

# Constitution

OF THE

## National Council of Home Educators New Zealand Incorporated

*As adopted at the Annual General Meeting Thursday 13th June 2024*

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# Introductory Rules

## 1.0 Name

- 1.1 The name of the **Society** shall be the National Council of Home Educators New Zealand Incorporated (in this **Constitution** referred to as the **National Council**).

## 2.0 Charitable Status

- 2.1 The **National Council** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## 3.0 Definitions & Interpretations

- 3.1 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** or **AGM** means a meeting of the **Members** of the **National Council** held once per year which, among other things, will receive and consider reports on the **National Council's** activities and finances.

**Application** means an application for membership to the **National Council**.

**Chairperson** means person (usually the **Coordinator**) who chairs a **National Council** meeting.

**Coordinator** means the **Officer** on the **Executive** responsible for chairing **General Meetings** and **Executive Committee Meetings**, and who provides leadership for the **National Council**.

**Constitution** means this **Constitution**, including any amendments and any schedules to this **Constitution**.

**Contact Details** means a physical address, an email address and a telephone number.

**Days** means calendar days.

**Executive** means the **National Council's** governing body.

**Executive Committee Meeting** means the **National Council's** governing body monthly meeting.

**Family** means the adult caregiver(s) and the child/ren that they are **Home Educating** or intending to **Home Educate**, who all reside at the same address.

**General Meeting** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **National Council**.

**Home Educating / Home Education / Home Educate** means the domiciliary based education of a **Member's** children aged 18 years and under with such approval as is necessary under the Education Act 1964.

**Home Educator** means the person providing the **Home Education**.

**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 **Officers**, kept under this **Constitution** and as required by Section 73 of the **Act**.

**Matter** means the **National Council's** performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **National Council**.

**Meetings Secretary** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

**Member** means a person who has consented to become a **Full Member, Associate Member** or **Alumni Member** of the **National Council** and has been properly admitted to the **National Council**, and who has not ceased to be a **Member** of the **National Council**.

**Notice** includes any notice given by electronic form, post or courier.

**Officer** means a natural person who is a member of the **Executive**, or occupying a position in the **National Council** that allows them to exercise significant influence over the management or administration of the **National Council**.

**Membership Register** means the register of **Members** kept under this **Constitution** as required by Section 79 of the **Act**.

**Society** means the **National Council**.

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

**Treasurer** means the **Officer** on the **Executive** responsible for financial reporting and recording.

- 3.2 Where the singular is used, plural forms of the noun are also inferred.
- 3.3 Clause headings are for reference only.
- 3.4 Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- 3.5 Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- 3.6 A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

3.7 All periods of time or **Notice** exclude the days on which they are given.

## 4.0 Purposes

4.1 The primary purposes of the **National Council** are to:

- 4.1.1 Provide a nationwide forum in which individual **Home Educators** may work together for their mutual benefit in matters of national, political or common interest; and
- 4.1.2 Advance **Home Education** in Aotearoa New Zealand, by meeting the needs of **Home Educating** families; and
- 4.1.3 Provide or facilitate access to information, resources, and support services for the benefit of **Home Educators** and the interested public; and
- 4.1.4 Assist **Home Educators** and their children to access educational, sporting, and other opportunities within the community; and
- 4.1.5 Conduct or support research/study about **Home Education** in Aotearoa New Zealand; and
- 4.1.6 Educate and increase the public's awareness of **Home Education**, and to promote **Home Education** as a responsible, desirable and credible educational choice; and
- 4.1.7 Make representation relevant to **Home Education** on matters determined by the membership to maintain and improve the present conditions for **Home Educating**.

4.2 The **National Council** must not operate for the purpose of, or with the effect of:

- 4.2.1 Distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- 4.2.2 Having capital that is divided into shares or stock held by its **Members**; or
- 4.2.3 Holding property in which its **Members** have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **National Council** or otherwise).

4.3 But the **National Council** will not operate for the financial gain of **Members** simply if the **National Council**:

- 4.3.1 Engages in trade;
- 4.3.2 Pays a **Member** for matters that are incidental to the purposes of the **National Council**;
- 4.3.3 Reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **National Council** or while pursuing the **National Council's** purposes;
- 4.3.4 Provides benefits to members of the public or of a class of the public and those persons include **Members** or their families;

- 4.3.5 Provides benefits to **Members** or their families to alleviate hardship;
  - 4.3.6 Provides educational scholarships or grants to **Members** or their families;
  - 4.3.7 Pays a **Member** a salary or wages or other payments for services to the **National Council** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **National Council**);
  - 4.3.8 Provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **National Council**.
- 4.4 The **National Council** does not have the power to borrow money.

## 5.0 Commitment to Neutrality & Inclusivity

- 5.1 The **National Council** is committed to promoting and supporting **Home Education** as a viable and valuable educational choice for families. In fulfilling its mission to advocate for and advance **Home Education**, the **National Council** recognises and respects the diversity of beliefs and approaches held by its **Members**. While fostering an inclusive environment, the **National Council** maintains a stance of neutrality and does not endorse or promote any specific philosophies or methodologies within the following realms:
- 5.1.1 Political philosophy or methodology, which refers to a set of principles, beliefs, and approaches concerning governance, political systems, and the distribution of power within a society. It encompasses theories about the organisation of government and political ideologies.
  - 5.1.2 Religious philosophy or methodology, which involves the beliefs, practices, and principles associated with a specific religion. It encompasses theological doctrines, rituals, and matters of worship.
  - 5.1.3 Educational philosophy or methodology, which refers to the underlying principles, theories, and approaches guiding the process of teaching and learning. It includes beliefs about the purpose of education, the nature of knowledge, and the methods employed to facilitate learning, encompassing various educational theories and pedagogical practices.
  - 5.1.4 Parenting philosophy or methodology, which encompasses the set of beliefs, practices, and approaches that individuals or communities adopt in raising and nurturing children. It includes views on discipline, communication, emotional development, and the overall approach to parenting, shaping the parent-child relationship.

- 5.1.5 Socio-economic philosophy or methodology, which involves the set of beliefs, theories, and approaches related to the social and economic organisation of a society. It encompasses views on wealth distribution, economic systems, and the role of government in shaping economic policies.
- 5.2 The **National Council** is dedicated to fostering an environment where individuals with varying perspectives can coexist and collaborate in support of **Home Education**, without promoting or endorsing specific political, religious, educational, parenting, or socio-economic philosophies.
- 5.3 The **National Council** recognises and values the cultural practices of Māori, including traditions which have a strong cultural significance. The **National Council** is committed to fostering an environment that embraces and respects Māori cultural heritage within the broader context of **Home Education** support.
- 5.4 While some practices, such as karakia, hold a spiritual significance within the Māori culture, these practices do not generally fall under the organised religious frameworks typically associated with neutrality concerns. This acknowledgment underscores the **National Council's** commitment to maintaining a neutral stance regarding religious philosophy while honouring and respecting Māori cultural heritage within our community.
- 5.5 The significance of embracing Māori practices lies in the acknowledgment of Aotearoa New Zealand's unique cultural heritage and the understanding that Māori traditions contribute to the rich tapestry of our collective identity. By actively embracing Māori practices, the **National Council** seeks to create an atmosphere where all **Members**, regardless of their cultural background, feel welcomed and respected.
- 5.6 This commitment aligns with the **National Council's** broader mission to support and advocate for **Home Education**, recognising that inclusivity strengthens the community and enriches the **Home Education** experience for all **Members**.

