

# NZSTA Constitution 2021

## NEW ZEALAND SCHOOL TRUSTEES ASSOCIATION INCORPORATED

### 1. NAME

The full name of the Association shall be the New Zealand School Trustees Association Incorporated. The shortened version shall be NZSTA.

### 2. DEFINITIONS

In the interpretation of this constitution, unless inconsistent with the subject or context:

“**AGM**” means an annual general meeting of the Association.

“**Association**” means NZSTA.

“**Board of Trustees**” means any board constituted under Part 9 of the Education Act 1989 and any amendment or enactment in substitution thereof.

“**Delegate**” means the trustee named in the Appointment of Delegate form. Clause 17(d).

“**Election Year**” means a year as approved by the Board for the NZSTA elections

“**Member Board**” means any board of trustees which is a financial member of the Association.

“**Board**” means the body elected to govern the affairs of the Association.

“**NZSTA region**” means a region approved by the Board and provided for within the NZSTA constitution.

“**Trustee**” means any person on a member board.

### 3. CORE FUNCTIONS

- (a) To advocate on behalf of member boards in relation to policies and practices with possible implications for school governance.
- (b) To provide to member boards high quality education, advice, services and support in accordance with the Strategic Plan so that they may be more effective trustees in meeting their responsibilities.
- (c) To transmit the views of members to those bodies responsible for the development and implementation of education policy.
- (d) To provide trustee leadership including liaison with other education sector groups.
- (e) To formulate policy on pertinent issues on behalf of member boards.
- (f) To honour Te Tiriti o Waitangi
- (g) To ensure NZSTA works to enhance and expand its abilities to enable it to meet its members' needs to raise their own effectiveness.
- (h) The core functions of the Association are restricted to within New Zealand.
- (i) Other such activities approved by the Board that are considered consistent with the Association's core functions.

#### **4. MEMBERSHIP**

- (a) Membership shall be open to all boards of trustees.
- (b) **A board of trustees shall become a member board upon payment of the NZSTA annual membership fee.**
- (c) Payment of the annual NZSTA membership fee shall entitle a member board to membership of the Association from 1 January to 31 December in each year (“membership year”).
- (d) Payment of the annual NZSTA membership fee shall also entitle a member board to elect to be a member of the NZSTA region of the member board’s choice.

#### **5. NZSTA REGIONS**

- (a) There shall be within the Association NZSTA regions.
- (b) The NZSTA regions shall be those approved from time to time as such by the Board.
- (c) Each member board shall be a member of an NZSTA region and will notify the Association of its choice of region upon joining and as requested by the Association.
- (d) A member board may elect to be a member of any NZSTA region it considers appropriate.
- (e) A member board may change NZSTA regions for the next membership year by notice in writing to the Association prior to the 30th of September in any year.
- (f) If a board chooses to belong to a NZSTA region then they will be entitled to vote in that region’s elections pursuant to clause 6 (b).

#### **6. REGIONAL EXECUTIVES**

- (a) Each NZSTA region is required to establish rules regarding how the regional executive is to operate as approved by the Board, having regard to the aims, aspirations of NZSTA as specified in the NZSTA Constitution, Strategic Plan, and the NZSTA Governance Policies (governance policy framework) and the annual budget allocated by NZSTA for the running of the NZSTA region.
- (b) The rules shall include:
  - i) The formation and size of the NZSTA regional executive.
  - ii) A clear written process for the democratic election of their regional executive by member boards and including how the regional chairperson shall be elected.
  - iii) Processes for the effective operation of the NZSTA region that are consistent with the common agreed role description approved by the Board.
- (c) Each NZSTA executive shall operate an annual operating budget from NZSTA, allocated to each NZSTA executive in accordance with:
  - i) The overall budget established by the Board, and
  - ii) the formula adopted by the Board after discussion with regional chairs.

