

RULES OF

Aro Arataki Children's Centre Incorporated

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1.0 Name

1.1 The name of the society is Aro Arataki Children's Centre Incorporated ("the Society").

2.0 Registered Office

2.1 The Registered Office of the Society is Building 29, Greenlane Clinical Centre, 212 Greenlane West, Auckland; or Private Bag 92189, Auckland Mail Centre, Auckland 1142; or such other place as the Governance Group shall from time to time determine.

3.0 Purposes of Society

3.1 The purposes of the Society are to:

- (a) Provide quality, accessible and affordable early childhood education services for children in the Tamaki Makaurau Auckland region in partnership with the Auckland District Health Board, primarily for
 - (i) Employees of the Auckland District Health Board; and
 - (ii) Other persons subject to any restrictions decided by the Governance Group that are reasonable and appropriated in the circumstances.
- (b) Operate licensed education and care centre/s in compliance with all relevant laws, statutes, regulations and by-laws including the Education Act 1989 and the requirements of the Ministry of Education (or its successor) or any other authority having jurisdiction for Early Childhood Education services in New Zealand.
- (c) Promote the education and ethical practice of dedicated, qualified teachers by supporting their learning and implementation of Te Whāriki the national curriculum for ECE in New Zealand (or its replacement).
- (d) To advance education of children attending the Society's education and care centre/s and to be beneficial to the community by providing quality education and care meeting the needs of and reflecting the different cultural values of the families of children attending the centre/s.
- (e) Cooperate with other education and care centres operated on Auckland District Health Board sites.
- (f) Ensure the Society is financially self-supporting, and uses funds received by the Society as may be necessary to achieve the purposes of the Society.
- (g) Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

GOVERNANCE OF THE SOCIETY

4.0 Governance Group

4.1 The affairs and property of the Society shall be administered by a committee which shall be the governing body of the Society (“the Governance Group”), comprising the following persons:

- (a) The Chair;
- (b) The Secretary;
- (c) The Treasurer;
- (d) The Centre Director; and
- (e) Such other Members as the Society shall decide.

4.2 Excepting the Centre Director, only Members of the Society may be Governance Group Members.

4.3 There shall be a minimum of four and a maximum of ten Governance Group Members.

4.4 No fewer than four members of the Governance Group will be elected by the society at the Annual General Meeting. Of these members a majority will be employees of the ADHB.

4.5 In addition, the ADHB may appoint one member of the Governance Group.

4.6 The Governance Group will take office immediately following the Annual General Meeting. Members of the Governance Group shall hold office for one year, and may be re-confirmed or re-elected as appropriate at the following AGM.

4.7 Membership of the Governance Group shall be honorary and without remuneration.

4.8 At the first meeting of the Governance Group each year the position holders for Chair, Treasurer and Secretary will be re-confirmed or appointed as appropriate.

4.9 Where the appointment of Secretary and/or Treasurer is from outside the Society these are services provided to the Governance Group and the appointees have no powers within the Society.

4.10 Any casual vacancy among the Governance Group may be filled by the Governance Group but a person appointed to fill such a vacancy shall retain their members of the Governance Group only so long as the person who previously filled the vacated position would in the ordinary course have retained that position.

4.11 The Centre Director is a member of the Governance Group by virtue of their employment as Centre Director. The Centre Director has the rights or responsibilities of a Governance Group member as outlined in these Rules, including the right to vote at Governance Group Meetings.

5.0 Appointment of Governance Group Members

5.1 At a Society Meeting, the Members may decide by majority vote:

- (a) How large the Governance Group will be;
- (b) Who shall have the title of Chair, Secretary, and Treasurer;
- (c) Whether any Governance Group Member may have more than one title;
- (d) How long each person, other than the Centre Director, will be a Governance Group Member ('the Term').

6.0 Cessation of Governance Group Membership

6.1 Persons, other than the Centre Director, cease to be Governance Group Members when:

- (a) They resign by giving written notice to the Governance Group; or
- (b) They fail to attend four consecutive committee meetings unless the committee at its discretion otherwise determines; or
- (c) They are removed by majority vote of the Society at a Society Meeting; or
- (d) Their term expires.