## 6.0 Tikanga, kawa, culture or practice

- 6.1 The tikanga or culture of the **National Council** is as follows:
- 6.1.1 Work to make decisions by consensus; and
- 6.1.2 Act in good faith by dealing respectfully with each other; and
- 6.1.3 Honour Te Tiriti o Waitangi; and
- 6.1.4 Aim to achieve balanced representation in appointments and elected roles.
- 6.2 This **Constitution** shall be interpreted having regard to that tikanga, kawa, culture or practice.



## 7.0 Act and Regulations

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

## 8.0 Registered Office

- 8.1 The registered office of the **National Council** shall be at such place in Aotearoa New Zealand as the **Executive** from time to time determines.
- 8.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies
- 8.2.1 At least 14 **Days** before the change of address for the registered office is due to take effect; and
- 8.2.2 In a form and as required by the **Act**.

## 9.0 Contact Person

- 9.1 The **National Council** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 9.2 The **National Council's** contact person must be:
- 9.2.1 At least 18 years of age; and
- 9.2.2 Ordinarily resident in Aotearoa New Zealand.
- 9.3 A contact person can be appointed by the **Executive** or elected by the **Members** at a **General Meeting**.
- 9.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- 9.4.1 A physical address or an electronic address; and
- 9.4.2 A telephone number.
- 9.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 30 **Days** of that change occurring, or the **National Council** becoming aware of the change.

# Members

## 10.0 Minimum Number of Members

- 10.1 The **National Council** shall maintain the minimum number of **Members** required by the Act.

## 11.0 Types of Members

- 11.1 The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:
  - 11.1.1 A **Full Member** is an individual admitted to the membership class of **Full Member** under this **Constitution** and who has not ceased to be a **Member**.
  - 11.1.2 An **Associate Member** is an individual admitted to the membership class of **Associate Member** under this **Constitution** and who has not ceased to be a **Member**. **Associate Members** shall not possess voting rights and are not eligible to hold an **Officer** position on the **Executive**.
  - 11.1.3 An **Alumni Member** is an individual admitted to the membership class of **Alumni Member** under this **Constitution** and who has not ceased to be a **Member**. **Alumni Members** shall not possess voting rights unless they hold an **Officer** position on the **Executive**.

## 12.0 Full Members

- 12.1 Any individual wishing to apply to be a **Full Member** of the **National Council** must:
  - 12.1.1 Consent in writing to becoming a **Full Member** via the **Application** form; and
  - 12.1.2 Complete the **Application** form provided by the **National Council** in full; and
  - 12.1.3 Reside in Aotearoa New Zealand; and
  - 12.1.4 Be aged at least 18; and
  - 12.1.5 Confirm that:
    - 12.1.5.1 They are currently **Home Educating** with a valid Certificate of Exemption issued by the Ministry of Education; or
    - 12.1.5.2 They have previously **Home Educated** in the last four years with a valid Certificate of Exemption issued by the Ministry of Education; and
  - 12.1.6 Pay the required membership fee, if applicable; and
  - 12.1.7 Supply any other information as requested by the **National Council**.
- 12.2 Only one individual may apply to be a **Full Member** of the **National Council** for each **Family**. Additional **Family** members may apply to become **Associate Members** of the **National Council**.
- 12.3 On receipt of an **Application**, the **Executive** or its delegate shall determine if the **Application** is to be accepted.
- 12.4 The **Executive** or its delegate may accept or decline an **Application** at its sole discretion.
- 12.5 The **Executive** or its delegate must advise the applicant of its decision.

- 12.6 The **Application** form of every **Full Member** to become a **National Council Member** shall be retained in the **National Council's** membership records.

### 13.0 Associate Members

- 13.1 Any individual wishing to apply to be an **Associate Member** of the **National Council** must:
- 13.1.1 Consent in writing to becoming an **Associate Member** via the **Application** form; and
  - 13.1.2 Complete the **Application** form provided by the **National Council** in full; and
  - 13.1.3 Reside in Aotearoa New Zealand; and
  - 13.1.4 Be aged at least 18; and
  - 13.1.5 Confirm that:
    - 13.1.5.1 They are intending to **Home Educate**; or
    - 13.1.5.2 Someone in their **Family** is already a **Full Member** of the **National Council**; and
  - 13.1.6 Pay the required membership fee, if applicable; and
  - 13.1.7 Supply any other information as requested by the **National Council**.
- 13.2 On receipt of an **Application**, the **Executive** or its delegate shall determine if the **Application** is to be accepted.
- 13.3 The **Executive** or its delegate may accept or decline an **Application** at its sole discretion.
- 13.4 The **Executive** or its delegate must advise the applicant of its decision.
- 13.5 The **Application** form of every **Associate Member** to become a **National Council Member** shall be retained in the **National Council's** membership records.

### 14.0 Alumni Members

- 14.1 Any individual wishing to apply to be an **Alumni Member** of the **National Council** must:
- 14.1.1 Consent in writing to becoming an **Alumni Member** via the **Application** form; and
  - 14.1.2 Complete the **Application** form provided by the **National Council** in full; and
  - 14.1.3 Reside in Aotearoa New Zealand; and
  - 14.1.4 Be aged at least 18; and

- 14.1.5 Confirm that they previously **Home Educated** a child more than four years ago with a valid Certificate of Exemption issued by the Ministry of Education; and
- 14.1.6 Pay the required membership fee, if applicable; and
- 14.1.7 Supply any other information as requested by the **National Council**.
- 14.2 On receipt of the **Application** for membership, the **Executive** or its delegate shall determine if the **Application** is to be accepted.
- 14.3 The **Executive** or its delegate may accept or decline an **Application** for membership at its sole discretion.
- 14.4 The **Executive** or its delegate must advise the applicant of its decision.
- 14.5 The **Application** form of every **Alumni Member** to become a **National Council Member** shall be retained in the **National Council's** membership records.

## 15.0 Obligations, Rights & Privileges of Membership

- 15.1 Every **Member** must meet all requirements of membership set out in this **Constitution**, as well as meet any obligations under the policies, guidelines and resolutions adopted by the **National Council** in order to receive, or continue to receive, entitlements as a **Member**.
- 15.2 Every **Member** shall provide the **National Council** in writing with that **Member's** name and **Contact Details** and promptly advise the **National Council** in writing of any changes to those details.
- 15.3 Every **Member** acknowledges and agrees:
  - 15.3.1 To promote the interests of the **National Council** and to assist the **National Council** to achieve its purposes;
  - 15.3.2 Not to do anything to bring the **National Council** into disrepute. This includes but is not limited to:
    - 15.3.2.1 Intentionally making statements that are defamatory, or untruthful against the **National Council** or its **Members**; or
    - 15.3.2.2 Intentionally bullying (whether by cyber, physical, verbal or other means) **National Council Members** and their children; or
    - 15.3.2.3 Producing written material that is against the interest of the **National Council** and other **Members**; or
    - 15.3.2.4 Publicly naming **Members** (including children) in a malicious manner.
  - 15.3.3 That, should a dispute arise, the **National Council** social media groups are not to be used as part of the disputes procedure;
  - 15.3.4 To comply with and observe this **Constitution**, any policies, guidelines and procedures of the **National Council**, and any determination, resolution or

