 17 to all such documents, securities, contracts, transfers, conveyances, leases, bonds, debentures, assignments, deeds and instruments entered into and executed on its behalf as it may deem necessary or in relation to all the purposes, affairs or matters in which the Association may be interested or concerned.

- f. Any Sub Committee appointed by the Board shall have powers only as the Board from time to time determines and the Board may, at any time revoke, alter or extend such powers.
- g. To form, amend or rescind such policies, by-laws, regulations and standing orders as may from time to time be deemed necessary for the purpose of regulating the affairs of the Association, including powers and procedures of any Committee or sub Committee provided however that such policies, by-laws, regulations and standing orders are not inconsistent with these Rules.
- h. All policies, by-laws, regulations and standing orders made, pursuant to Clause 11.3(g) shall be brought to the notice of Members by displaying the same in a conspicuous part of each kindergarten premises under the control of the Association at least one (1) calendar month before the same shall come into force.
- i. From time to time to borrow or raise money and secure payment of the same or to procure payment of any money owing by the Association for the satisfaction or performance of an obligation or liability incurred or undertaken by the Association in such manner as the Association shall determine and in particular by the issue of debentures or any mortgage or charge of lien upon the whole or any part of the Association's property or assets whether present or future.
- j. The Board may purchase, redeem or pay off security or securities. The Board may borrow from the Association bankers an overdraft or otherwise with or without security or securities provided.
- k. From time to time and for such period as it may think fit, to appoint honorary Solicitors and honorary Auditors and at any time in its absolute discretion to revoke any such appointment or appointments.

## **12 Association Employees**

- 12.1 There shall at all times be an employee designated as the Chief Executive.
- 12.2 The Board shall appoint the Chief Executive and fix his/her remuneration.
- 12.3 The duties of the Chief Executive shall be determined by the Board.
- 12.4 The duties of all Association employees shall be determined by the Chief Executive where appropriate having regard to employment law.

## **13 Annual General Meetings**

- 13.1 An Annual General Meeting will be held as soon as possible after the end of each financial year to receive and conduct the following business:
  - a. annual report including:

the Financial Report of the Association containing the annual statement of income and expenditure and balance sheet containing a summary of the property and liabilities of the Association; an election of Board members; any other general business relevant to the affairs of the Association.
- 13.2 At least fourteen (14) days' notice of such an Annual General Meeting stating the nature of the business to be brought before the Annual General Meeting will be given using electronic methods, e.g. Kindergarten email network and Kindergarten social media or by notice displayed at each Association Kindergarten.
- 13.3 The Association may elect a Patron, Honorary Solicitor, and Honorary Auditor at any Annual General Meeting of the Association;

## **14 Special General Meetings**

- 14.1 The Board may whenever it thinks fit and will when requested in writing by fifteen (15) or more members, convene a Special General Meeting.
- 14.2 A Special General Meeting shall be held not less than fourteen (14) days nor more than twenty-eight (28) days after the receipt of such written request.
- 14.3 Fourteen (14) days' notice of the date, time and place of the Special General Meeting and the purpose or general nature of the business to be discussed will be given using electronic methods, e.g. Kindergarten email network and Kindergarten social media or by notice displayed at each Association Kindergarten.
- 14.4 The Board may whenever it sees fit call a Special General Meeting to handle change in policy and/or implementation of new education programmes that effect all the Association Kindergartens.

## **15 Pecuniary Gain**

- 15.1 The funds of the Association shall be applied exclusively for the attainment of the

objects of the Association. No portion of the funds shall be paid or advanced to members in any way except by way of bona fide remuneration to employees or agents or for services rendered or as reimbursement of expenses incurred on behalf of the Association.

## **16 Common Seal**

16.1 The Association will have a common seal which will be in the custody of the Chief Executive. The seal will be affixed in the presence of the Chief Executive and one (1) member of the Board.

## **17 Accounts**

17.1 The Board will cause true accounts to be kept:

- (a) of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure takes place;
- (b) of all assets, credits and liabilities of the Association, including all mortgages, charges and securities of any description affecting any of the property of the Association.

17.2 All money and funds of the Association will be kept in the name of the Association.

17.3 Each bank account held by the Association will be operated on by any two (2) of four (4) people appointed by resolution of the Board for that purpose.

17.4 The Board on behalf of the Association will make the returns required by Section 23 of the Incorporated Societies Act 1908 or by such other statutory provisions for the time being in force dealing with such Associations or Societies.

## **18 Financial Year**

18.1 The financial year will begin on 1 July and end on the last day of June.

18.2 The Financial Statements of the Association shall be audited prior to the Annual General Meeting by a member of the New Zealand Society of Accountants

## **19 Rules**

19.1 The Rules of the Association may be altered, added to or rescinded by a majority vote of not less than 75% of members present in person or registered

to vote electronically at a General Meeting of the Association of which at least fourteen days' notice has been given by an advertisement in a public newspaper, circulating in the Taranaki area and by notice displayed at each Association Kindergarten.

