

NEW ZEALAND SCHOOL TRUSTEES ASSOCIATION INCORPORATED

CONSTITUTION 2011

1. NAME

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

2. DEFINITIONS

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

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

“**Association**” means NZSTA.

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

“**Delegate**” means the trustee named in the Appointment of Delegate form. Clause 14(i).

“**Election Year**” means a year in which a National Council is required to be elected by the Association.

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

“**National Board**” means the body selected by National Council to govern the affairs of the Association.

“**National Council**” means the supreme representation body of the NZSTA.

“**National Services**” means services to be provided to members by NZSTA as defined by the National Council.

“**Regional Coordinator**” means such person appointed by the Association to fulfil that role in the region.

“**Regional Representative**” means a person elected by a region that has been approved by the National Council.

“**Te Koru Puawai**” means Te Koru Puawai o Aotearoa Trust Board and is the lead voice for Maori within NZSTA.

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

3. CORE FUNCTIONS

- (a) To advocate on behalf of member boards in relation to policies and practices with possible implications for school governance.
- (b) To provide to member boards high quality education, advice, services and support, so that they may be more effective trustees in meeting their responsibilities.

- (c) To transmit the views of members to those bodies responsible for the development and implementation of education policy.
- (d) To provide trustee leadership including liaison with other education sector groups.
- (e) To formulate policy on pertinent issues on behalf of member boards.
- (f) To observe the principles of the Treaty of Waitangi.
- (g) To ensure NZSTA works to enhance and expand its abilities to enable it to meet its members needs to raise their own effectiveness.
- (h) The core functions of the Association are restricted to within New Zealand.
- (i) Other such activities approved by the National Council that are considered consistent with the Association's core functions.

4. MEMBERSHIP

- (a) Membership shall be open to all boards of trustees.
- (b) A board of trustees shall become a member board upon payment of the annual membership fee.
- (c) Payment of the annual NZSTA membership fee shall entitle a member board to membership of the Association from 1 January to 31 December in each year ("membership year").
- (d) Payment of the annual NZSTA membership fee shall also entitle a member board to elect to be a member of the region of the member board's choice.
- (e) A board shall belong to a region of their choice and may also be a member of Te Koru Puawai at the same time.

5. REGIONS

- (a) There shall be within the Association regions.
- (b) The regions of the Association shall be those approved as such by the National Council.
- (c) Each member board shall be a member of a region and will notify the Association of its choice of region upon joining and as requested by the Association.
- (d) Regional boundaries will not be rigid. A member board may elect to be a member of any region it considers appropriate.
- (e) A member board may change region and join or leave Te Koru Puawai for the next membership year by notice in writing to the Association prior to the 30th of September in any year.
- (f) If a board chooses to belong to a region then they will be entitled to vote in that region's elections pursuant to clause 10.3.

6. TE KORU PUAWAI O AOTEAROA

- (a) Member boards may elect to be an affiliated member of Te Koru Puawai in addition to being a member of a region.
- (b) Te Koru Puawai may specify membership requirements for members of Te Koru Puawai who are not a board of trustees.
- (c) If a board chooses pursuant to 6(a) to belong to Te Koru Puawai then they will be entitled to vote in Te Koru Puawai elections pursuant to clause 10.5(a).
- (d) Te Koru Puawai is an autonomous organisation and is the lead voice for Maori working within the framework of NZSTA.
- (e) Te Koru Puawai upholds and acts in accordance with the aims and objectives of NZSTA.