6.2 The Centre Director ceases to be a Governance Group Member when they cease to be employed as the Centre Director.

6.3 If a person ceases to be a Governance Group Member, that person must within one month give to the Governance Group all Society documents and property.

7.0 Nomination of Governance Group Members

7.1 Nominations for the elected members of the Governance Group shall be called for at least 14 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. The Secretary shall post all nominations on a suitable notice board at least 2 days before the Annual General Meeting. All retiring members of the Governance Group shall be eligible for re-election.

7.2 Should nominations exceed the agreed number for the Governance Group then an election shall be held at the Annual General Meeting.

7.3 If the position of any Officer becomes vacant between Annual General Meetings, the Governance Group may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If the position of any Governance Group Member becomes vacant between Annual General Meetings, the Governance Group may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

8.0 Role of the Governance Group

8.1 Subject to the rules of the Society (“The Rules”), the role of the Governance Group is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society’s financial affairs, including approving the annual financial statements for presentation to Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice;
- (e) Delegate responsibility and co-opt members where necessary;
- (f) To engage, dismiss and fix the remuneration and conditions of employment of any employees of the Society;
- (g) Ensure that all Members follow the Rules;
- (h) Decide how a person becomes a Member, and how a person stops being a Member;
- (i) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (j) Decide the procedures for dealing with complaints;
- (k) Set Membership fees, including subscriptions and levies;
- (l) Make regulations;
- (m) Decide any question arising either from interpretation of the Rules, or not provided for in the Rules.

8.2 The Governance Group has all of the powers of the Society, unless the Governance Group’s power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Governance Group shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote; that is a second vote.

8.4 Decisions of the Governance Group bind the Society, unless the Governance Group’s power is limited by these Rules or by a majority decision of the Society.

9.0 Roles of Governance Group Members

9.1 The Chair is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (half the governance group) is present;
- (c) Chairing Meetings, deciding who may speak and when;

- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Governance Group;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies and Charities Services upon their approval by the Members at the Annual General Meeting;
- (f) Retain the common seal of the Society.

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies. (see 8 1 d)
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Governance Group as the Governance Group determines.

10.0 Governance Group Meetings

10.1 Governance Group meetings may be held via video or telephone conference, or other formats as the Governance Group may decide;

10.2 No Governance Group Meeting may be held unless more than half of the Governance Group Members attend;

10.3 The Chair shall chair Governance Group Meetings, or if the Chair is absent, the Governance Group shall elect a Governance Group Member to chair that meeting;

10.4 The Governance Group shall decide the time and place of meetings, and shall determine its own procedure;

10.5 Notice of meeting shall be given verbally or in writing 7 days prior to the date of meeting;

10.6 Decisions of the Governance Group shall be by majority vote;

10.7 The chair or person acting as Chair had a casting vote, that is a second vote;

10.8 Only Governance Group Members present at a Governance Group Meeting may vote at that Governance Group Meeting;

10.9 Subject to these Rules, the Governance Group may regulate its own practices.

10.10 A staff representative may be invited to 'attend' Governance Group meetings but will not exercise member rights or responsibilities as outlined in these rules.

10.11 The Chair or their nominee shall adjourn the meeting if necessary.

10.12 Adjourned Meetings. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time to time, and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

SOCIETY MEMBERSHIP

11.0 Types and Eligibility of Members

11.1 Membership may comprise different classes of membership as decided by the Society.

11.2 Members have rights and responsibilities set out in these Rules.

11.3 Any parent or guardian of a child currently attending the centre/s is eligible to apply to the Governance Group for membership of the Society.

12.0 Admission of Members

12.1 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Rules, or Governance Group requires this; and
- (b) Supply any other information the Governance Group requires.

12.2 The Governance Group shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Governance Group shall advise the Applicant of its decision, and that decision shall be final.