- 19.2 For the purposes of complying with the requirements in maintaining the charitable status of the Association, no addition, alteration or rescission to the constitution may be made which will in any way affect the charitable status of the Association.
- 19.3 The Association will register any alterations in or additions to its rules as required by any statutory provisions for the time being in force.

## **20 Winding Up**

- 20.1 If on the winding up or dissolution of the Association there remains any property or funds whatsoever, after satisfaction of all debts and liabilities, the remaining property or funds shall be distributed as determined by the members of the association at or before the time of such winding up or in default of such disposition by the High Court of New Zealand. Provided, however, that such property or funds shall only be distributed to one or more early childhood organisations of a charitable nature having similar objects to the Association and operating within New Zealand at the time of winding up.

## **21 Interpretation**

- 21.1 If at any time any matter shall arise which is not provided for in these Rules or in the interpretation of these Rules the same shall be determined where appropriate by the Board whose decision shall be final. The Board before determining any matter or matters may if it thinks fit take the advice of its solicitors and if the Board thinks fit act thereupon or refrain from acting thereupon in whole or in part.

## **22 Indemnification of Board Members**

- 22.1 Subject to Clause 23.2 the Board may indemnify Board Members of the Association:
  - a. For any costs that he or she incurs in any proceeding that relates to liability for any act done or omission made in his or her capacity as a Board Member of the Association and in which the Board Member

is acquitted or judgment is given in his or her favour or which is discontinued; and

- b. In respect of liability to any person other than the Association for any act done or omission made by a Board Member in his or her capacity as a Board Member of the Association, and all costs the Board Member incurs in defending or setting any claim or proceeding relating to any such liability; and
- c. this indemnity shall be subject to any limitations or terms contained in any deed or agreement from time to time in force between the Association and the Board Member relating to indemnities.

22.2 Any indemnity conferred by clause 23.1 shall not extend to any liability of the Board Member arising out of or in connection with:

- a. gross negligence or willful default; or
- b. willful or negligent failure to comply with any express instructions properly given by the Association or the Association's rules and objects;
- c. material breach of his or her employment contract with the Association;
- d. criminal liability;
- e. breach of the duty to act in good faith and in the best interests of the Association; or
- f. any other liability for which the giving of an indemnity is prohibited by law

## **Annexure**

List of the Association's Kindergartens as at the day of approval of this Constitution.

Avon Free Kindergarten

Bell Block Fee Kindergarten

Brooklands Free Kindergarten

Devon Free Kindergarten

Eltham Free Kindergarten

Fitzroy Free Kindergarten

Fankleigh Park Free Kindergarten

Hawera Free Kindergarten

Inglewood Free Kindergarten

Kahikatea Free Kindergarten

Kaitake Free Kindergarten

Koromiko Fee Kindergarten

Koru Free Kindergarten

Marfell Free Kindergarten

Merrilands Free Kindergarten

Ngamotu Free Kindergarten

Orapa Free Kindergarten

Patea Free Kindergarten

Pukekura Free Kindergarten

Puketapu Free Kindergarten

Stratford Central Free Kindergarten

Tawhiti Free Kindergarten

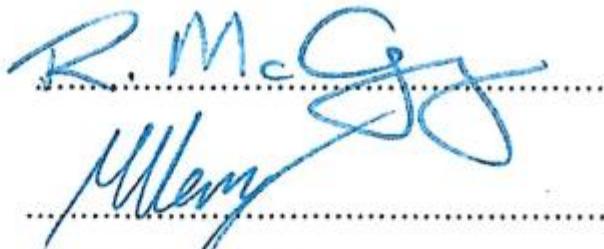
Waitara Central Free Kindergarten

Westown Free Kindergarten

The foregoing amended Constitution and Rules were adopted at the Annual General Meeting of the Association held on the 8<sup>th</sup> day of September 2022.

Signed by:

Riley McGregor



R. McGregor

Matthew Verry



Matthew

Joanne Walker



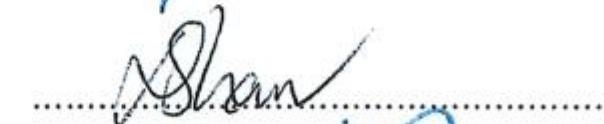
Joanne Walker

Nathanael Bunlee



Nathanael

Leanne Shaw



Leanne

Lee Heremaia



Lee Heremaia

Kylie Kinnell



Kylie Kinnell

as members of the Taranaki Free Kindergarten Association (Incorporated)