7. ANNUAL MEMBERSHIP FEE AND SPECIAL FEES

- (a) The annual NZSTA membership fee shall consist of:
 - (i) The NZSTA membership component which shall be set by AGM. If the AGM does not set a new annual NZSTA membership fee then the membership fee shall alter (in all its components) by the same % alteration to the operational grant as is provided by government in the year preceding the AGM.
 - (ii) Te Koru Puawai component which shall be set by the Te Koru Puawai Board.
- (b) A special fee may be levied to meet items of unbudgeted expenditure by resolution of the AGM or of a special meeting carried by a majority of not less than two-thirds of member boards voting;
- (c) The annual membership fee and any special fee shall be paid to NZSTA.
- (d) Boards of trustees which have not paid their annual NZSTA membership fee for the membership year (1 January-31 December) by 1 January of that year shall not be entitled to the benefits of membership from that date, until such time as their annual NZSTA membership fee is paid;
- (e) Member boards which have not paid a special fee within 60 days of being due shall not be entitled to the benefits of NZSTA membership until the special fee is paid;
- (f) Boards of trustees which have not paid special fees as provided for in clause 7(b) shall continue to owe such to the Association as a debt even if their membership is subsequently terminated.

8. TERMINATION OF MEMBERSHIP

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

9. PRESIDENT

- 9.1 (a) The President of the Association shall be elected by the National Council for a three (3) year term, unless removed from office by the National Council for due cause, or a shorter or longer period, not to exceed 42 months, is set by the National Council at the time of election by reason of the previous President having been removed for due cause, removed under (g), died or refused to continue to serve in office or of the election taking place other than at the first National Council meeting after the AGM.
- (b) The President must be a trustee at the time of election and must remain a trustee for the term of office. Except, in the event that the President is no longer a trustee on a member board following a board election, and such election occurs within the same calendar year and prior to the scheduled Presidential election, the President may remain in office until the next scheduled Presidential election.
- (c) The term of the President shall commence:
(i) immediately following his/her election if the previous President has been removed for cause, removed under (g), died or refuses to continue to serve in office;
(ii) (1) month after being elected in any other circumstances.
- (d) The President shall have a Schedule of Duties as set by the National Board.
- (e) The President shall be paid an honorarium set and approved by the National Council.
- (f) A President may stand for re-election subject to clause 9.1(b).
- (g) The President shall preside at all Annual General Meetings and all special meetings of the Association and National Board meetings. The President shall have a deliberative vote and in the event of voting being declared even, a casting vote.
- (h) If the President is unable to fulfil the duties of President the National Council may appoint a temporary replacement.
- (i) If the President ceases to hold office as President they shall cease to be a member of the National Board but may stand for election as a regional representative at any subsequent election subject to clause 10.4(a)(v).
- (j) A twelve month extension to the first three year term of office will apply as a transition alignment period. This transition extension expires on or before 1 December 2016.

10. NATIONAL COUNCIL

- 10.1 (a) The National Council shall comprise:
- (i) The Regional Representatives from the regions.
 - (ii) The four Maori Representatives, elected by Te Koru Puawai.
 - (iii) Other representatives (if any) approved by the National Council and the category of representative to be ratified at the AGM prior to any such election or appointment.
- 10.1 (b) The National Council shall be chaired by a member of the National Council elected annually by the National Council at the first meeting of the National Council after the AGM.

- 10.2 Kaumatua who will be elected using a process determined by Te Koru Puawai thereafter endorsed by the National Council and who shall advise and support the organisation on all matters of tikanga Maori. The exercising of voting on council business shall remain with the National Council.
- 10.3 The National Council shall be elected as follows:
- (i) The Regional Representatives elected from each region.
 - (ii) Four Te Koru Puawai representatives (10.5).
 - (iii) Any other representatives as approved by the National Council (10.1(a)(iii)).
- 10.4 (a) Each region will hold an election every three years of its representative by nationally coordinated postal ballot and shall adopt procedures for the calling for nomination as follows:
- (i) The National Board will set a close of voting date to be at least 30 days prior to the AGM and a close of nomination date to be set at least 60 days prior to the close of voting.
 - (ii) Every member board will be sent by the national coordinator nomination papers for the regional representative at least 90 days prior to the close of voting.
 - (iii) Nominations for regional representatives must be submitted in writing by two member boards (signed for and on behalf of each member board by the Chairperson of each member board or where the nominee is the Chairperson a delegate of his/her Board). The nomination must be accepted in writing by the nominee.
 - (iv) The nominating member boards must have paid their annual NZSTA membership fee for the current membership year by the time the nomination is received by the national coordinator.
 - (v) The nominee must be a trustee of a member board which has paid its annual NZSTA membership fee for the current membership year by the time the nomination is received by the national coordinator.
 - (vi) If either (iv) or (v) above is breached then the nomination is invalid.
 - (vii) If only one nomination is received that person shall be declared to be the regional representative.
 - (viii) Only member boards who have paid their annual NZSTA membership fee by 31 March in the current membership year shall be entitled to vote in any regional election. Boards are only entitled to belong to one region and vote in one region's election in any one membership year.
 - (ix) Every member Board will be sent by the national coordinator the ballot papers and voting instructions at least thirty (30) days prior to the closing of voting.
 - (x) The voting instructions will state the closing date by which all votes must be received by the national coordinator and provide a postage paid addressed envelope for return of the ballot paper.
- (b) Every member board of the region will be entitled to one (1) vote.