12.3 The Governance Group may interview the Applicant when it considers Membership applications

13.0 The Register of Members

13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and the email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Governance Group requires.

13.4 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

14.1 Membership of the Society terminates immediately upon the Member ceasing to have a child attending the Society’s centre/s.

14.2 A Member may have his or her Membership terminated by the Governance Group or the Society in the following way:

- (a) If, for any reason whatsoever, the Governance Group is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Governance Group may give written notice of this to the Member (“the Governance Group’s Notice”). The Governance Group’s Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Governance Group giving reasons why the Governance Group should not terminate the Member’s Membership.
 - (iii) State that if, within 14 days of the Member receiving the Governance Group’s Notice, the Governance Group is not satisfied; the Governance Group may in its absolute discretion immediately terminate the Member’s Membership.
 - (iv) State that if the Governance Group terminates the Member’s Membership, the Member may appeal to the Society.
- (b) 14 days after the Member received the Governance Group’s Notice; the Governance Group may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
- (c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have

had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

- (d) When the Member is heard at a Society Meeting, the Society may question the Member and the Governance Group Members.
- (e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

15.0 Re-admission of former Members

15.1 Any former Member who has resigned may apply for re-admission in the same way as a new Applicant, but if the former Member's membership was terminated by the Governance Group or the Society, the Applicant shall not be readmitted without the approval of the Governance Group by majority vote.

16.0 Obligations of Members:

16.1 All Members (and Governance Group Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

16.2 All Members and Governance Group Members shall maintain confidentiality of society business at all times except to the extent that disclosure is:

- (a) Required by law; or
- (b) Necessary for carrying out the purposes of the Society.

MONEY AND OTHER ASSETS OF THE SOCIETY

17.0 Use of Money and Other Assets

17.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Governance Group or by majority vote of the Society.

17.2 Any payments made by the Society to a Member, or person associated with a Member, must be for goods and services that advance the purposes of the Society, and must be reasonable and relative to payments that would be made to unrelated parties.

17.3 No Member of anyone associated with a Member is allowed to take part in, or influence any decision made by the Society in respect to payment to, or on behalf of, the Member or associated person of any income, benefit or advantage.

18.0 Joining Fees, Subscriptions and Levies

18.1 The Society shall decide by majority vote at a Society Meeting:

- (a) What a Member must pay to join the Society ("Joining Fee"); and
- (b) What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

18.2 The Governance Group may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 in any one financial year.

18.3 If any Member does not pay a Subscription or levy by the date set by the Governance Group or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

19.0 Additional Powers

19.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Purchase, take lease on, exchange, hire or otherwise acquire any real or personal property of any rights and privileges which the Governance Group considers necessary or expedient for attaining the purposes of the Society; and
- (e) Sell or exchange, let, bail or lease with or without an option to purchase, or in any manner dispose of any such property, rights or privileges; or
- (f) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

20.0 Financial Year

20.1 The financial year of the Society begins on 1 January of every year and ends on 31 December of that year.

21.0 Assurance on Financial Statements

21.1 At an Annual General Meeting, the Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall Report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a member of the New Zealand Institute of Chartered Accountants, and must not be a Member of the Governance group or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Governance Group shall appoint another Auditor as a replacement.

The Governance group is responsible to provide the auditor with:

- (a) Access to all information of which the Governance Group is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
- (b) Additional information that the auditor may request from the Governance Group for the purpose of the audit; and
- (c) Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

CONDUCT OF MEETINGS

22.0 Society Meetings

22.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

22.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Governance Group shall determine when and where the Society shall meet within those dates.

22.3 Special General Meetings may be called by the Governance Group. The Governance Group must call a Special General Meeting if the Secretary receives a written request signed by at least a 25% of the Members.

22.4 The Secretary shall:

- (a) Give all Members at least 14 days written notice of the business to be conducted at the Annual General Meeting; and
- (b) at least 7 days written notice of the business to be conducted at any General Meeting;
- (c) Additionally the Secretary will provide, if appropriate:
 - (i) A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements of Accounts, as approved by the Governance Group.