- decision of the **Executive**. The **National Council** respects a **Member's** right to appeal, request further meetings with the **Executive**, and/or hold a **SGM** in accordance with the rules contained within this **Constitution**;
- 15.3.5 Should they communicate with media, politicians or other such interested parties, they should always make it clear that they are not representing the **National Council** unless this has been pre-approved by the **Coordinator** or the **Executive**;
- 15.3.6 That when dealing with third parties they shall make every effort to ensure the **National Council** is identified correctly;
- 15.3.7 That this **Constitution** constitutes a contract between each of them and the **National Council**, and that they are bound by this **Constitution**, and any policies, guidelines and procedures of the **National Council**;
- 15.3.8 That this **Constitution**, and any policies, guidelines and procedures of the **National Council**, are necessary and reasonable and made in the pursuit of a common purpose, namely to support **Home Educating** families within Aotearoa New Zealand.
- 15.4 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing the **National Council's** facilities and assets or participating in **National Council** activities and programmes) if all subscriptions and any other fees have been paid to the **National Council** by their respective due dates.
- 15.5 No **Member** is liable for an obligation of the **National Council** by reason only of being a **Member**.
- 15.6 The **Executive** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **National Council**, and to participate in **National Council** activities, including any conditions of and fees for such access, use or involvement.
- 15.7 If any **Member** does not pay any fee due to the **National Council** by the date specified by the **National Council**, the **National Council** (or any other person as designated by the **Executive**) will give written **Notice** within **14 Days**, that unless the arrears are paid by a nominated date, the membership will be terminated. After that date, the **Member** shall (without being released from the obligation of payment of all outstanding fees) have no membership rights and shall not be entitled to participate in any **National Council** offer, activity or event, including but not limited to, subscription offers. Upon termination for default in fees, a **Member** will be removed from the **Membership Register**.

## 16.0 Subscriptions & Fees

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

- 16.2 Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any subscription fees, within 2 calendar months 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 **National Council** activity or to access or use the **National Council's** premises, facilities, equipment, subscriptions and other property until all the arrears are paid. If such arrears are not paid within 4 calendar months of the due date for payment of the subscription, any other fees, or levy the **Executive** may terminate the **Member's** membership (without being required to give prior **Notice** to that **Member**).

## 17.0 Ceasing to be a Member

- 17.1 A **Member** ceases to be a **Member**:

17.1.1 By resignation from that **Member's** class of membership by written **Notice** in an email message sent from the designated email address recorded on the **National Council Membership Register** by that **Member** to the **Executive**; or

17.1.2 On termination of a **Member's** membership following a dispute resolution process under this **Constitution**; or

17.1.3 On death; or

17.1.4 By resolution of the **Executive** where:

17.1.4.1 The **Member** has failed to pay a subscription, levy or other amount due to the **National Council** within 30 **Days** of the due date for payment; or

17.1.4.2 In the opinion of the **Executive** the **Member** has brought the **National Council** into disrepute; or

17.1.4.3 The **Member** ceases to reside in New Zealand; or

17.1.4.4 The **Member** no longer meets the requirements of their membership class and has not applied to change their membership class.

- 17.2 With effect from (as applicable):

17.2.1 The date of receipt of the **Member's Notice** of resignation by the **Executive** (or any subsequent date stated in the **Notice** of resignation); or

17.2.2 The date of termination of the **Member's** membership under this **Constitution**; or

17.2.3 The date of death of the **Member**; or

17.2.4 The date specified in a resolution of the **Executive** and when a **Member's** membership has been terminated the **Executive** shall promptly notify the former **Member** in writing.

## 18.0 Obligations Once Membership has Ceased

- 18.1 A **Member** who has ceased to be a **Member** under this **Constitution**:
- 18.1.1 Remains liable to pay all subscriptions and other fees to the **National Council's** next balance date; and
  - 18.1.2 Shall cease to hold themselves out as a **Member** of the **National Council**; and
  - 18.1.3 Shall return to the **National Council** all material provided to the **Member** by the **National Council**; and
  - 18.1.4 Shall cease to be entitled to any of the rights of a **National Council Member**.

## 19.0 Becoming a Member Again

- 19.1 Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Executive**.
- 19.2 But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Executive**.

# Records

## 20.0 Membership Register

- 20.1 The **National Council** shall maintain a **Membership Register** in accordance with the **Act** and any regulations.
- 20.2 The collection and use of any personal information in the **Membership Register** shall comply with the Privacy Act 1993, wherein all information collected must be relevant, securely stored and available for correction upon **Member** request.
- 20.3 For each current **Member**, the information contained in the **Membership Register** shall include:
- 20.3.1 Their name; and
  - 20.3.2 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
  - 20.3.3 A physical address; and
  - 20.3.4 An electronic address; and
  - 20.3.5 A telephone number.
- 20.4 Every **Member** shall promptly advise the **National Council** of any change of the **Member's Contact Details**.

20.5 The **National Council** shall also keep a record of the former **Members** of the **National Council**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **National Council** will record:

20.5.1 The former **Member's** name; and

20.5.2 The date the former **Member** ceased to be a **Member**.

## 21.0 Interests Register

21.1 The **Executive** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

## 22.0 Access to Information for Members

22.1 A **Member** may at any time make a written request to the **National Council** for information held by the **National Council**.

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

22.3 The **National Council** must, within a reasonable time after receiving a request:

22.3.1 Provide the information; or

22.3.2 Agree to provide the information within a specified period; or

22.3.3 Agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **National Council** (which must be specified and explained) to meet the cost of providing the information; or

22.3.4 Refuse to provide the information, specifying the reasons for the refusal.

22.4 Without limiting the reasons for which the **National Council** may refuse to provide the information, the **National Council** may refuse to provide the information if:

22.4.1 Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or

22.4.2 The disclosure of the information would, or would be likely to, prejudice the commercial position of the **National Council** or of any of its **Members**;  
or

22.4.3 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 **National Council**; or

22.4.4 The information is not relevant to the operation or affairs of the society; or

22.4.5 Withholding the information is necessary to maintain legal professional privilege; or

22.4.6 The disclosure of the information would, or would be likely to, breach an enactment; or



- 22.4.7 The burden to the **National Council** 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
  - 22.4.8 The request for the information is frivolous or vexatious; or
  - 22.4.9 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**.
- 22.5 If the **National Council** 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 21 **Days** after receiving notification of the charge, the **Member** informs the **National Council**:
- 22.5.1 That the **Member** will pay the charge; or
  - 22.5.2 That the **Member** considers the charge to be unreasonable.
- 22.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## General Meetings

### 23.0 Procedures for All General Meetings

- 23.1 A quorum must be present at all times during a **General Meeting**. A quorum for the **National Council** is at least ten **Full Members**; and at least two of the **Coordinator**, **Meetings Secretary**, or **Treasurer**; and at least two other **Officers**.
- 23.2 If a quorum is not obtained within thirty minutes of the intended commencement time of the **General Meeting**, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a time, date and manner as determined by the **Coordinator** of the **National Council**. **Members** must be given not less than 14 **Days** (two weeks) written **Notice** of the new **General Meeting** as per the rules in this **Constitution**. If no quorum is obtained at such further **General Meeting**, then the persons present at that further **General Meeting** are deemed to constitute a valid quorum.
- 23.3 **Full Members** may attend, speak and vote at a **General Meeting**. A **Full Member** and every **Officer** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy.
- 23.4 **Associate Members** may attend a **General Meeting** but do not have speaking or voting rights.
- 23.5 **Alumni Members** may attend and speak at a **General Meeting** but do not have voting rights unless they hold an **Officer** position.
- 23.6 On any given motion the **Chairperson** of the meeting shall in good faith determine whether to vote by voices, show of hands, or Electronic Secret Ballot. However if

