

RULES OF THE AUCKLAND PRIMARY PRINCIPALS' ASSOCIATION INCORPORATED



HESKETH HENRY
Lawyers

Rules of The Auckland Primary Principals' Association Incorporated

Date: 19 May 2010

RULES

1. Name

- 1.1 The name of the Association shall be **The Auckland Primary Principals' Association Incorporated** ("the Association").

2. Objects

- 2.1 *Special Provisions Paramount:* The clauses in this Section 2 are clauses paramount. Whenever these clauses paramount are inconsistent with the clauses in the remainder of these Rules, these clauses paramount prevail, except to the extent to which the other clauses merely reflect statutory provisions which are mandatory.

- 2.2 *Objects:* The Association will hold any property which has or may in the future be acquired and any income received from such property for the following purposes:

- a. to promote education in the greater Auckland area by providing training courses, advice and support to primary school Principals;
- b. to promote education in the greater Auckland area by providing scholarships, prizes and other financial assistance to primary school children;
- c. to provide financial assistance to primary and intermediate school Principals who are members of APPA to enable them to travel and to attend educational training courses and seminars;
- d. any other object or purpose within New Zealand which in accordance with the laws of New Zealand is charitable provided that object or purpose is capable of being conveniently carried on in connection with the above charitable purposes.

- 2.3 *Purposes Paramount:* Notwithstanding anything else contained in these Rules, no power or reservation expressed or implied in these Rules shall authorise the Executive of the Association to do or suffer any act which does not further the purposes expressed in clause 2.2 which shall at all times be paramount so as to exclude any act or omission which is or may be deemed to be not in accordance with such purposes.

- 2.4 *Association Not Carried On for Private Pecuniary Profit:* None of the capital or income of the Association shall be paid or transferred directly or indirectly by way of dividend, distribution or otherwise for the private pecuniary profit of any individual or Member of the Association, provided that, subject to clause 2.5, nothing in this clause 2.4 shall prevent:

- a. The payment of a donation or donations of capital and / or income to any Member of the Association where that Member is a trustee of a charitable trust which has obtained an exemption from income tax under sections CW 34(1)(a) and/or CW 35(1) of the Income Tax Act 2004 and that shareholder holds that payment in trust exclusively for the purposes expressed in clause 2.2 within New Zealand; or
- b. The payment in good faith of reasonable remuneration to any Member or employee of the Association or to any other person for services rendered to the Association; or
- c. The payment of interest to any person at a rate not exceeding the commercial rate of interest for the time being.

2.5 *Further Proviso:* Nothing in clause 2.4a to 2.4c shall permit or authorise any payment or provision that would result in the Association losing its exemption from income tax under sections CW 34(1)(a) and CW 35(1) of the Income Tax Act 2004.

2.6 *Certain Persons Not to Influence Benefits Received from Association:* No person who falls within the ambit of section CW 35(5) of the Income Tax Act 2004, or any amendment thereof, shall, in the carrying on of the business of the Association, determine (whether directly or indirectly), or materially influence in any way the determination of, the nature or amount of any benefit or advantage, whether or not convertible into money, or any income of any of the kinds referred to in Part C of the Income Tax Act 2004, or any amendment thereof, received, gained, achieved, afforded or derived by that person, or the circumstances in which that benefit, advantage or income is or is to be received, gained, achieved, afforded or derived by that person, provided however that nothing in this clause 2.6 shall prevent:

- a. The payment of a donation or donations of capital and / or income to any Member of the Association where that Member is a trustee of a charitable trust which has obtained an exemption from income tax under section CW 34(1)(a) and / or section CW 35(1) of the Income Tax Act 2004, or amendment thereof, and that Member holds that payment in trust exclusively for charitable purposes within New Zealand; or
- b. A payment made in the circumstances prescribed in section CW 35(7) of the Income Tax Act 2004, or amendment thereof;

provided also that nothing in clause 2.6a or 2.6b shall permit or authorise any payment or provision which would result in the Association losing its exemption from income tax under section CW 35(1) of the Income Tax Act 2004.

2.7 *Distribution of Income and Capital:* the Board may in its absolute and uncontrolled discretion at any time or times pay or apply for or towards any purpose:

- a. the income of the Association; and
- b. the capital of the Association,

provided that any income, capital, benefit or advantage will only be applied to the charitable purposes of the Association and not for the private pecuniary profit of any individual or Member.

2.8 *Liquidation of Association:* If the Association is liquidated for any reason, the surplus assets of the Association, after payment of all costs, debts and liabilities, will not be paid to or distributed to the Members of the Association. Rather, any such surplus assets will be paid or distributed to any society, association or trust which has obtained an exemption from income tax under sections CW 34(1)(a) and CW 35(1) of the Income Tax Act 2004 and which has been established for charitable purposes in New Zealand.