#### **7. FUNCTION OF NZSTA REGIONS**

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

## **8. MĀORI REPRESENTATION**

- (a) The Board shall pursue Maori representation through any or all of:-
- i) A formal memorandum of agreement between the Association and Maori representation organisation.
  - ii) A reciprocal exchange of representation on the governing bodies of the Association and Maori representation organisation.
  - iii) In no case can the level of representation of Maori on the governing body of the Association, pursuant to this clause, exceed 2 in number.

## **9. ANNUAL MEMBERSHIP FEE AND SPECIAL FEES**

- (a) The annual NZSTA membership fee shall be set by AGM.
- (b) If the AGM does not set a new annual NZSTA membership fee then the membership fee shall alter (in all its components) by the same % alteration to the operational grant as is provided by government in the year preceding the AGM.
- (c) A special fee may be levied to meet items of unbudgeted expenditure by resolution of the AGM or of a special meeting carried by a majority of not less than two-thirds of member boards voting.
- (d) The annual membership fee and any special fee shall be paid to NZSTA.
- (e) Boards of trustees which have not paid their annual NZSTA membership fee for the membership year (1 January-31 December) by 1 January of that year shall not be entitled to the benefits of membership from that date, until such time as their annual NZSTA membership fee is paid.
- (f) Member boards which have not paid a special fee within 30 days of being due shall not be entitled to the benefits of NZSTA membership until the special fee is paid.
- (g) Boards of trustees which have not paid special fees as provided for in clause 9(c) shall continue to owe such to the Association as a debt even if their membership is subsequently terminated.

## **10. TERMINATION OF MEMBERSHIP**

- (a) Membership shall be terminated by either the failure to pay the NZSTA membership fee by 1 January in the new membership year, or by a member board giving 30 days' notice in writing to the Association's office, whichever is the sooner.
- (b) Member boards which have not paid their special fees within 60 days of payment being required shall cease to be members of the Association.

## **11. PRESIDENT**

- (a) The President of the Association shall be elected by the NZSTA membership.
- (b) The President must be a trustee at the time of election.
- (c) The incumbent President is not required to be on a board of trustees if they choose to seek further election
- (d) The President shall be elected for a three (3) year term unless the Board determines a shorter term of office due to:

- i) The President being removed from office by the Board part way through a term of office due to a persistent/continued inability to undertake the presidential function to the required standard, or by
  - ii) bringing the good name of the Association into disrepute, as may be determined by the Board.
  - iii) By reason of the previous President having died or resigned the role/refused to continue to serve in office, part way through an existing term of office.
- (e) The term of the President shall commence:
- i) Immediately following his/her election if the previous President has been removed from office under 11(d) i) or ii); died or resigned/refuses to continue to serve in office as provided for in 11 (d) iii)
  - ii) One (1) month after being elected in any other circumstances.
- (f) The President shall have a Schedule of Responsibilities as set by the Board.
- (g) The President shall be paid an honorarium set and approved annually by the Board.
- (h) A President may stand for re-election subject to clause 11(c).
- (i) The President shall preside at all Annual General Meetings, Special General Meetings and all special meetings of the Association and Board meetings. The President shall have a deliberative vote and in the event of voting being declared even, a casting vote.
- (j) If the President is unable to fulfil the duties of President the Board may appoint a temporary replacement.
- (k) If the President ceases to hold office as President they shall cease to be a member of the Board but may stand for election as a regional representative.

## **12 ELECTION OF PRESIDENT**

### **12.1 Nominations**

- (a) The Returning Officer shall be appointed by the Board and, by a date set by the Board, call for nominations for President from member boards by a date set by the Board
- (b) Nominations for President must be submitted by the date set in (a) for nominations in writing by two member boards (signed for and on behalf of each member board by the presiding member of each member board or, in the case of the presiding member being the nominee, another person authorised by the member board).
- (c) The nomination must be accepted in writing by the presidential nominee.
- (d) The nominating member boards must have paid their annual NZSTA membership fee for the current membership year by the time the presidential nomination is received by the Board.
- (e) The nominee must be a trustee of a member board which has paid its annual membership for the current membership year by the time the nomination is received.
- (f) If any of (b), (c) or (d) or (e) above is breached then the nomination is invalid.
- (g) If only one nomination is received that person shall be declared to be President.