- two or more **Full Members** present demand a secret ballot before a vote by voices or show of hands has begun, voting must be by Electronic Secret Ballot.
- 23.7 Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot as per the following rules:
- 23.7.1 Remote ballot voting is permitted provided that the vote is cast in an email message sent from the designated email address recorded on the **National Council Membership Register**, and that the email message is emailed to the **Meetings Secretary** at least 3 **Days** before the **General Meeting**.
- 23.7.2 Proxy voting is permitted provided that the proxy vote is registered with the **Meetings Secretary** at least 3 **Days** before the **General Meeting** at which the proxy vote will be used. The registration of a proxy vote will be deemed valid provided it includes the following declaration sent from the designated email address recorded on the **National Council Membership Register**:
- I, [Name], being a Full Member of the National Council of Home Educators NZ Incorporated do hereby appoint [Name] as my proxy to vote on my behalf [as instructed/at will] at the Annual/Special General Meeting of the National Council to be held on [date, time and manner] or at any adjournment thereof. I enclose a copy of all specific instructions given to my proxy holder.*
- 23.7.3 The attendance of a **Member** at a **General Meeting** automatically invalidates any proxy that they may have previously registered for that meeting.
- 23.8 The **National Council** 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 **Full Members** voting 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 **Full Members**. **Full Members** may give their approval to a written resolution by signing the resolution or giving approval to the resolution by electronic means.
- 23.9 **General Meetings** may be held using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- 23.10 All **General Meetings** shall be chaired by the **Coordinator**. If the **Coordinator** is absent, the **Executive** shall elect another **Officer** to chair that meeting.
- 23.11 In the event of a tied vote at a **General Meeting**, the **Chairperson** of that meeting shall have an additional casting vote.
- 23.12 Any person chairing a **General Meeting** may:
- 23.12.1 With the consent of a simple majority of **Full Members** present at any **General Meeting** adjourn the **General Meeting** from time to time but no

business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place;

23.12.2 Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chairperson** be removed from the **General Meeting**; and

23.12.3 In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

23.13 The **Executive** may propose motions for the **National Council** to vote on ('**Executive Committee Motions**'), which shall be notified to **Members** with the **Notice** of the **General Meeting**.

23.14 The **National Council** must keep minutes of all **General Meetings** and the minutes must be made available to **Members** within 21 **Days** (3 weeks) of the meeting.

## 24.0 Timing of AGM

24.1 An **AGM** shall be held once a year on a date and using any electronic communication determined by the **Executive** and consistent with any requirements in the **Act**.

24.2 The **AGM** must be held no later than fifteen months since the last preceding **AGM** and no later than six months since the commencement of a new financial year.

## 25.0 Notice of AGM

25.1 Notices will be addressed to the **Member** at the contact email address notified to the **National Council** and recorded in the **Membership Register**. The **AGM** and its business will not be invalidated simply because one or more **Members** do not receive the **Notices** of the **AGM**.

25.2 *First Notice:* The **Meetings Secretary** must give all **Members** at least 63 **Days** (9 weeks) written **Notice** of the **AGM**. The **Notice** shall set out:

25.2.1 The date, time and manner in which the **AGM** is to be held; and

25.2.2 The closing date for submission of any nominations and motions which shall be at least 49 **Days** (7 weeks) before the **AGM** date.

25.3 *Second notice:* The **Meetings Secretary** shall send to **Members** a list of nominations and motions at least 42 **Days** (6 weeks) before the **AGM** inviting those **Members** who wish to provide concise arguments in support or rebuttal of the motions to do so. **Members** must deliver the same to the **Meetings Secretary** at least 28 **Days** (4 weeks) before the **AGM**.

25.4 *Third and final notice:* The **Meetings Secretary** must give all **Members** at least 14 **Days** (2 weeks) written **Notice** of the **AGM**. The **Notice** shall set out:

25.5.1 The date, time and manner in which the **AGM** is to be held; and

- 25.5.2 Instructions on how to join the meeting; and
  - 25.5.3 An agenda stating the nature of the business intended to be transacted at the meeting along with concise arguments in support or rebuttal of any motions as provided by **Members** (which may include the **Executive's** recommendations about those motions); and
  - 25.5.4 Candidates for **Officer** election; and
  - 25.5.5 Electronic ballot voting forms and proxy forms if required; and
  - 25.5.6 Other items of business.
- 25.6 Additional items of general business may not be raised by the floor during the **AGM**.

## 26.0 Business of AGM

- 26.1 The following business shall be conducted at each **AGM**:
- 26.1.1 Confirm the minutes of the last **AGM** and any **SGM(s)** held since the last **AGM**;
  - 26.1.2 Validate and minute the appointment of any **Officers** who joined the **Executive** since the last **AGM**;
  - 26.1.3 Note any disclosures of conflicts of interest made by **Officers** during the most recently completed accounting period (including a summary of the **Matters**, or types of **Matters**, to which those disclosures relate);
  - 26.1.4 Adopt the annual reports on the operations and affairs of the **National Council** during the most recently completed accounting period;
  - 26.1.5 Adopt the **Treasurer's** report on the finances of the **National Council**, and the annual financial statements during the most recently completed accounting period;
  - 26.1.6 Elect **Officers**;
  - 26.1.7 Set membership fees, if any, for the current financial year;
  - 26.1.8 Consider any resolutions or motions of which prior **Notice** has been given to **Members** with the **Notice** of the **AGM**;
  - 26.1.9 Any other motion or matter, including general business, that has been properly submitted for consideration at the **AGM** (which may include the **Executive's** recommendations about those motions).

## 27.0 Timing of SGM

- 27.1 The **National Council** must call a **SGM** at the majority request from the **Executive** or on receipt of a written request signed by 15 per cent or more of the **Full Members** of the **National Council**.
- 27.2 All written requests for a **SGM** must state the purpose for the **SGM** including any motions to be considered.

## 28.0 Notice of SGM

- 28.1 Notices will be addressed to the **Member** at the contact email address notified to the **National Council** and recorded in the **Membership Register**. The **SGM** and its business will not be invalidated simply because one or more **Members** do not receive the **Notices** of the **SGM**.
- 28.2 At least 28 **Days** (4 weeks) written **Notice** must be given by the **National Council** to all **Members**, this **Notice** shall include:
  - 28.2.1 The date, time and manner in which the **SGM** is to be held; and
  - 28.2.2 An agenda stating the nature of the business intended to be transacted at the meeting; and
  - 28.2.3 An invitation to those **Members** who wish to provide concise arguments in support or rebuttal of any motions or resolutions on the agenda to do so. **Members** must deliver the same to the **Meetings Secretary** at least 18 **Days** before the **SGM**.
- 28.3 The **Meetings Secretary** must give all **Members** at least 14 **Days** (2 weeks) written **Notice** of the **SGM**. The **Notice** shall set out:
  - 28.3.1 The date, time and manner in which the **SGM** is to be held; and
  - 28.3.2 Instructions on how to join the meeting; and
  - 28.3.3 An agenda stating the nature of the business intended to be transacted at the meeting along with concise arguments in support or rebuttal of any resolutions as provided by **Members** (which may include the **Executive's** recommendations about those motions); and
  - 28.3.4 Electronic ballot voting forms and proxy forms if required.