- (ii) A list of Nominees for the Governance Group, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of A4 paper per Nominee)
- (iii) Notice of any motions and the Governance Group's recommendations about those motions.
- (iv) If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.5 All Members may attend and vote at Society Meetings.

22.6 No Society Meeting may be held unless at least six Members attend. This will constitute a quorum.

22.7 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Society shall elect another Governance Group Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.

22.8 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:

- (a) Voices; or
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting vote. That is a second vote.

22.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Elections of Governance Group members;
- (e) Motions to be considered;
- (f) General business.

22.10 The Chair or their nominee shall adjourn the meeting if necessary.

22.11 Adjourned Meetings. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time to time, and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23.0 Motions at Society Meetings

23.1 Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Governance Group may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least 25% of all Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member’s Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
- (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

23.2 The Governance Group may also decide to put forward motions for the Society to vote on (“Governance Group Motions”) which shall be suitably notified.

COMMON SEAL

24.0 Common Seal

24.1 The Governance Group shall provide a common seal for the Society and may from time to time replace it with a new one.

24.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Governance Group. Every document to which the common seal is affixed shall be signed by the Chair and countersigned by the Secretary or a member of the Governance Group.

ALTERING THE RULES

25.0 Altering the Rules

25.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by three-fifths majority of those Members present and voting.

25.2 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Governance Group has.

25.3 Every resolution altering or replacing the Rules may, at the discretion of the Governance Group, require confirmation at another Society Meeting, to be held not more than three calendar months, and not less than 14 days thereafter, by a simple majority of those present.

25.4 No rule change shall be approved if it is inconsistent with the Incorporated Societies Act 1908 or the Charities Act 2005 or to any legislation passed in substitution of such legislation.

25.5 When a Rule change is approved by a Society Meeting no Rule change shall take effect until the Secretary has filed the changes with the Register of Incorporated Societies.

26.0 Winding up

26.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to an organisation that is charitable under New Zealand law and had purposes similar to those of the Society.

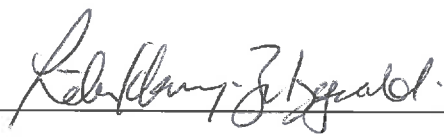
27.0 Definitions and Miscellaneous matters

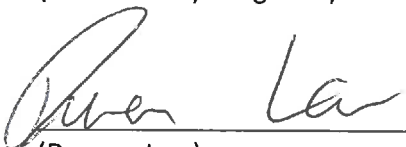
27.1 In these Rules:


- (a) **"Annual General Meeting"** is a meeting under Rule 22.2
- (b) **"Centre Director"** means, at all relevant times, the person then currently employed by the Society as the Director of the education and care centre operated by the Society under these Rules.
- (c) **"Governance Group"** means the managing Governance Group of the Society.
- (d) **"Governance Group Meeting"** means a meeting of the Governance Group.
- (e) **"Governance Group Member"** means any Member who is on the Governance Group.
- (f) **"Majority vote"** means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (g) **"Meeting"** means any Annual General Meeting, any Special General Meeting, and any Governance Group Meeting.
- (h) **"Money or Other Assets"** means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (i) **"Payment"** means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (j) **"Rules"** means these rules, being the rules of the Society.

- (k) **“Society Meeting”** means any Annual General Meeting, or any Special General Meeting, but not a Governance Group Meeting.
 - (l) **“Special General Meeting”** means a meeting under Rule 22.3
 - (m) **“Use of Money or Other Assets”** means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
 - (n) **“Written Notice”** means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
 - (o) Matters not covered in these rules shall be decided upon by the Governance Group.
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The undersigned certify that the foregoing rules are the rules of the Aro Arataki Children’s Centre Incorporated– ratified at AGM 1 October 2020

Chair 
(Linda Harvey-Fitzgerald)

Treasurer 
(Duncan Law)

Secretary 
(Kendyl Armstrong)

Dated 7/10/2020

