

NZEALS CONSTITUTION: AMENDED JUNE 2017

1 NAME OF THE SOCIETY

- 1.1 The full name of the society will be "New Zealand Educational Administration and Leadership Society (Incorporated)".

2 AIMS AND OBJECTIVES

- 2.1 To foster a high standard in the practice and study of educational administration and leadership at all levels.
- 2.2 To foster close links among those concerned with the improvement of educational administration and leadership in New Zealand and in other Commonwealth countries.
- 2.3 To facilitate the accumulation and dissemination of knowledge about research and practice in educational administration and leadership.
- 2.4 To foster high standards in the preparation and continuing education of educational leaders.
- 2.5 To encourage the establishment in New Zealand of regional and district associations of those concerned with the practice and improvement of educational administration and leadership.
- 2.6 To foster district, regional and national conferences on various aspects of educational administration and leadership.
- 2.7 To facilitate within New Zealand and with other countries the exchange of teachers, students and practitioners of educational administration and leadership.
- 2.8 To recognise outstanding competence in, and signal service to, high standards in educational administration and leadership at all levels.
- 2.9 To raise the profile of Partnership within the Society, in a manner which:
- a. increases Maori involvement in management and strategic planning processes;
 - b. increases Maori participation at all levels of decision making; and
 - c. implements practices and procedures appropriate to Aotearoa/New

Zealand.

2.10 To demonstrate commitment to the principle of gender equity in representation and visibility of men and women in all aspects of the operations of the Society.

2.11 To undertake any other activities which from time to time are seen by the Society to be in the interests of the Society and educational administration and leadership.

3 MEMBERSHIP

3.1 *Type of membership*

Memberships will comprise individual membership, institutional membership, journal subscription membership, affiliated organisation membership and life membership.

3.2 *Eligibility for Membership*

a. Individual memberships

Any person with an interest in the practice and/or study of educational leadership shall be eligible to apply to become a member of the Society.

b. Institutional membership:

Two or more members of the same organization may hold joint institutional membership. This confers the same rights as individual membership, including the right to vote at general meetings.

c. Journal subscription membership

Organisations and their libraries may hold membership which only entitles them to receive the Society's journals and newsletters.

d. Affiliated organisation membership:

Other organisations with aims and objectives consistent with the aims and objectives of the Society shall be entitled to apply for affiliation with the Society. Organisations affiliated in this way may pay an affiliation fee determined by the Council, sufficient to cover any costs related to their affiliation. Affiliated organisations may be invited to participate in activities of the Society and shall be entitled to receive the same notices as are set out to individual members. Affiliated

organisations shall have no voting rights in the Society. Schools or other educational institutions shall not be eligible for affiliated organisation membership.

3.3 *Life Memberships*

Council may bestow a life membership on any member who is deemed to have provided a high level of service to the Society or for other reason as may be agreed by Council. The life member will have all rights and obligations as an individual member except that the life member will not be required to pay any further subscription.

3.4 *Admission of Members*

Individual subscriptions shall be paid directly to an NZEALS bank account managed by the Treasurer of the Society or an agent of the Treasurer designated by the Council.

3.5 *Modes of Ceasing to be a Member*

- a. Members may resign at any time by notifying in writing the Secretary of the Society or any such person who may be designated by the Council.
- b. Membership may be cancelled by a Branch or the Council where a member fails to pay the annual subscription within a reasonable time.
- c. Membership may be cancelled by the Council where the Council, after appropriate investigation, believes that the member has brought the Society into disrepute.

4 BRANCHES

4.1 Branches of the Society

Members shall be encouraged to meet together in groups for the purpose of advancing the aims and objectives of the Society. Any such group of members may apply to the Council to be constituted as a branch. The Council when deciding to admit a group to branch status shall take into account the size of the group and its geographical location.

4.2 Branches may be established in regions and districts for purposes consistent with the aims and objectives of the Society.

4.3 Branches will be governed by rules compatible with this constitution.

4.4 It shall be within the powers of the Council to specify a branch to which a particular member shall belong.

- 4.5 A branch, once approved by the Council, will be responsible for the following actions for and on behalf of the branch membership:
- a. to act according to the Constitution of the Society; ; to hold during the financial year at least three meetings available to all branch members, one of which shall be the Annual General Meeting.
 - b. to hold an Annual General Meeting of the branch and undertake such business as is appropriate to that meeting, including the presentation of audited annual financial statements and Branch President's annual report. The AGM minutes, Branch President's Annual report and audited financial statements shall be submitted to the National Secretary by April 30th
 - c. such other requirements as may be agreed from time to time by the Council.

4.6 The Council will fulfill the following responsibilities to any active branch:

- a. provide membership details of branch members as may be held by the Council;
- b. provide funding to branches for branch activities as may be agreed by Council.

4.7 **Revocation of Branch status**
Council will have the power to withdraw branch status of any branch which does not fulfill its Constitutional obligations.

4.8 Revocation of branch status of any branch will mean that Council will not provide funding for that branch unless by special determination of the Council Executive.