- (c) The candidate receiving the highest number of votes will be elected and agrees that in accepting this position they also become a member of their NZSTA (regional management) committee and that they accept the rules of participation and code of conduct of that committee.
 - (d) The candidate receiving the second highest number of votes will be automatically elected to the National Council should the elected representative from that region be elected as President (Clause 12) or elected to the National Board (Clause 11).
 - (e) The candidate receiving the third highest number of votes will be automatically elected to the National Council should the replacement elected representative from that region (Clause 10.4(d)) be elected to the National Board (Clause 11).
 - (f) In the event of a tie between two or more candidates for any of the three highest polling positions the election to that position will be decided by the drawing of lots under the supervision of the national coordinator.
 - (g) A twelve month extension to the first three year term of office will apply as a transition alignment period. This transition extension expires on or before 1 December 2016.
- 10.5
- (a) Four Maori representatives, at least one of whom is a South Island resident, will be elected by a method determined by Te Koru Puawai.
 - (b) The names of the Te Koru Puawai representatives will be advised to the National Council at least 30 days before the AGM in each National Council Election year.
 - (c) If one of the representatives elected under clause 10.5(a) is elected as President then that person shall be replaced by a process determined by Te Koru Puawai.
- 10.6 National Council members must remain a trustee of a member board for the term of their office and their position will become immediately vacant if they cease to be a trustee of a member board. Except, in the event that a National Council member is no longer a trustee on a member board following a board election, and such election occurs within the same calendar year and prior to the scheduled National Council election, the member may remain in office until the next scheduled National Council election.
- 10.7(1) The term of National Council members shall commence at the time of the first meeting of the National Council following the next AGM after their election except in the following circumstances.
- (a) The National Council member is elected under clause 10.4(c) or 10.5 within six (6) months after the close of the first meeting of the National Council after the AGM, or
 - (b) The National Council member is elected, appointed, or chosen to fill a vacancy on the National Council under clause 10.8.
 - (c) The National Council member is elected between the AGM and the first meeting of the National Council.
 - (d) The National Council member is elected under 10.4(d) or (e) and that the election has taken place within 6 months after the close of the first meeting of the National Council following the last AGM.
 - (e) The National Council member is currently a member of the National Board.
- 10.7(2) (a) If clause 10.7(1) (a) or (b) apply the term of the National Council member shall commence immediately after their election is notified to the National Council.

- (b) If clause 10.7(1) (c) applies the term of the National Council member shall commence at the first meeting of the National Council following their election.
 - (c) If 10.7(1) (d) applies the term of the National Council member shall commence immediately after their election is notified to the National Council.
 - (d) If 10.7(1) (e) applies then despite the provisions of 10.7(1) (a) to (d) the term of the National Council member shall commence at the end of his/her term on the National Board or the beginning of the first meeting of the National Council following the next AGM whichever occurs first.
- 10.8 If a National Council member position becomes vacant (other than by election as President or to the National Board) during their term then the following provisions will apply:
- (a) Regional representatives – if there are more than 120 days until the National Council election in that region then the region shall hold a nationally coordinated election. If there are 120 days or less then the NZSTA regional committee shall appoint a trustee from that region to hold office until the National Council election.
 - (b) Maori representatives – as determined by Te Koru Puawai.
- 10.9 The National Council and National Board members (apart from the President) shall be paid a meeting fee for attending National Council and National Board meetings, such a fee to be set by the National Council.

