

Constitution 2025



Te Whakarōpūtanga
Kaitiaki Kura o Aotearoa
New Zealand School Boards Association

e tipu e rea...

2025 Constitution

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Part 1 - Introductory rules

1.1 Name

The name of the Association is Te Whakarōpūtanga Kaitiaki Kura o Aotearoa / New Zealand School Boards Association Incorporated (in this **Constitution** referred to as the '**Association**').

1.2 Charitable status

The **Association** is registered as a charitable entity under the Charities Act 2005.

1.3 Kuia and Kaumatua

The Association will have a Kuia and Kaumatua. Their role is to support and advise the organisation. They hold voting rights at board meetings and have the discretion to determine which matters they will vote on. While they are subject to the conditions outlined in Section 6 (National Board Members), they are not bound by the term rule (6.3). If a Kuia or Kaumatua position becomes vacant, the process to identify a new Kuia or Kaumatua will be led by the remaining Kuia or Kaumatua and supported by the President and Māori representation from the National Board and Regional Executive Chairs Group. If both positions become vacant, the President will lead the process and be supported by Māori representation from the National Board and Regional Executive Chairs Group.

1.4 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 Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.

'Authorized representative' means the person each member board deems and names to be their representative or delegate.

'President' means the National Board Member responsible for chairing General Meetings and National Board meetings, and who provides leadership for the Association.

'National Board' means the Association'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 Association.

‘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 National Board Members, kept under this Constitution and as required by section 73 of the Act.

‘Matter’ means—

1. the Association’s performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.

‘Member Board’ means a school or educational board that has consented to become a Member of the Association and who has not ceased to be a Member of the Association.

‘Notice’ to Members includes any notice given by email, social media, post, or courier.

‘National Board Member’ means a natural person who is:

- a) a member of the National Board, or
- b) occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Chief Executive.

‘Register of Members’ means the register of Member Boards kept under this Constitution as required by section 79 of the Act.

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

‘Working Days’ mean 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.

1.5 Purposes

The Association is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- advancing education by advocating for and providing education and services to school/educational governance and leadership.

Any income, benefit, or advantage must be used to advance the charitable purposes of the Association.

1.6 Contact person

The Association shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The Association's contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person will be appointed by the National Board

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Association becoming aware of the change.

1.7 Act and Regulations

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

1.8 Registered office

The registered office of the Association shall be at such place in New Zealand as the National Board from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the Act.

Part 2 - Members

2.1 Minimum number of members

The Association shall maintain the minimum number of Members required by the Act.

2.2 Becoming a member: consent

Every applicant for membership must consent in writing to becoming a Member.

2.3 Becoming a member: process

For Member Boards, an initial 'consent to membership form' must be completed and signed by a representative of that board, and an annual fee paid. After initial consent, payment of the annual fee will be considered consent to membership.

Each Member Board is responsible for updating their current board member's details with the Association. The Association will keep a record of consent of each Member Board as a part of the Association's membership records.

2.4 Members' obligations and rights

Every Member Board shall provide the Association in writing with that Member Board's name and contact person, contact details (name, physical or email address and a telephone number) and promptly advise the Association in writing of any changes to those details.

- Member Boards are only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Association's member support and services, and participating in Association activities) if all subscriptions and any other fees have been paid to the Association by their respective due dates, but no Member Board is liable for an obligation of the Association by reason only of being a Member.
- Member Boards shall provide the Association, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's delegate for the purposes of voting at General Meetings.

2.5 Subscriptions and fees

The annual subscription and any other fees for membership for the following financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).

Any Member Board failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 1 calendar month(s) of the date the same was due for payment 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 Association activity until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the National Board may terminate the Member Board's membership (without being required to give prior notice to that Member Board).