## 29.0 Business of SGM

- 29.1 No business may be transacted at any **SGM** other than business specified in the notice convening the meeting.

# Governance

## 30.0 Executive Composition

- 30.1 The **Executive** must comprise the following **Officers**:
  - 30.1.1 Coordinator
  - 30.1.2 Meetings Secretary
  - 30.1.3 Treasurer
  - 30.1.4 Correspondence Secretary
  - 30.1.5 Membership Secretary

- 30.2 The **Executive** may also have **Officers** in the following roles:
- 30.2.1 Member Offers Coordinator
  - 30.2.2 National Government Liaison
  - 30.2.3 Regional Government Liaisons Facilitator
  - 30.2.4 Government Liaison (Unschooling)
  - 30.2.5 Government Liaison (Policy/Research)
  - 30.2.6 Social Media Officer
  - 30.2.7 ID Cards Coordinator
  - 30.2.8 Website Administrator
  - 30.2.9 Future Pathways Advisor
- 30.3 There may be no more than 16 **Officers** in total on the **Executive**.
- 30.4 One person may hold more than one **Officer** role, provided that
- 30.4.1 No more than two roles are held; and
  - 30.4.2 No individual person has the ability to authorise payments; and
  - 30.4.3 The same person does not hold more than one of these roles:
    - 30.4.3.1 Coordinator; or
    - 30.4.3.2 Meetings Secretary; or
    - 30.4.3.3 Treasurer.
- 30.5 At all times the **Executive** must have at least two-thirds **Full Members** serving as **Officers** and no more than one-third **Alumni Members** serving as **Officers**.
- 30.6 **Associate Members** may not serve as **Officers** on the **Executive**.
- 30.7 The **Coordinator** must remain a **Full Member** of the **National Council** for the duration of their service.
- 30.8 The **Executive** will strive to ensure that at least two **Officers** reside in the South Island and at least two **Officers** reside in the North Island, where possible.

## 31.0 Functions of the Executive

- 31.0 From the end of each **Annual General Meeting** until the end of the next, the **National Council** shall be managed by, or under the direction or supervision of, the **Executive**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

## 32.0 Powers of the Executive

- 32.1 The **Executive** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **National Council**,

subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

- 32.2 Other than as prescribed by the **Act** or this **Constitution**, the **Executive** or any sub-committee may regulate its proceedings as it thinks fit.
- 32.3 The **Executive** may appoint sub-committees consisting of such persons (whether or not **Members** of the **National Council**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Executive**:
  - 32.3.1 The quorum of every sub-committee is half the members of the sub-committee but not less than 2;
  - 32.3.2 No sub-committee shall have power to co-opt additional members;
  - 32.3.3 A sub-committee must not commit the **National Council** to any financial expenditure without express authority from the **Executive**; and
  - 32.3.4 A sub-committee must not further delegate any of its powers.

### 33.0 Reporting

- 33.1 The **Executive** shall distribute a quarterly newsletter to **Members** no less than four times each year, which shall include:
  - 33.1.1 A summary of the **Executive** and **National Council** activities for the preceding period; and
  - 33.1.2 The names of elected **Officers** or other appointments; and
  - 33.1.3 Any questionnaires or surveys that may from time to time be used to solicit **Members'** views; and
  - 33.1.4 Any other business or information that the **Executive** thinks fit.

## Executive Committee Meetings

### 34.0 Frequency, Notice & Format

- 34.1 The **Executive** shall meet at least monthly (but need only meet once in the December-January period).
- 34.2 **Executive Committee Meetings** may be called at any time by the **Coordinator** or two other **Officers**.
- 34.3 The **Meetings Secretary**, or other **Officer** nominated by the **Meetings Secretary** or **Coordinator**, shall give to all **Officers** not less than **7 Days Notice of Executive Committee Meetings**, but in cases of urgency a shorter period of **Notice** shall suffice.
- 34.4 **Executive Committee Meetings** may be held using any real-time audio, audio and visual, electronic communication, or by other formats as the **Executive** may decide

provided that all **Officers** participating in the meeting are able to hear each other effectively and simultaneously throughout the meeting.

34.5 **Members** may be present at **Executive Committee Meetings** at the discretion of the **Executive**, but shall have no speaking or voting rights.

34.6 The following business shall be conducted at each **Executive Committee Meeting**:

34.6.1 Confirm the minutes of the previous **Executive Committee Meeting** are a true and correct record;

34.6.2 Minute any changes to the **Executive**;

34.6.3 Adopt the reports on the operations and affairs of the **National Council** for the previous month;

34.6.4 Consider any resolutions or motions;

34.6.5 Any other general business.

### 35.0 Quorum

35.1 No **Executive Committee Meeting** may be held unless the minimum number of **Officers** are present.

35.2 The minimum number of **Officers** is defined as:

35.2.1 One person greater than half the number of currently serving **Officers**.

35.2.2 The minimum number must also include at least one of - the **Coordinator**, **Meetings Secretary**, or **Treasurer**.

### 36.0 Chairperson

36.1 The **Coordinator** shall chair all **Executive Committee Meetings**. If the **Coordinator** is unavailable or not present, the **Meetings Secretary** (or **Treasurer** in the instance where both the **Coordinator** and **Meetings Secretary** are absent) shall select another **Officer** to be acting chair for that meeting. The acting chair will be appointed within fifteen minutes after the designated starting time for that **Executive Committee Meeting**.

36.2 Any **Chairperson** presiding over a meeting of the **National Council** or **Executive** shall relinquish the chair to an independent **Officer** in order to enter into discussion or advocate a viewpoint on matters of substance. This shall be recorded in the minutes.

### 37.0 Voting

37.1 Each **Officer** present shall have one vote at the **Executive Committee Meetings**.

37.2 The **Executive** shall make every effort to reach agreement at all **Executive Committee Meetings** by consensus. If a consensus cannot be reached within three **Executive Committee Meetings**, the motion shall be decided by a majority vote. Every **Officer** on the **Executive** shall have one vote.



- 37.3 The **Chairperson** has a casting vote in the event of a tied vote on any resolution of the **Executive**.
- 37.4 Voting shall be by a show of hands, or upon request of any **Officer**, by a ballot.
- 37.5 Proxy and remote ballot is not allowed.

## 38.0 Resolutions Outside of Meetings

- 38.1 The **National Council Executive** may make a decision by signed resolution in lieu of a meeting, provided that:
  - 38.1.1 A copy of the proposed resolution is sent to every **Officer**; and
  - 38.1.2 All **Officers** consent to the resolution in writing from the email address assigned to their role on the **Executive**.
- 38.2 Any such resolution shall be valid as if it had been passed at an **Executive Committee Meeting** and shall be minuted at the next **Executive Committee Meeting**.