### **12.2 Elections**

- (a) The election of the President shall be by ballot of NZSTA members.
- (b) The returning officer shall call for nominations for President from member boards in accordance with 12.1(a)

- (c) Only member boards that have paid their annual membership fee by 31 March in the current membership year shall be entitled to vote in any presidential election.
- (d) Subject to (c) above, each member board shall have one vote.
- (e) The Returning Officer shall forward to all member boards the name and details of each nominee for President at least 30 days before the closing date of voting.
- (f) The Returning Officer shall have the ability to specify limits in respect of candidates' details to be circulated under clause 12.2 (e) above.

### **12.3 Functions of the President**

- (a) The President shall:
  - (i) Lead NZSTA.
  - (ii) Do such things as defined in the Position Description.
  - (iii) Act in a manner as defined in the Schedule of Responsibilities.

### **13. BOARD**

- (a) The Board shall comprise:
  - i) The President.
  - ii) Six (6) members elected by the membership.
  - iii) Member(s) as appointed under Section 8 of this Constitution
  - iv) Up to two (2) co-opted members, not necessarily members of member boards, appointed at the sole discretion of the Board where specialist skills are required.
- (b) Māori representation on the Board under Clause 8 and 13(a) iii) and co-opted members appointed under 13(a) iv) may be revoked by the Board at any time.
- (c) The Board members shall be elected for a three-year term and may stand for re-election subject to 13(e).
- (d) The term of the Board members shall commence immediately following their election.
- (e) Board members must remain a trustee of a member board for the term of their office and his/her position will become immediately vacant if they cease to be a trustee of a member board except for those appointed under 13 (a) (iv). Except, in the event that a Board member is no longer a trustee on a member board following a board election, and such election occurs within the same calendar year and prior to the scheduled Board election, the member may remain in office until the next scheduled Board election.
- (f) The President may delegate to any other board member any aspect of his/her responsibilities but the President remains accountable for their execution.
- (g) Meetings of the Board shall be held at least six (6) times a year at the time, place and duration set by the Board.
- (h) A meeting of the Board may be held either:
  - i) By a number of the members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
  - ii) By means of audio, or teleconference or videoconference communication by which all Board members participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- (i) The quorum for the Board shall be 50% of the members plus one (1).

- (j) In the event of a vacancy on the Board the Board may fill such vacancy by appointment.
- (k) The Board will be required to carry out an annual self-review, one of which will be carried out by an external agent during the Board's term of office.
- (l) That the review will be reported to AGM annually.

## **14 ELECTION OF BOARD**

### **14.1 Nominations**

- (a) A returning officer shall be appointed by the Board and shall, by the date set by the Board, call for nominations for the Board from member boards by a date set by the Board
- (b) Nominations for Board must be submitted in writing, by a date set in (a) for nominations, by two member boards (signed for and on behalf of each member board by the presiding member of each member board or, in the case of the presiding member being the nominee, another person authorised by the member board). The nomination must be accepted in writing by the returning officer.
- (c) The nominating member boards must have paid their annual NZSTA membership fee for the current membership year by the time the Board nomination is received by the returning officer.
- (d) The nominee must be a trustee of a member board which has paid its annual membership for the current membership year by the time the nomination is received.
- (e) If (a), (b), (c) or (d) above is breached then the nomination is invalid.
- (f) If the number of nominations received at the closing date of nominations is the same as the number of Board vacancies to be filled, then those nominated shall be declared to be elected to the Board.

### **14.2 Elections**

- (a) The election of the Board shall be by ballot of NZSTA members.
- (b) Only member boards who have paid their annual membership fee by 31 March in the current membership year shall be entitled to vote in any board election.
- (c) Subject to (b) above, each member board shall have one vote.
- (d) The returning officer shall forward to all member boards the name and details of each nominee for the Board at least 30 days before the closing date of voting.
- (e) The returning officer shall have the ability to specify limits in respect of candidates' details.