2.6 Ceasing to be a member

A Member board ceases to be a Member board—

- by written resignation from the Member Board to the Association, or
- on termination of a Member Board's membership following a dispute resolution process under this Constitution, or
- The Member Board has failed to pay the annual membership fee due to the Association within 20 Working Days of the due date for payment.
- In the opinion of the National Board the Member Board has brought the Association into disrepute.

with effect from (as applicable)—

- the date of receipt of the Member Board's notice of resignation (or any subsequent date stated in the notice of resignation), or
- the date of termination of the Member Board's membership under this Constitution, or
- the date specified in a resolution of the National Board and when a Member Board's membership has been terminated. The National Board shall promptly notify the former Member Board in writing.

2.7 Becoming a member again

Any former Member Board may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by payment of the annual subscription.

But, if a former Member Board's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution of the National Board.

Part 3 - General meetings

3.1 Procedures for all general meetings

The National Board shall give all Members Boards at least 8 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the Member Board's authorised representative at the contact address notified to the Association and recorded in the Association's register of members. The General Meeting and its business will not be invalidated simply because one or more Member Boards do not receive the Notice of the General Meeting.

Only financial Member Boards may attend, and vote at General Meetings—

- in person, or via an online platform, or signed proxy
- by a signed original written proxy in favour of an individual entitled to attend the meeting and received by a **National Board member** or a **Regional Executive Chair** before the commencement of the **General Meeting**, or
- through the authorised representative of a Member Board as notified to the **National Board**, and
- no other proxy voting shall be permitted.

No General Meeting may be held unless representation of at least 100 Member Boards attend the meeting, and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President of the Association, and if at such adjourned meeting a quorum is not present those Members present in person, or online, or by proxy shall be deemed to constitute a sufficient quorum.

A Member Board is entitled to exercise one vote on any motion at a General Meeting in person, or online, or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, by an equivalent electronic process or, on demand of the President or of 2 or more Member Boards present, by secret ballot.

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person, or online, or by proxy and voting at a General Meeting or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

The Association may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the Members who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Member Boards. A Member Board may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

- General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member Board a reasonable opportunity to participate.
- All General Meetings shall be chaired by the President. If the President is absent, the meeting shall elect another member of the National Board to chair that meeting.
- Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- The National Board may propose motions for the Association to vote on ('National Board Motions'), which shall be notified to Members with the notice of the General Meeting.
- Any Member Board may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the National Board at least 16 Working Days before that meeting. The Member Board may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the National Board before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

3.2 Minutes

The Association must keep minutes of all General Meetings.

3.3 Annual General Meetings: when they will be held

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 National Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

The Annual General Meeting must be held no later than the earlier of the following—

- 6 months after the balance date of the Association
- 15 months after the previous annual meeting.

3.4 Annual General Meetings: business

The business of an Annual General Meeting shall be to—

- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- adopt the annual report on the operations and affairs of the Association,
- adopt the National Board's report on the finances of the Association, and the annual financial statements,
- set any subscriptions for the next financial year,
- consider any motions of which prior notice has been given to Member Boards with notice of the Meeting, and
- consider any general business.

The National Board must, at each Annual General Meeting, present the following information—

- an annual report on the operation and affairs of the Association during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by National Board Members during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.5 Special General Meetings

Special General Meetings may be called at any time by the National Board by resolution.

The National Board must call a Special General Meeting if it receives a written request signed by at least 10 percent of Member Boards.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the National Board's resolution or the written request by Member Boards for the Meeting.

Part 4 - National Board

4.1 National Board composition

The National Board will consist of the President and six Board Members.

Board Members on the National Board must be:

- Members of a member board

4.2 Functions of the National Board

The Association shall be managed by, or under the direction or supervision of, the National Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution. It shall serve as the Association's 'committee' as that term is defined in section 5(1) of the Incorporated Societies Act 2022.

4.3 Powers of the National Board

The National Board has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Association, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

Part 5 - National Board meetings

5.1 Procedure

The quorum for National Board meetings is at least half the number of members of the National Board.

A meeting of the National Board may be held either—

1. by a number of the members of the National Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the National Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the National Board is passed at any meeting of the National Board if a majority of the votes cast on it are in favour of the resolution. Every National Board Member on the National Board shall have one vote.