11. NATIONAL BOARD

- (a) The National Board shall comprise:
 - (i) The President.
 - (ii) Four (4) members elected by the National Council.
 - (iii) Up to two (2) co-opted members not necessarily members of member boards appointed in consultation with the National Council where specialist skills are required.
- (b) The National Board members shall be elected for a three-year term and may stand for re-election subject to 11(d).
- (c) The term of the National Board members shall commence immediately following their election.
- (d) National Board members must remain a trustee of a member board for the term of their office and his/her position will become immediately vacant if they cease to be a Trustee of a member board except for those appointed under 11(a) (iii). Except, in the event that a National Board member is no longer a trustee on a member board following a board election, and such election occurs within the same calendar year and prior to the scheduled National Board election, the member may remain in office until the next scheduled National Board election.
- (e) No member of the National Council may be a member of the National Board at the same time and if elected to the National Board his/her position on the National Council shall become vacant and vice versa.
- (f) The President may delegate to any other board or council member any aspect of

his/her responsibilities but the President remains accountable for their execution.

- (g) A twelve month extension to the first three year term of office will apply as a transition alignment period. This transition extension expires on or before 1 December 2016.

12. FUNCTIONS OF THE NATIONAL COUNCIL

- (a) The National Council shall:
 - (i) Elect its own chairperson in accordance with prescribed criteria.
 - (ii) Elect the President in accordance with prescribed criteria.
 - (iii) Determine and elect the membership of the National Board in accordance with prescribed criteria. National Board members shall be elected on the ability to contribute effectively to the governance of the Association.
 - (iv) Represent the diversity of members' interests and issues to the National Board.
 - (v) Approve a Statement of Expectations as proposed by the National Board.
 - (vi) Oversee and hold the National Board accountable for its performance.
 - (vii) Develop relationship protocols – communication and reporting processes, expectations, agenda definition, representation – who is involved in which situation.
 - (viii) Set the President's honorarium.
 - (ix) Set fees for the National Board and National Council.
 - (x) Report to the AGM on advocacy and representation.
- (b)
 - (i) The National Council shall meet at least three times per year at the time, place and duration set by the National Council. The first meeting of the National Council shall be held as soon as practicable after the AGM.
 - (ii) Any member who fails to attend two successive National Council meetings is deemed to have resigned his/her position and will be replaced pursuant to clause 10.6.
 - (iii) The quorum of the National Council members shall be 50% plus one (1) of the total.
 - (iv) The National Council Chairperson and/or 50% plus one (1) of the National Council members may call such further meetings as required. Such meetings may be held by teleconference or videoconference means by which all National Council members participating and constituting a quorum can simultaneously hear each other throughout the meeting.
 - (v) The National Council may invite the National Board to attend National Council meetings to listen and advise but such an invitation shall not prevent the National Council from excluding any non members of the National Council for any business as it sees fit.