### **14.3 Transitional Arrangements**

- (a) The President and Board in office at the time of this clause being passed at the AGM shall remain in office until their term expires in accordance with clause 13(d) for Board members (April 2020) and clause 11(d) for the President (April 2020)
- (b) The President and Board thus elected in April 2020 will have a term of office for a period of three years as consistent with the Constitution
- (c) Clause 14.3 (including this sub clause) shall automatically expire and be removed from this constitution upon the coming into office of the later of the Board members (elected in April 2020) or the President (April 2020)

## **15. FUNCTIONS OF THE BOARD**

- (a) Board shall govern the affairs and funds of the Association and shall make, promote and monitor Association policies in a manner that is consistent with the approved Statement of Expectations.

- (b) The Board shall have all the powers of the Association to do all such acts that are reasonably required in order to discharge its functions and achieve the core functions of the Association (except those acts required to be done by the Association in an AGM), including the following:
- i) Maintain a registered office.
  - ii) Appoint the CEO; monitor his/her performance and hold accountable for the management of the Association's affairs.
  - iii) Establish a Statement of Expectations which may include:
    1. Strategic Direction (purpose, values, strategic outcomes, short and long term priorities).
    2. Key National Policies to be developed/reviewed/evaluated.
    3. Financial Performance objectives.
    4. Establishing Reporting Criteria, such as Key Performance Indicators.
    5. Establish Relationship Protocols, including communication and reporting processes.
  - iv) Develop strategic and business plans.
  - v) Set the budget in line with the approved Statement of Expectations as per 15(b) (iii).
  - vi) Undertake other duties as may be reasonably necessary in order to enable the Board to carry out the core functions of the Association stated herein.
  - vii) Set the Schedule of Responsibilities for the President.
  - viii) Complete the President's Annual Review that is set against agreed goals.

## **16. ANNUAL GENERAL MEETING (AGM)**

### **(a) Time and place of AGM**

- i) The AGM of the Association shall be held at a time determined by the Board each year and announced at the previous AGM.
- ii) The business of the AGM shall be:
  1. To receive and consider the annual report of the Board.
  2. To receive and consider the annual financial statement from the Board.
  3. The appointment of the Auditor.
  4. The setting of the annual NZSTA membership fee.
  5. The consideration of such other business of which due notice has been given.
  6. The consideration of such other business as may be accepted by permission of the majority of members present and with power to vote at such meetings.

### **(b) Speaking Rights**

- i) The following may attend and have speaking rights at all AGMs:
  1. Delegates appointed by member boards.
  2. Board members.
- ii) Any person who is a trustee but not a delegate may attend and may, at the decision of the meeting, be given speaking rights on one or more occasions.

- iii) Any other person invited by the President may attend and may at the decision of the meeting be given speaking rights on one or more occasions.
- iv) The President may specify limits on the number of times, and time allowed, for speaking rights exercised in 17 (b) for delegates/non delegates.

**(c) Voting**

- i) Each member board, which has paid their annual NZSTA membership fee by 31 March, shall have one vote.
- ii) The President shall have, in the event of voting being declared even, a casting vote.
- iii) All member boards who wish to vote at any AGM shall, by notice in writing, appoint a board member to attend such AGM as their delegate, using the official form provided, as set out in clause 16(d). Such form shall be provided to each member board by the Association not later than 60 days prior to such meeting. The appointment of delegate form 16(d) is required to be received by the NZSTA national office 7 days prior to the AGM.
  - 1. Member boards can appoint as their delegate a board member who is on their board or on another member board in their region.
  - 2. On any amendments to and amended motions delegates may vote freely on the board's behalf as they see fit.
- iv) Unless a poll is demanded, voting at any AGM, by those entitled to vote, shall be by the method determined by the presiding member of the meeting.
- v) A poll may be demanded by:
  - 1. Ten or more delegates having the right to vote at meetings; or
  - 2. The presiding member.

**(d) Appointment of Delegate**

- i) The appointment of such delegate shall be in the following form, or as near thereto as circumstances allow:

**Appointment of Delegate**  
 The..... School board (being a member board of NZSTA) appoints  
 ..... to be our delegate and to vote on our behalf at the  
 AGM / special meeting of NZSTA to be held at .....on  
 ..... and any adjournment of any such meeting.