The President shall chair the National Board meetings, or may, by mutual consent, appoint a member of the National Board to act as chair of a meeting. If at a meeting of the National Board, the President is not present, the members of the National Board present may choose one of their number to be chair of the meeting. The President does have a casting vote in the event of a tied vote on any resolution of the National Board.

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

5.2 Frequency

The National Board shall meet a minimum of six times per year and as required, at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.

The President, or other National Board member nominated by the National Board, shall give to all National Board members not less than 5 Working Days' notice of National Board meetings, but in cases of urgency a shorter period of notice shall suffice.

Part 6 - National Board Members (including the President)

6.1 Qualifications of National Board Members

Every National Board Member must be a natural person who —

- has consented in writing to be a National Board Member of the Association, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as a National Board Member of the Association.

National Board Members must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as a National Board Member of the Association, namely —

- 1) a person who is under 16 years of age
- 2) a person who is an undischarged bankrupt
- 3) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an 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
- 4) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- 5) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 - a) an offence under subpart 6 of Part 4 of the Act
 - b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c) an offence under section 143B of the Tax Administration Act 1994
 - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (a) to (c)
 - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- 6) a person subject to:
 - a) a banning order under subpart 7 of Part 4 of the Act, or
 - b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

- d) 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.
- 7) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as a National Board Member a person must —

- consent in writing to be a National Board Member, and
- certify in writing that they are not disqualified from being elected or appointed as a National Board Member either by this Constitution or the Act.

Note that only a natural person may be a National Board Member and each certificate shall be retained in the Association's records.

6.2 Election or appointment of National Board Members and President

National Board Members and President, shall be elected by remote ballot in accordance with the procedures for giving Notice:

- 1) At least 3 months prior to the proposed Election Date, the National Board shall:
 - a) Set the Election Date for elections to the National Board and President role, and
 - b) Appoint a Returning Officer for those elections.
- 2) Within 5 Working Days of determining the Election Date the Association shall give Notice to all financial Members calling for nominations for National Board and President positions requiring to be filled, and such Notice shall include a nomination form and shall specify the date such nominations must be in the hands of the Returning Officer appointed under sub-paragraph (1b) above, such date being not less than 35 Working Days prior to the Election Date.
- 3) A candidate's written nomination shall be accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a National Board Member (as described in the 'Qualification of National Board Members' rule above) and may be accompanied by a signed biography not exceeding one A4 page.
- 4) At least 25 Working Days prior to the Election Date the Association shall give Notice to all financial Members of the nominations received for National Board and President positions and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies of the candidates for election. Such voting paper shall specify the latest date (not less than 3 Working Days prior to the Election Date) it must be in the hands of the Returning Officer appointed by the National Board to be counted as a valid vote.
- 5) In the event of a ballot being required under sub-paragraph (4) above the candidate/s polling the highest number of votes of financial Member Boards shall be declared elected by the Association or the Returning Officer.
- 6) The failure for any reason of any financial Member Board to receive such Notice shall not invalidate the election.

- 7) In the event of any vote being tied the tie shall be resolved by the ballot by the returning officer, under supervision.
- 8) In addition to National Board Members elected under the foregoing provisions of this rule, the National Board may appoint other National Board Members for a specific purpose, or for a limited period, or generally until the next National Board Election. Unless otherwise specified by the National Board any person so appointed shall have full speaking and voting rights as a National Board Member of the Association. 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 a National Board Member (as described in the 'Qualification of National Board Members' rule above).

6.3 Term

The term of office for all National Board Members elected to the National Board shall be 3 years. The term of office officially begins five working days following the announcement of election results.

- No National Board Member shall serve for more than 3 terms as a regular Board Member.
- No President shall serve for more than 3 terms as President.