# Officers

## 39.0 Qualifications of Officers

- 39.1 Every **Officer** must be a natural person who:
  - 39.1.1 Is a current **Full Member** or **Alumni Member** of the **National Council**; and
  - 39.1.2 Has consented in writing to be an **Officer** of the **National Council**; and
  - 39.1.3 Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **National Council**.
- 39.2 **Officers** must not be disqualified under Section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **National Council**, namely:
  - 39.2.1 A person who is under 16 years of age.
  - 39.2.2 A person who is an undischarged bankrupt.
  - 39.2.3 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.
  - 39.2.4 A person who is disqualified from being a member of the governing body of a charitable entity under Section 16(2) of the Charities Act 2005.
  - 39.2.5 A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
    - 39.2.5.1 An offence under Subpart 6 of Part 4 of the **Act**; or

- 39.2.5.2 A crime involving dishonesty (within the meaning of Section 2(1) of the Crimes Act 1961); or
- 39.2.5.3 An offence under Section 143B of the Tax Administration Act 1994; or
- 39.2.5.4 An offence, in a country other than Aotearoa New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3); or
- 39.2.5.5 A money laundering offence or an offence relating to the financing of terrorism, whether in Aotearoa New Zealand or elsewhere.
- 39.2.6 A person subject to:
  - 39.2.6.1 A banning order under Subpart 7 of Part 4 of the **Act**; or
  - 39.2.6.2 An order under Section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  - 39.2.6.3 A forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - 39.2.6.4 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.
- 39.2.7 A person who is subject to an order that is substantially similar to an order referred to in 39.2.6 under a law of a country, State, or territory outside Aotearoa New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
- 39.3 Consents and certifications from **Officers** shall be retained in the **National Council's** records.

## 40.0 Interests Register

- 40.1 **Officers** have a duty to disclose any interests.
- 40.2 An **Officer** will have an interest in any matter if they:
  - 40.2.1 May have a personal financial involvement in the matter; or
  - 40.2.2 Are employed by the **National Council** or contracted to provide services to the **National Council**; or
  - 40.2.3 Are the spouse, partner, child or parent of a person who may derive a financial benefit from the matter; or
  - 40.2.4 May have a financial interest in another organisation or business to which the matter relates; or

- 40.2.5 Are a partner, director, officer, board member or trustee of a business, organisation, or trust who may have a financial interest to which the matter relates.
- 40.3 No **Officer** will have an interest in a matter where his, her or their interest is linked to his, her or their role as a **Home Educator** and that interest is not different from the interest of other **Officers**.
- 40.4 Where an **Officer** has an interest in any decision on any matter being considered by or affecting the **National Council**, the **Officer** must, as soon as they become aware of their interest in the matter, disclose the nature and extent of that interest to the **Executive**.
- 40.5 Where an **Officer** is conflicted, they can't vote or sign documents in relation to the conflict without permission from the **Executive**. They may still take part in discussions of the **Executive** and be present at the time of decision-making, and be counted for quorum purposes. The **Executive** may, where it considers appropriate, exclude an **Officer** from any discussion or involvement with any matter it considers the **Officer** to have an interest in.
- 40.6 If the **National Council** enters into a transaction where an **Officer** has a conflict of interest, they may be able to cancel ("avoid") the transaction, unless:
- 40.6.1 It's been more than three months; and/or
- 40.6.2 The **National Council** received fair value for the transaction (regardless of the conflict); and/or
- 40.6.3 To do so would affect the title or interest of a third party who did not have knowledge about the circumstances of the transaction (s 68).
- 40.7 The **Executive** must keep and maintain an **Interests Register** for disclosures made by **Officers**.

## 41.0 Eligibility

- 41.1 Any candidate who wishes to be elected an **Officer** must be a **Full Member** or **Alumni Member** of the **National Council**.
- 41.2 **Members** who wish to be elected an **Officer** must have a **Full Member** nominate them in writing by email to the **Meetings Secretary** at least **28 Days** (4 weeks) prior to the **AGM**.
- 41.3 Nominated **Members** must accept their nomination in writing by email, including a statement certifying they are not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) and a list of interests if any (as described in the 'Conflicts of Interest' rule above), to the **Meetings Secretary** at least **28 Days** (4 weeks) prior to the **AGM**.
- 41.4 The **Coordinator** shall determine the eligibility of any candidate standing for election. In the event eligibility is in dispute then the **AGM** shall determine the matter by majority vote.

## 42.0 Election of Officers

- 42.1 All **Officers** shall be elected annually at the **AGM. Notice** of the date on which nominations for **Officers** close shall be included in, or accompany, the **Notice** of the **AGM**. If the number of nominees for the **Executive**:
- 42.1.1 Is equal to the number of vacancies, the person chairing the **AGM** shall declare the nominees elected;
  - 42.1.2 Is less than the number of vacancies, further nominations may be received from the floor at the **AGM** and if no further nominations are received positions may be left vacant and filled at a subsequent **General Meeting**; and
  - 42.1.3 Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Executive** (excluding those in respect of whom the votes are tied).
- 42.2 The failure for any reason of any **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
- 42.3 If a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Executive** at an **Executive Committee Meeting**.
- 42.3.1 Any such appointee must, before appointment, provide a statement in writing by email certifying:
    - 42.3.1.1 They are not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above); and
    - 42.3.1.2 A list of interests if any (as described in the 'Interests Register' rule above); and
    - 42.3.1.3 They consent to the appointment.
- 42.4 In addition to **Officers** elected under the foregoing provisions of this rule, the **Executive** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Executive** any person so appointed shall have full speaking and voting rights as an **Officer** of the **National Council**.
- 42.4.1 Any such appointee must, before appointment, provide a statement in writing by email certifying:
    - 42.4.1.1 They are not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above); and
    - 42.4.1.2 A list of interests if any (as described in the 'Interests Register' rule above); and
    - 42.4.1.3 They consent to the appointment.

## 43.0 Term

- 43.1 The term of office for all **Officers** elected to the **Executive** shall be 1 year, expiring at the end of the next **Annual General Meeting** after their appointment.
- 43.2 Any **Officer** elected between **Annual General Meetings** will have their appointment ratified at the next **AGM** and their term of office shall expire at the conclusion of that **AGM**.
- 43.3 If an **Officer** is elected at a **SGM** their term of office shall commence at the conclusion of the **SGM** at which they are elected and expire at the conclusion of the next **AGM**.
- 43.4 No **Officer** shall serve for more than 3 consecutive years as **Coordinator** unless a motion is put forward at an **Executive Committee Meeting** approving the nomination of the current **Coordinator** for an additional year. This resolution will pass with a two-thirds majority vote. The current **Coordinator** and any **Officer** standing for nomination of **Coordinator** at the next **AGM** must abstain from the vote.

## 44.0 Officers' Duties

- 44.1 At all times each **Officer**:
  - 44.1.1 Shall act in good faith and in what they believe to be the best interests of the **National Council**;
  - 44.1.2 Must exercise all powers for a proper purpose;
  - 44.1.3 Must not act, or agree to the **National Council** acting, in a manner that contravenes the **Act** or this **Constitution**;
  - 44.1.4 When exercising powers or performing duties as an **Officer**, 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:
    - 44.4.1.1 The nature of the **National Council**; and
    - 44.4.1.2 The nature of the decision, and
    - 44.4.1.3 The position of the **Officer** and the nature of the responsibilities undertaken by them.
  - 44.1.5 Must not agree to the activities of the **National Council** being carried on in a manner likely to create a substantial risk of serious loss to the **National Council** or to the **National Council's** creditors, or cause or allow the activities of the **National Council** to be carried on in a manner likely to create a substantial risk of serious loss to the **National Council** or to the **National Council's** creditors; and
  - 44.1.6 Must not agree to the **National Council** incurring an obligation unless they believe at that time on reasonable grounds that the **National Council** will be able to perform the obligation when it is required to do so.