13. FUNCTIONS OF THE NATIONAL BOARD

- (a) The National Board shall govern the affairs and funds of the Association and shall make, promote and monitor Association policies in a manner that is consistent with the approved Statement of Expectations.
- (b) The National Board shall have all the powers of the Association to do all such acts that are reasonably required in order to discharge its functions and achieve the core functions of the Association (except those acts required to be done by the Association in an AGM or by the National Council) including the following:
- (i) Maintain a registered office
 - (ii) Appoint the General Manager; monitor his/her performance and hold accountable for the management of the Association's affairs.
 - (iii) Propose a draft Statement of Expectations for approval by the National Council which may include:
 - Strategic Direction (purpose, values, strategic outcomes, short and long term priorities)
 - Key National Policies to be developed/reviewed/evaluated
 - Financial Performance objectives
 - Delivery of National Provision of Services Strategy
 - Reporting Criteria (Key Performance Indicators)
 - Relationship Protocols – Communication and reporting processes, expectations, arrangements for joint meetings, agenda definition, representation – who is involved in which situation.
 - (iv) Develop strategic and business plans.
 - (v) Set the budget in line with the approved Statement of Expectations as per 13(b)(iii).
 - (vi) Report to the National Council on the performance of the Association according to criteria and on a schedule agreed with the National Council.
 - (vii) Do such other acts as may be reasonably necessary in order to enable the National Board to carry out the core functions of the Association stated herein.
 - (viii) Set the schedule of duties for the President.
 - (ix) Report to the AGM.
- (c) Meetings of the National Board shall be held at least six (6) times a year at the time, place and duration set by the National Board.
- (d) A meeting of the National Board may be held either:
- (i) By a number of the National Board members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - (ii) By means of audio, or teleconference or videoconference communication by which all National Board members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

- (e) The quorum for the National Board shall be 50% of the members plus one (1).
- (f) In the event of a vacancy on the National Board the National Council may fill such vacancy by appointment.

14. ANNUAL GENERAL MEETING

- (a) The AGM of the Association shall be held at a time determined by the National Board each year and announced at the previous AGM.
- (b) The business of the AGM shall be:
 - (i) To receive and consider the annual report of the National Board.
 - (ii) To receive and consider the annual financial statement from the National Board.
 - (iii) The appointment of the Auditor.
 - (iv) The setting of the NZSTA membership component of the annual NZSTA membership fee.
 - (v) The consideration of such other business of which due notice has been given.
 - (vi) The consideration of such other business as may be accepted by permission of the majority of members present and with power to vote at such meetings.
- (c) The following may attend and have speaking rights at all AGMs:
 - (i) Delegates appointed by member boards.
 - (ii) National Council and National Board members.
- (d)
 - (i) Any person who is a trustee but not a delegate may attend and may, at the decision of the meeting, be given speaking rights on one or more occasions.
 - (ii) Any other person invited by the President may attend and may at the decision of the meeting be given speaking rights on one or more occasions.
- (e) Each member board, which has paid their annual NZSTA membership fee by 31 March, shall have one vote.
- (f) The President shall have, in the event of voting being declared even, a casting vote.
- (g)
 - (i) All member boards who wish to vote at any AGM shall, by notice in writing, appoint a trustee to attend such AGM as their delegate, using the official form provided, as set out in clause 14(i). Such form shall be provided to each member board by the Association not later than 60 days prior to such meeting. The appointment of delegate form 14(i) is required to be received by the NZSTA national office 7 days prior to the AGM.
 - (ii) Member boards can appoint as their delegate a trustee who is on their board or on another member board in their region or if a member of Te Koru Puawai a trustee whose board is a member of Te Koru Puawai.
 - (iii) On any amendments to and amended motions delegates may vote freely on

the board's behalf as they see fit.

- (h) (i) Unless a poll is demanded, voting at any AGM, by those entitled to vote, shall be by the method determined by the chairperson of the meeting:
- (ii) A poll may be demanded by:
 - (a) Ten or more delegates having the right to vote at meetings; or
 - (b) The chairperson.
- (i) The appointment of such delegate shall be in the following form, or as near thereto as circumstances allow:

Appointment of Delegate

The..... Board of Trustees (being a member board of NZSTA) appoints

.....to be our delegate and to vote on our behalf at the AGM / special meeting of NZSTA to be held atonand any adjournment of any such meeting.

REGARDING ANY AMENDMENTS TO THE MOTION AND AMENDED MOTIONS - The delegate may vote freely on the board's behalf as they see fit. (see clause 14(g)(iii))

DATED thisday of.....20...

SIGNED for and on behalf of the
Board of Trustees

..... Chairperson

School Number.....