6.4 Removal of National Board Members (including President)

A National Board Member shall be removed as a National Board Member by resolution of the National Board or the Association where in the opinion of the National Board or the Association —

- 1) The National Board Member or President has been absent from three consecutive National Board meetings without leave of absence from the National Board.
- 2) The National Board Member or President has brought the Association into disrepute.
- 3) The National Board passes a vote of no confidence in the National Board Member or President.
- 4) The National Board Member has ceased to be a member of a member school board (unless it is as a result of the school board elections preceding the end of the National Boards term).

with effect from (as applicable) the date specified in a resolution of the National Board or Association.

6.5 Ceasing to hold office

A National Board Member ceases to hold office when they resign (by notice in writing to the National Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each National Board Member shall within 20 working days of submitting a resignation or ceasing to hold office, deliver to the National office all books, papers and other property of the Association held by such former National Board Member.

6.6 National Board Members' duties

At all times each National Board Member and President:

1. shall act in good faith and in what they believe to be the best interests of the Association,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution,
4. when exercising powers or performing duties as a National Board Member or President, 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:
 - the nature of the Association,
 - the nature of the decision, and
 - the position of the National Board Member or President and the nature of the responsibilities undertaken by them
5. must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, and

must not agree to the Association incurring an obligation unless he or she believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

6.7 Conflicts of interest

A National Board Member or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- to the National Board and or sub-committee, and
- in an Interests Register kept by the National Board.

Disclosure must be made as soon as practicable after the National Board Member or member of a sub-committee becomes aware that they are interested in the Matter.

A National Board Member or member of a sub-committee who is an Interested Member regarding a Matter—

1. must not vote or take part in the decision of the National Board and/or sub-committee relating to the Matter unless all members of the National Board who are not interested in the Matter consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the National Board who are not interested in the Matter consent; but
3. may take part in any discussion of the National Board and/or sub-committee relating to the Matter and be present at the time of the decision of the National Board and/or sub-committee (unless the National Board and/or sub-committee decides otherwise).

However, a National Board Member 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 National Board Members 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 National Board Members 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 National Board shall consider and determine the Matter.

Part 7 – Regional function and Executives

7.1 Regional Executives

Each Regional Executive is required to establish rules regarding how to operate, as approved by the National Board, having regard to the aims and aspirations of the Association as specified in the constitution, strategic plan and governance policies, and the annual budget allocated by the Association for the running of the region.

The rules shall include:

- The formation and size of the Regional Executive.
- A clear written process for the democratic election of their Regional Executive by member boards, including how the Regional Executive Chair shall be elected.
- Processes for the effective operation of the region that are consistent with the common agreed role description approved by the National Board.

Each Regional Executive shall operate an annual operating budget from the Association, allocated to each Regional Executive in accordance with:

- The overall budget established by the National Board, and
- The formula adopted by the National Board after discussion with Regional Executive Chairs.

7.2 Function of Regions

The function of the Association's regions is to provide a representational function with/to member boards within each particular regional area, as determined in the agreed regional role description approved by the National Board from time to time.

Part 8 – Māori Representation

8.1 Māori Representation

The National Board shall pursue Māori representation through any or all of:

- A formal memorandum of agreement between the Association and Māori representation organisation.
- A reciprocal exchange of representation on the governing bodies of the Association and Māori representation organisation.
- In no case can the level of representation of Māori on the governing body of the Association, pursuant to this clause, exceed two in number.

Part 9 - Records

9.1 Register of Member Boards

The Association shall keep an up-to-date Register of Member Boards.

For each current Member Board, the information contained in the Register of Members shall include —

- The name, and
- The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Contact details, including —
 - A physical address or an electronic address, and
 - A telephone number.

The register will also include each Member Board's —

- email address (if any)

Every current Member Board shall promptly advise the Association of any change of the Member Board's contact details.

The Association shall also keep a record of the former Member Boards of the Association. For each Member who ceased to be a Member within the previous 7 years, the Association will record:

- The former Member Board's name, and
- The date the former Member Board ceased to be a Member.