4.9 Council may re-instate branch status for any branch after the required activities are completed in a subsequent financial year.

4.10 **Winding up of a branch**
Where a branch fails to retain branch status for two consecutive years or where a branch agrees to wind up its operation, all assets of the branch shall revert to the Council.

5 ORGANISATION OF THE SOCIETY

5.1 The Society shall be controlled by a Council consisting of the officers and Branch Presidents of active branches, and up to 4 additional members at large to be elected at the General Meeting.

- 5.2 The Council shall have the right to co-opt up to 4 members who shall have the same rights and privileges as elected members.
- 5.3 The Council shall meet at least once each year. Meetings may be by teleconference or by internet meeting service.
- 5.4 The Council may delegate business to an Executive Committee. The Executive Committee shall consist of President, Vice-President, Immediate Past-President, Secretary and Treasurer and 1 other Council member.
- 5.5 The Executive shall be elected annually by the Council.
- 5.6 Any casual vacancy occurring among the officers or members of the Council may be filled by the Council.
- 5.7 Where any vacancy amongst the officers is filled by a current serving Council member, the position held by that person may, by approval of the Council, be deemed to be vacant, and such vacancy then filled in line with clause 5.6.

6 OFFICERS

- 6.1 At the General Meeting of the Society, the following officers shall be elected:
- a. a President; a Vice-President; a Secretary;
 - b. a Treasurer who will be responsible for the handling of the Society's funds under the direction of the Council.
- 6.2 The immediate past President shall continue as an officer of the Council.
- 6.3 Subject to Council approval any position as an Officer of the Society may be operated as a joint position with one other person.

7 MEETINGS OF THE COUNCIL AND EXECUTIVE

- 7.1 A quorum of the Council shall be one half of those entitled to vote.
- 7.2 A quorum of the Executive shall consist of 4 members of the Executive.
- 7.3 Decisions shall be taken by a simple majority of those present and voting.

7.4 At all meetings the President shall have both a casting and deliberative vote.

8 POWERS

8.1 The Society subject to approval of the General Meeting or a Special General Meeting may hold property and may enter into contracts and leases.

8.2 The Council may employ staff to expedite the business of the Society.

8.3 The Council shall have such other powers as may be necessary for the administration of the Society.

9 FINANCES

9.1 The funds of the Society shall consist of such fees for membership as may be determined at the General Meeting and in intervening years at a Special General Meeting after the circulation of a proposal to all branches.

9.2 Notwithstanding clause 9.1 the Council shall be able to levy members with any such subscription as may have been approved by the Council prior to the formal adoption of a subscription rate at the General Meeting or Special General Meeting. Where this action is authorised, any subsequent decrease in subscription approved at the General Meeting or Special General Meeting shall be remitted to those who have paid the higher rate. Where the subsequently approved subscription is higher than that initially approved by Council, members having already paid the lower rate may be charged the difference, as determined by the Council.

9.3 The subscription will be paid to the Society together with such grants, contributions, bequests and other forms of income as the Society may receive from time to time.

9.4 Branches shall have the power to levy their members for purposes that are appropriate to the aims of the Society.

9.5 It shall be the responsibility of the Treasurer to provide annually a financial statement for the previous financial year together with a budget for the current and following years. These documents shall be presented to the biennial face-to-face General Meeting, and in intervening years to an online General Meeting of members.

9.6 Individual subscriptions shall be paid directly to an NZEALS bank account

managed by the Treasurer of the Society or an agent of the Treasurer designated by the Council in any branch.

- 9.7 The Council may make financial grants to branches to cover operating costs and approved activities.
- 9.8 The financial year shall close on 31 December.
- 9.9 An Auditor shall be appointed by the Society at the General Meeting. The Council may fill any casual vacancy in the office of Auditor.
- 9.10 It shall be the duty of the Auditor to report annually to the members of the Society whether the financial statements present a true and fair view of the state of the Society's financial affairs. The auditor must be a member of the Chartered Accountants Australia and New Zealand (CAANZ)
- 9.11 All moneys received by the Society shall be paid into such banking accounts as are approved by the Council.
- 9.12 Payments on behalf of the Society shall be made by way of electronic payments and cheques that shall be signed by two of the four approved bank signatories appointed for the purpose by the Council. Normally, one of these signatories would be the Treasurer.
- 9.13 The Council may from time to time at its discretion raise funds by any means, including borrowing and the giving of security as the Council deems fit.

10 PERSONAL BENEFIT

- 10.1 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of the member or associated person of any income, benefit or advantage whatsoever.
- 10.2 Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

11 RESEARCH AND INFORMATION

- 11.1 The Council or the Executive shall have the power to set up working

parties, and to encourage and conduct research and projects in educational administration and leadership.

11.2 The Society may publish and distribute such publications as the Council may decide.

12 CONFERENCE, SEMINARS AND WORKSHOPS

12.1 The Society may organise conferences, seminars, workshops and lecture series or any such other activity as it considers appropriate.