REGARDING ANY AMENDMENTS TO THE MOTION AND AMENDED MOTIONS -  
 The delegate may vote freely on the board's behalf as they see fit.  
 (see clause 16 (c)(iii))

DATED this .....day of.....20...

SIGNED for and on behalf of the ..... School board  
 ..... Presiding member  
 School Number.....



- ii) Notices of motion to the AGM will be accepted from member boards, Regional Executive or from the Board, provided that:
  - 1. Notices of motion from member boards are to be moved and seconded in writing by member boards (to be signed for and on behalf of each member board by the presiding member of each member board);
  - 2. Notices of motion by the Regional Executive, signed by the Regional Chairperson
  - 3. Notices of motion by the Board, signed by the President.

#### **(e) Notices of Motion**

- i) Notices of motion shall be forwarded to the Association to arrive prior to a date set by the Board.
- ii) Notices of motion shall be circulated to all member boards at least 60 days before the date of the AGM.

#### **(f) Quorum**

- i) The quorum for the AGM shall be delegates representing 10% of member boards.
- ii) In the event of a failure of the AGM to have a quorum then the Board will be empowered to carry out such tasks and responsibilities of the AGM pending a Special General Meeting being immediately called by the Board to ratify such decisions.

### **17. NATIONAL CONFERENCE**

- (a) A national conference of the Association may be held in conjunction with the AGM of the Association.
- (b) The business of the national conference shall be determined by the Board.

### **18. SPECIAL MEETINGS**

- (a) Special Meetings of the Association may be called by resolution of the Board or by request of 10% of member boards.
- (b) The Board shall set the time and place of such meetings within 30 days of the receipt of such requests.
- (c) The representation and voting procedures of the meeting will be the same as for an AGM, with necessary modification.
- (d) The business of a Special Meeting shall be specified by the sponsors of such meetings and shall be forwarded to the Board. The Board shall be required to notify the member boards of the business at least 60 days before the date set by the Board for the Special Meeting.
  - i) The quorum for a Special Meeting shall be 10% of member boards unless a Special General Meeting is called as a result of a failure to obtain a quorum at the AGM. In such circumstances the quorum shall be 5% of member boards.
  - ii) However, if the number of delegates is less than 10% of member boards then no other business may be conducted except ratification of the Board's decisions under rule 17(f).

### **19. FINANCE**

#### **(a) Financial Year**

The financial year of the Association shall be from the 1st day of January to the 31st day of December.

### **(b) Control of Funds**

- i) The Board shall be accountable for all moneys and assets of NZSTA.
- ii) The Board may approve delegations and authorities in order to undertake normal business practice.
- iii) The funds of the Association shall be deposited in such accounts as are necessary for the operation of the Association in such bank or banks as the Board may from time to time specify by delegation.

### **(c) Withdrawal or Reassignment of Funds**

All withdrawal of funds shall be signed by any two of the following:

- i) The President or nominee authorised in writing by the President;
- ii) The CEO;
- iii) Any other staff member or Board member who may from time to time be authorised in writing by the Board.

### **(d) Use of Funds**

The funds of the Association shall be used to meet the general expenses of the Association including:

- i) The remuneration and expenses of Association staff.
- ii) The payment of honoraria, meeting fees, travelling and other reasonable expenses of the Board members.
- iii) The provision of Regional Executive Budgets, as approved by the Board, to enable them to undertake their representative activities.

### **(e) Payments**

Such payments and remuneration shall be at rates as resolved by the Board, or as established by the CEO for Association staff from time to time as approved by the Board.