9.2 Interests Register

The National Board shall at all times maintain an up-to-date register of the interests disclosed by National Board Members and by members of any sub-committee.

9.3 Access to information for members

A Member Board may at any time make a written request to the Association for information held by the Association.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Association must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the Member Board pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Association, or
4. the information is not relevant to the operation or affairs of the Association, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the Association in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Association requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Association —

1. that the Member will pay the charge; or
2. that the Member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Part 10 - Finances

10.1 Control and management

The funds and property of the Association shall be—

- controlled, invested and disposed of by the National Board, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Association.

The National Board shall maintain bank accounts in the name of the Association.

All money received on account of the Association shall be banked within 7 Working Days of receipt.

The National Board holds responsibility for payment of all accounts.

The National Board must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the Association, and
2. allow the Association to produce financial statements that comply with the requirements of the Act, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Association's Constitution).

The National Board must establish and maintain a satisfactory system of control of the Association'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 Association.

10.2 Balance date

The Association's financial year shall commence on 01 January of each year and end on 31 December (the latter date being the Association's balance date).

Part 11 - Dispute resolution

11.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below.

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

1. 2 or more Member Boards
2. 1 or more Member Boards and the Association
3. 1 or more Member Boards and 1 or more National Board Members
4. 2 or more National Board Members
5. 1 or more National Board Members and the Association

6. 1 or more Member Boards or National Board Members and the Association.

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

1. a Member Board or a National Board Member has engaged in misconduct
2. a Member Board or a National Board Member has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
3. the Association has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
4. a Member Board's rights or interests as a Member Board have been damaged or Member Board's rights or interests generally have been damaged.

11.2 How complaint is made

A Member Board or a National Board Member may make a complaint by giving to the National Board (or a complaints subcommittee) a notice in writing that—

1. states that the Member Board or National Board Member is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Association.

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

1. states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person or people 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 Association's Constitution.

All Members (including the National Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.

The complainant raising a dispute, and the National Board, 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.

11.3 Person who makes complaint has right to be heard

1. A Member or a National Board Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Association makes a complaint—
 1. the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. a National Board Member may exercise that right on behalf of the Association.
3. Without limiting the manner in which the Member, National Board Member, or Association may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the Member's, National Board Member's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

11.4 Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a Member, a National Board Member, or the Association (the 'respondent')—
 1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or this Act; or
 3. has damaged the rights or interests of a Member or the rights or interests of Members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the Association, a National Board Member may exercise the right on behalf of the Association.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 4. an oral hearing (if any) is held before the decision maker; and
 5. the respondent's written statement or submissions (if any) are considered by the decision maker.

11.5 Investigating and determining dispute

1. The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

11.6 Association may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Association may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a Member or a National Board Member has engaged in material misconduct;
 2. that a Member, a National Board Member, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act;
 3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

11.7 Association may refer complaint

1. The Association may refer a complaint to—
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

11.8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the National Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

Part 12 - Liquidation and removal from the register

12.1 Resolving to put Association into liquidation

The Association may be liquidated in accordance with the provisions of Part 5 of the Act.

The National Board shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Association into liquidation.

The National Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to put the Association into liquidation must be passed by a simple majority of all Member Boards present and voting.

12.2 Resolving to apply for removal from the register

The Association may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The National Board shall give 20 Working Days written notice to all Member Boards of the proposed resolution to remove the Association from the Register of Incorporated Societies.

The National Board shall also give written notice to all Member Boards of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228(4) of the Act.

Any resolution to remove the Association from the Register of Incorporated Societies must be passed by a simple majority of all Member Boards present and voting.

12.3 Surplus assets

If the Association is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member Board, and if any property remains after the settlement of the Association's debts and liabilities, that property must be given or transferred to another organisation for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

Part 13 - Alterations to the constitution

13.1 Amending this constitution

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.

The Association may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 10 per cent of eligible Members and given in writing to the National Board at least 16 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 8 Working Days before the General Meeting at which any amendment is to be considered the National Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the National Board has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

If the Association is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.