12.2 As far as practicable such activities shall be financially self-supporting.

13 AWARDS AND RECOGNITION OF OUTSTANDING SERVICE TO EDUCATIONAL ADMINISTRATION

13.1 The Council may establish awards as it considers appropriate which recognise outstanding service to promoting high standards of educational administration and leadership.

13.2 The Council will establish procedures for making such awards which invite participation and nominations from the branches and utilise the judgment of members of the Council, together with authorities in educational administration and leadership from universities and government agencies or other organisation as appropriate to ensure equitable consideration of all persons so nominated.

14 THE ANNUAL GENERAL MEETING OF THE SOCIETY

14.1 The Annual General Meeting of the Society shall be held no later than **30th April** each year. In exceptional circumstances, the date may be re-set to accommodate the biennial National Conference. Notice of the meeting and papers related to the business of the meeting shall be sent to all members at least 3 weeks prior to the date set.

14.2 In every even year, the Annual General Meeting will be held face-to-face during the biennial National Conference. In intervening years, it will be held online.

14.3 All financial members of the Society shall be eligible to attend and vote at the General Meeting of the Society.

15 CONDUCT OF THE ANNUAL GENERAL MEETING OF THE SOCIETY: FACE TO

FACE MEETINGS

- 15.1 The President, or a person designated by the President, shall chair the General Meeting.
- 15.2 There will be a quorum of 10 members from a majority of branches for a General Meeting of the Society.
- 15.3 Proposals relating to changes in policy, subscription rates or the constitution, together with member acceptance of the audited accounts, may be given effect by a simple majority of the General Meeting provided all such proposals are circulated with the notice of meeting.
- 15.4 Every motion properly put to the meeting shall be decided in the first instance by the person holding the chair on the voices. If, after any motion has been put, the chair considers it desirable or any person present entitled to vote demands, that the motion be decided by a show of hands, a show of hands shall be taken on the motion and the chair shall declare the result accordingly.

CONDUCT OF THE ANNUAL GENERAL MEETING OF THE SOCIETY: ONLINE MEETINGS

- 15.5 At least three weeks' notice in writing of the time and medium for the online General Meeting of the Society and of the motions or business to be considered at such meeting shall be given by the Secretary to all financial members.
- 15.6 All financial members of the Society shall be eligible to attend, discuss and vote at online General Meetings of the Society.
- 15.7 There will be a quorum of 10 members from a majority of branches for online General Meetings.
- 15.8 Proposals relating to changes in policy, subscription rates or the constitution, together with member acceptance of the audited accounts, may be given effect by a simple majority of members participating in the General Meeting, provided all such proposals are circulated with the notice of meeting.

16 SPECIAL GENERAL MEETING

- 16.1 Special General Meetings of the Society may be convened by the Council

and held at such time and place as the Council determines for the purpose of considering, and if necessary, taking action with reference to any motion or business of which due notice has been given. Such meetings may be held online. A Special General Meeting shall be so convened and held if not less than 10 members from one or more branches by signed requisition delivered to the Secretary and stating the grounds therefore in writing so require.

16.2 At least three weeks notice in writing of the time and place so fixed for any Special General meeting of the Society and of the motions or business to be considered at such meeting shall be given by the Secretary to the branches.

16.3 All financial members of the Society shall be eligible to attend and vote at any Special General Meetings of the Society.

16.4 There will be a quorum of 3 Executive members and 4 other Council members including branch representatives from a majority of active branches for Special General Meetings.

17 COMMON SEAL

The Secretary should have custody and control of documents which are legally binding on the Society. Such documents, following a resolution of Council, shall be signed by two members of the Executive, one of whom should be the President.

18 WINDING UP

If upon the winding up or dissolution of the Society there remains after the satisfaction of its debt and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be transferred forthwith to the New Zealand Council for Educational Research or to such other organisation with aims similar to that of the Society as may be approved by the Society, such property to be used towards the advancement of educational administration in such a way as the governing body of the other organisation may decide.

19 INTERPRETATION OF RULES

If any doubt shall arise as to the correct interpretation of any clause or section of a clause of this Constitution, the decision of the Council thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the Minute Book of the Council.

ALTERATIONS TO RULES

This Constitution may be altered and amended from time to time with the exception of clause 10 (Personal Benefit) and 18 (Winding Up) unless with prior approval of the Inland Revenue Department. Such alterations or amendments shall be made only at the General Meeting or Special General Meeting of the Society after the giving of due notice as required by this Constitution subject to the following conditions:

- a. Notice stating the general tenor of any proposed alterations or additions to this Constitution shall be given to each member; The meeting may amend any such proposals;
- b. Proposals relating to changes in this constitution may be given effect by a simple majority of the members present at the General Meeting or Special General Meeting and entitled to vote.

Signed:



D. J. Milne



Date: 05-06-2017

Date: 05-06-2017

Date: 05-06-2017

Anne Malcolm

Doug Milne

Ann Briggs

NZEALS National President

NZEALS National Treasurer

NZEALS National Secretary