- (j) Notices of motion:
 - (i) from member boards are to be moved and seconded in writing by member boards (to be signed for and on behalf of each member board by the chairperson of each member board); or
 - (ii) may be proposed by the National Council signed by the chairperson and by the National Board, signed by the President. The Notices of Motion shall be forwarded to the Association to arrive prior to a date set by the National Board.

All notices of motion shall be circulated to all member boards at least 60 days before the date of the AGM.

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

15. NATIONAL CONFERENCE

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

16. SPECIAL MEETINGS

- (a) Special Meetings of the Association may be called by resolution of the National Council or by request of 10% of member boards. The National Board shall set the time and place of such meetings within 30 days of the receipt of such requests. The representation and voting procedures of the meeting will be the same as for an AGM, with necessary modification.
- (b) The business of a Special Meeting shall be specified by the sponsors of such meetings and shall be forwarded to the National Board. The National Board shall be required to notify the member boards of the business at least 60 days before the date set by the National Board for the Special Meeting.
- (c) The quorum for a Special Meeting shall be 10% of member boards unless the SGM is called as a result of a failure to obtain a quorum at the AGM. In such circumstances the quorum shall be 5% of member boards. However, if the number of delegates is less than 10% of member boards then no other business may be conducted except ratification of the National Council's decisions under rule 14(l).

17. FINANCE

(a) **Financial Year**

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

(b) **Control of Funds**

- (i) The National Board shall be responsible for the receipt and account of all moneys and for the writing and issuing of all receipts for same.
- (ii) The National Board may approve delegations and authorities in order to undertake normal business practice.
- (iii) The funds of the Association shall be deposited in such accounts as are necessary for the operation of the Association in such bank or banks as the National Board may from time to time decide.

(c) **Withdrawal of Funds**

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

1. the President or nominee authorised in writing by the President; the General Manager;
2. any other staff member or National Board member who may from time to time be authorised in writing by the National Board.

(d) **Use of funds**

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

- (i) the remuneration and expenses of Association staff;
- (ii) the payment of honoraria, meeting fees, travelling and other reasonable expenses of the National Board and National Council members.

(e) **Payments**

Such payments and remuneration (other than as set by the National Council under clause 12) shall be at rates as resolved by the National Board from time to time.

(f) **Investments**

Any funds not immediately required for the purposes of the Association may be invested by the National Board. In investing such funds the National Board shall adopt the following investment policy:

- (i) the Association's investment programme will involve only the utilisation of those funds surplus to the Association's short-term requirements;
- (ii) investments shall be restricted to those considered to fall in a low to medium risk category;
- (iii) the Association shall seek the advice of professional investment consultants in determining any new investments, or mixes of investments within the investments specified in (ii) above;
- (iv) apart from term or "at call" deposits with the Association's bankers, the Association will ensure that it does not have more than 30% of total funds available for investment committed to any one institution or industry;
- (v) details of the Association's investment portfolio shall be advised monthly to the National Board, to each National Council meeting (12(b)(i)), to each National Council meeting under rule 12(b)(iv) if a purpose of that meeting is to discuss the investment portfolio and annually to the AGM.

(g) **Financial statement**

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

(h) **Fundraising**

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

(i) **Personal Pecuniary Profit**

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

18. THE AUDITOR

An auditor who shall be a member of the Institute of Chartered Accountants of New Zealand shall be appointed at the AGM, who shall hold office until the following AGM. The National Board shall have the power to fill any casual vacancy in the office or to make the appointment if an AGM fails or neglects to do so.

19. INDEMNITY OF OFFICERS AND NATIONAL COUNCIL AND NATIONAL BOARD MEMBERS

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

20. AMENDMENT TO CONSTITUTION

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

21. PROPERTY

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

22. COMMON SEAL

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

23. DISSOLUTION

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

24. SAVING CLAUSE

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

25. REGIONAL CONSTITUTIONS

- (i) Regions will not be an incorporated society or any other type of incorporated body and any incorporated regions will wind up by 31 December 2010.
- (ii) Regions shall deposit any funds held by the region with NZSTA which shall hold those funds on trust for use as the NZSTA regional committee for that region shall determine.