## 45.0 Removal of Officers

- 45.1 An Officer shall be removed as an **Officer** by resolution of the **Executive** where in the opinion of the **Executive**:
  - 45.1.1 The **Officer** elected to the **Executive** has been absent from two **Executive Committee Meetings** without leave of absence from the **Executive**.
  - 45.1.2 The **Officer** has brought the **National Council** into disrepute.
  - 45.1.3 The **Officer** has failed to disclose a conflict of interest.
  - 45.1.4 The **Executive** passes a vote of no confidence in the **Officer**.
- 45.2 Removal of an **Officer** is with effect from the date specified in a resolution of the **Executive**.

## 46.0 Ceasing to Hold Office

- 46.1 An **Officer** ceases to hold office when they resign (by **Notice** in writing to the **Executive**), are removed, die, or otherwise vacate office in accordance with Section 50(1) of the **Act**.
- 46.2 Each **Officer** shall within 28 **Days** (4 weeks) of submitting a resignation or ceasing to hold office, deliver to the **Executive** all books, papers and other property of the **National Council** held by such former **Officer**.
- 46.3 Each **Officer** shall within 28 **Days** (4 weeks) of submitting a resignation or ceasing to hold office, delete any documents, images or digital media which have been downloaded from the **National Council** document storage accounts, email platforms, or supplied via other electronic means for the purposes of conducting **National Council** business.

## 47.0 Conflicts of Interest

- 47.1 An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **National Council**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
  - 47.1.1 To the **Executive** and/or sub-committee; and
  - 47.1.2 In an **Interests Register** kept by the **Executive**.
- 47.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 47.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:
  - 47.3.1 Must not vote or take part in the decision of the **Executive** and/or sub-committee relating to the **Matter** unless all members of the **Executive** who are not interested in the **Matter** consent; and

- 47.3.2 Must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Executive** who are not interested in the **Matter** consent; but
- 47.3.3 May take part in any discussion of the **Executive** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Executive** and/or sub-committee (unless the **Executive** and/or sub-committee decides otherwise).
- 47.4 However, an **Officer** 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.
- 47.5 Where 50 per cent or more of **Officers** 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 **Officers** agree otherwise.
- 47.6 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 **Executive** shall consider and determine the **Matter**.

## Finances

### 48.0 Balance Date

- 48.1 The financial year of the **National Council** shall begin on 1 April every year and end on 31 March of the next year.

### 49.0 Control & Management

- 49.1 The funds and property of the **National Council** shall be:
  - 49.1.1 Controlled, invested and disposed of by the **Executive**, subject to this **Constitution**; and
  - 49.1.2 Devoted solely to the promotion of the purposes of the **National Council**.
- 49.2 The **Executive** shall maintain bank accounts in the name of the **National Council**.
- 49.3 All money received on account of the **National Council** shall be banked within 14 **Days** (2 weeks) of receipt.
- 49.4 All funds of the **National Council** shall be put into a bank account in the name of the **National Council** and the bank account must be operated in accordance with the policy determined by the **Executive**.
- 49.5 All internet banking transactions shall be endorsed in the manner as directed by the **Executive**, but never with less than two signatories.
- 49.6 There must be at least three **Officers** who are authorised on the **National Council's** internet banking facilities at all times; and

- 49.6.1 The **Treasurer** must be one of these three authorised people.
- 49.7 All accounts paid or for payment shall be submitted to the **Executive** for approval of payment.
- 49.8 The **Executive** must ensure that there are kept at all times accounting records that:
  - 49.8.1 Correctly record the transactions of the **National Council**; and
  - 49.8.2 Allow the **National Council** to produce financial statements that comply with the requirements of the **Act**; and
  - 49.8.3 Would enable the financial statements to be readily and properly audited (if required under any legislation or the **National Council's Constitution**).
- 49.9 The **Executive** must establish and maintain a satisfactory system of control of the **National Council's** accounting records.
- 49.10 The accounting records must be kept in a form or manner that is easily accessible and convertible into written form.
- 49.11 Accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **National Council**.

## **50.0 Assurance on Financial Statements**

- 50.1 No review or audit of the annual financial statements is required unless a review or audit is requested by the **Executive** or by a majority of **Members** at any properly convened **General Meeting**.
- 50.2 The Auditor or Reviewer must have tertiary accounting qualifications and must not be an **Officer** or an employee of the **National Council**.
- 50.3 If the **Members** appoint an Auditor or Reviewer who is unable for some reason to act, the **Executive** shall appoint another Auditor or Reviewer as a replacement.
- 50.4 The **Executive** must provide the Auditor or Reviewer with access to all information of which it is aware.

## **51.0 Use of Funds & Other Assets**

- 51.1 The **National Council** may only use money and other assets of the **National Council** if the circumstances below are satisfied. In this context the term “use money and other assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with money or other assets.
  - 51.1.1 The use is applied towards the promotion of the purposes of the **National Council**;
  - 51.1.2 The use is not for the sole personal or individual benefit of any **Member**; and
  - 51.1.3 That use has been approved by the **Executive** or by majority vote at a **General Meeting**.



- 51.2 Except as provided in this **Constitution**:
- 51.2.1 No portion of the income or property of the **National Council** shall be paid or transferred, directly or indirectly, to any **Member** or **Officer**; and
- 51.2.2 No remuneration or other benefit shall be paid, or given, by the **National Council** to any **Member** or **Officer**.
- 51.3 Nothing in Rule 51.2 above shall prevent payment in good faith of, or to, any **Member** or **Officer** for any of the following, provided that any such payment shall not exceed the amount ordinarily payable between commercial parties dealing at arm's length in a similar transaction:
- 51.3.1 Any services actually rendered to the **National Council**, whether as an employee or otherwise;
- 51.3.2 Goods supplied to the **National Council** in the ordinary and usual course of operation;
- 51.3.3 Any out-of-pocket expenses incurred by a **Member** or **Officer**.