### **(f) Investments**

Any funds not immediately required for the purposes of the Association may be invested by the Board, or as may be delegated to the Association's CEO. In investing such funds the Board or CEO shall adopt the following investment policy:

- i) The Association's investment programme will involve only the utilisation of those funds surplus to the Association's short-term requirements.
- ii) Investments shall be restricted to those considered to fall in a low to medium risk category.
- iii) The Association shall, as may be necessary, seek the advice of professional investment consultants in determining any new investments, or mixes of investments within the investments specified in (ii) above.
- iv) Apart from term or "at call" deposits with the Association's bankers, the Association will ensure that it does not have more than 30% of total funds available for investment committed to any one institution or industry.
- v) Details of the Association's investment portfolio shall be advised monthly to the Board, if a purpose of that meeting is to discuss the investment portfolio, and annually to the AGM.

### **(g) Financial Statement**

- i) The financial statement showing the income and expenditure of the Association during the financial year ending on the 31st day of December in each year, and showing the assets and liabilities of the Association at such date, and all mortgage charges affecting the property of the Association at the close of the said year, shall be prepared and signed by the President, and countersigned by two members of the Board. Such statement shall be presented for audit not later than 1 May in each year, and within one month after receipt of the auditor's certificate, a copy shall be delivered to the Department of Internal Affairs – Charities, and all members.
- ii) The financial statement certified, pursuant to a resolution of the Board, shall be binding upon the Association in all respects as if the same had been approved by the Association at the AGM. Such financial statement shall be presented to the next AGM for discussion and ratification.

### **(h) Fundraising**

The Association shall have the power to borrow or raise money from time to time through the issue of debentures, bonds, mortgages or otherwise howsoever. If any borrowing is to exceed singly or in aggregate 50% of the value of the current assets of the Association, approval from an AGM or Special Meeting shall first be obtained.

### **(i) Personal Pecuniary Profit**

No benefit or advantage, whether or not convertible into money or any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons specified in paragraph CW42(5) of the Income Tax Act 2007, or any enactment in amendment thereof or in substitution therefore, where that person is able, by virtue of that capacity as such person specified therein, in any way (whether directly or indirectly) to determine, or to materially influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded or derived, except as specifically exempted by that section.

## **20. THE AUDITOR**

An auditor who shall be a member of the Institute of Chartered Accountants of New Zealand shall be appointed at the AGM. The term of office will conclude at the next Annual General Meeting. The Board shall have the power to fill any casual vacancy in the office or to make the appointment if an AGM fails or neglects to do so.

## **21. INDEMNITY OF OFFICERS AND BOARD MEMBERS**

To the extent permitted by law, the Board members, NZSTA regional executives and each and every officer shall be indemnified by, and out of the funds of the Association, against any loss, damage, expenses or liability incurred by reason of or in connection with any claim or legal proceedings instituted against them or any one of them for any act done, omitted or suffered in relation to the performance of their official duties, unless the same shall result from their, his or her wilful default.

## **22. AMENDMENT TO CONSTITUTION**

- (a) This constitution may be amended by resolution at an AGM or at any Special Meeting called for the purpose.

- (b) A notice of such proposed amendments together with the name of the proposer and seconder shall be given to the Association at least 75 days before the day fixed for such AGM or Special Meeting and shall be circulated to the member boards at least 60 days before the date of the meeting.
- (c) Any resolution amending the constitution shall require a two-thirds majority.
- (d) No alterations, additions or rescission to these rules shall be approved if it affects the charitable nature of the Association.

### **23. PROPERTY**

The Association may lease, buy, sell or otherwise acquire or deal in property.

### **24. COMMON SEAL**

- (a) The Board shall provide, and be responsible for, the custody of the Association's common seal, which shall only be affixed to any document pursuant to Board resolution.
- (b) Every document to which the seal is affixed shall be signed by any three members of the Board, one of whom shall be the President.
- (c) A register of all such transactions shall be available at Board meetings.

### **25. DISSOLUTION**

- (a) Dissolution shall be in accordance with the Incorporated Societies Act.
- (b) On winding up, any property whatsoever shall not be paid to or distributed to the members but shall be given to some other charitable body having similar charitable objectives or purposes within New Zealand

### **26. SAVING CLAUSE**

Any matter not otherwise specifically provided for in the constitution shall be decided by the Board unless the AGM has made a previous decision on the matter under review. All such decisions shall be reported to members.