## Dispute Resolution

### 52.0 Meanings of Dispute & Complaint

- 52.1 A dispute is a disagreement or conflict involving the **National Council** and/or its **Members** in relation to specific allegations set out below.
- 52.2 The disagreement or conflict may be between any of the following persons:
- 52.2.1 2 or more **Members**
- 52.2.2 1 or more **Members** and the **National Council**
- 52.2.3 1 or more **Members** and 1 or more **Officers**
- 52.2.4 2 or more **Officers**
- 52.2.5 1 or more **Officers** and the **National Council**
- 52.2.6 1 or more **Members** or **Officers** and the **National Council**.
- 52.3 The disagreement or conflict relates to any of the following allegations:
- 52.3.1 A **Member** or an **Officer** has engaged in misconduct
- 52.3.2 A **Member** or an **Officer** has breached, or is likely to breach, a duty under the **National Council's Constitution** or bylaws or the **Act**
- 52.3.3 The **National Council** has breached, or is likely to breach, a duty under the **National Council's Constitution** or bylaws or the **Act**
- 52.3.4 A **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

- 52.4 A **Member** or an **Officer** may make a complaint by giving to the **Executive** (or a complaints sub-committee) a **Notice** in writing that:
- 52.4.1 States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **National Council's Constitution**; and
  - 52.4.2 Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - 52.4.3 Sets out any other information or allegations reasonably required by the **National Council**.
- 52.5 The **National Council** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice** in writing that:
- 52.5.1 States that the **National Council** is starting a procedure for resolving a dispute in accordance with the **National Council's Constitution**; and
  - 52.5.2 Sets out the allegation to which the dispute relates.
- 52.6 The information setting out the allegations must be sufficiently detailed to ensure that a person 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.
- 52.7 A complaint may be made in any other reasonable manner permitted by the **National Council's Constitution**.
- 52.8 All **Members** (including the **Executive**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **National Council's** activities.
- 52.9 The complainant raising a dispute, and the **Executive**, 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.

## 53.0 Making A Complaint

- 53.1 A **Member** or an **Officer** may make a complaint by giving to the **Executive** (or a complaints sub-committee) a **Notice** in writing that:
- 53.1.1 States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **National Council's Constitution**; and
  - 53.1.2 Sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - 53.1.3 Sets out any other information reasonably required by the **National Council**.
- 53.2 The **National Council** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice** in writing that:

- 53.2.1 States that the **National Council** is starting a procedure for resolving a dispute in accordance with the **National Council's Constitution**; and
- 53.2.2 Sets out the allegation to which the dispute relates.
- 53.3 The information setting out the allegations must be sufficiently detailed to ensure that a person 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.
- 53.4 A complaint may be made in any other reasonable manner permitted by the **National Council's Constitution**.

## 54.0 Right to be Heard

- 54.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 54.2 If the **National Council** makes a complaint:
  - 54.2.1 The **National Council** has a right to be heard before the complaint is resolved or any outcome is determined; and
  - 54.2.2 An **Officer** may exercise that right on behalf of the **National Council**.
- 54.3 Without limiting the manner in which the **Member, Officer, or National Council** may be given the right to be heard, they must be taken to have been given the right if:
  - 54.3.1 They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - 54.3.2 An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - 54.3.3 An oral hearing (if any) is held before the decision maker; and
  - 54.3.4 The **Member's, Officer's, or National Council's** written or verbal statement or submissions (if any) are considered by the decision maker.

## 55.0 Investigating & Determining Dispute

- 55.1 The **National Council** 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.
- 55.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

## 56.0 National Council may decide not to proceed further with complaint

- 56.1 Despite the 'Investigating & Determining Dispute' rule above, the **National Council** may decide not to proceed further with a complaint if:

- 56.1.1 The complaint is considered to be trivial; or
- 56.1.2 The complaint does not appear to disclose or involve any allegation of the following kind:
  - 56.1.2.1 That a **Member** or an **Officer** has engaged in material misconduct.
  - 56.1.2.2 That a **Member**, an **Officer**, or the **National Council** has materially breached, or is likely to materially breach, a duty under the **National Council's Constitution** or bylaws or the **Act**.
  - 56.1.2.3 That a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged.
- 56.1.3 The complaint appears to be without foundation or there is no apparent evidence to support it; or
- 56.1.4 The person who makes the complaint has an insignificant interest in the matter; or
- 56.1.5 The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- 56.1.6 There has been an undue delay in making the complaint.

## **57.0 National Council may Refer Complaint**

- 57.1 The **National Council** may refer a complaint to:
  - 57.1.1 A sub-committee or an external person to investigate and report; or
  - 57.1.2 A sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 57.2 The **National Council** 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).

## **58.0 Decision Makers**

- 58.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Executive** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:
  - 58.1.1 Impartial; or
  - 58.1.2 Able to consider the matter without a predetermined view.

# Constitution Changes

## 59.0 Personal Pecuniary Profits

- 59.1 No addition to, deletion from or alteration of this **Constitution** shall be made which would allow personal pecuniary profits to any individuals.

## 60.0 Alterations to the Constitution by the Executive

- 60.1 All amendments must be made in accordance with this **Constitution**.
- 60.2 Any minor or technical amendments shall be notified to **Members** as required by Section 31 of the **Act**.
- 60.2.1 The **Executive** of the **National Council** must ensure that written **Notice** of the amendment is sent to every **Member** of the **National Council**.
- 60.2.2 The **Notice** must state the text of the amendment and the right of the **Member** to object to the amendment.
- 60.2.3 If no objection from a **Member** is received within 42 **Days** (6 weeks) after the date on which the **Notice** is sent, the **Executive** of the **National Council** may make the amendment.
- 60.2.4 However, if such an objection is received, the **National Council** may not make the amendment under Section 31 of the **Act**.

## 61.0 Alterations to the Constitution by Member Motion

- 61.1 All amendments must be made in accordance with this **Constitution**.
- 61.2 Any proposed resolution made by a **Member** to amend or replace this **Constitution** shall be signed by at least 15 percent of **Full Members** and given in writing to the **Executive** at least 49 **Days** (7 weeks) before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 61.3 The **Meetings Secretary** shall send to **Members Notice** of the motion at least 42 **Days** (6 weeks) before the **General Meeting** inviting those **Members** who wish to provide concise arguments in support or rebuttal of the motion to do so. **Members** must deliver the same to the **Meetings Secretary** at least 28 **Days** (4 weeks) before the **General Meeting**.
- 61.4 At least 14 **Days** (2 weeks) before the **General Meeting** at which any amendment is to be considered the **Executive** shall give to all **Members Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Executive** has.
- 61.5 The **National Council** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

- 61.6 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- 61.7 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.

## Other

### 62.0 Bylaws & Policies

- 62.1 The **Executive** from time to time may make, alter, or rescind bylaws, policies and guidelines for the conduct and control of **National Council** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.
- 62.2 All such bylaws, policies and guidelines shall be binding on **Members** (unless otherwise stated).
- 62.3 A copy of the bylaws, policies and guidelines of the **National Council** shall be available for inspection by any **Member** on request to the **Executive**.

## Winding Up

### 63.0 Liquidation

- 63.1 The **National Council** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- 63.2 The **Executive** shall give 49 **Days** (7 weeks) written **Notice** to all **Members** of the proposed resolution to put the **National Council** into liquidation.
- 63.3 The **Executive** 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**.
- 63.4 Any resolution to put the **National Council** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

### 64.0 Removal from the Register

- 64.1 The **National Council** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- 64.2 The **Executive** shall give 49 **Days** (7 weeks) written **Notice** to all **Members** of the proposed resolution to remove the **National Council** from the Register of Incorporated Societies.

- 64.3 The **Executive** 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**.
- 64.4 Any resolution to remove the **National Council** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

## 65.0 Surplus Assets

- 65.1 If the **National Council** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 65.2 On the liquidation or removal from the Register of Incorporated Societies of the **National Council**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in a charity or charities registered with the Charities Registration Board and who provide services consistent with the purposes of the **National Council**.
- 65.3 However, in any resolution under this rule, the **National Council** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **National Council** complies with this **Constitution** and the **Act** in all other respects.