2.9 *Amendments to Special Provisions:* The Association may amend these Rules, provided that no amendments to Section 2 shall be effected without the prior approval from the Commissioner of Inland Revenue that such amendments would not result in the Association losing its exemption from income tax under sections CW 34(1)(a) and CW 35(1) of the Income Tax Act 2004 or, if such approval is not forthcoming, or the terms upon which that approval is given is not acceptable in the opinion of the Executive of the Association, by approval of the same by a Court of competent jurisdiction.

3. Members

3.1 To uphold the professional status of Principals, APPA membership shall be open to primary school Principals in the Auckland and greater Auckland area, provided that the Principal holds a current registration as a New Zealand teacher.

4. Associate Members

4.1 That associate membership of the Association be available to individuals who are representatives of educational organisations. Associate membership shall be granted by the Executive of the Association upon application. Associate Members shall pay a subscription equivalent to 50% of the subscription of a U3 Principal Member. Associate Members shall be entitled to all the rights of membership except Associate Members may not vote nor be nominated for office.

5. New Members

5.1 New Members may be introduced at an ordinary meeting.

5.2 The names of all persons eligible for membership shall be submitted to the Secretary prior to the meeting at which it is proposed to introduce them.

6. Life Members

6.1 The Association may appoint as Life Members those Members who are retiring. Such Members shall have the right to attend all general meetings, and shall have all the privileges of ordinary Members, with the exception of the right to vote. They shall not pay any subscription. All life members have the right to belong to the APPA Past Principal's Alumni.

7. Termination of Membership

7.1 *Preliminary Decision to Remove Member:* The Council may decide to consider ending the membership of any Member:

- a. If any payment due by the Member to the Association is at least 30 days overdue; or
- b. If the Member fails to observe these Rules or any regulations made under these Rules; or
- c. If the Council considers that the conduct of the Member has adversely affected the reputation of the Association or may do so.

7.2 *Notice to Member:* The Council must then:

- a. Give the Member written notice of its decision and the reasons for it.
- b. Allow the Member a reasonable time to remedy any default which can be remedied.
- c. Give the Member a reasonable time and opportunity to explain his or her actions.

7.3 *Member's Right to Explain:* The Member may explain his or her actions:

- a. By letter to the Council.
- b. In person before the Council either with or without a representative.
- c. By a representative who appears before the Council.

7.4 *Removal of Member:* The Council may by special resolution decide to terminate the Member's membership if:

- a. The default cannot be remedied or, is not remedied within the time allowed by the Council; and
- b. The Member does not offer an explanation within the time allowed; or

- c. The Council does not accept the Member's explanation.

The Council must then give written notice of termination to the Member.

7.5 *Resignation of Members:*

- a. A Member may resign from the Association by giving at least 15 Working Days prior written notice to the Secretary.
- b. The Council may decline to accept the resignation of a Member until all moneys due by the Member to the Association have been paid.
- c. Acceptance of a resignation will not limit the operation of the following rule.

7.6 *Consequences of Termination of Membership:* A person who ceases to be a Member for any reason:

- a. Will still be liable to the Association for payment of all moneys which are due for payment before his or her membership ends; and
- b. Must immediately return to the Secretary all the Association's property which is in the person's possession or control; and
- c. Must not hold himself or herself out in the future as a Member of the Association.

8. **Executive**

- 8.1 The administration of the affairs of the Association shall be vested in an Executive consisting of the President, Past President, Vice President, a Secretary and a Treasurer.

9. **Council**

- 9.1 The Council shall consist of the Executive plus representatives of Local Principals' Associations. Regional Associations may have one Council member for each 25 schools in their Association that are Members of the Association, (excluding secondary schools). That is:

- a. 1-25 schools = 1 Council member,
- b. 26-50 schools = 2 Council members and
- c. 51+schools = 3 Council members.

- 9.2 Two additional members may be co-opted by the Council should it consider additional expertise or balance is required.
- 9.3 Visitors are able to attend Council meetings by invitation or following a request and approval from the President. They would not have voting rights.
- 9.4 The formation of a new Local Association, defined as a geographical group of Principals (financial Members of the Association), must make application for representation on the Association Council.
- 9.5 The Council shall meet at such times and places as it shall decide. The President shall take the chair at meetings of the Council and General Meetings and in the President's absence the Past President or Vice President shall preside. In the absence of these, a former President shall be asked first, and if none is present those present shall choose one of their number to take the chair. At Council meetings 50% of the membership shall be deemed to be a quorum.
- 9.6 Council members who absent themselves from Council or Forum meetings for two or more consecutive meetings without exceptional circumstances for leave of absence shall be replaced.

The President shall call on the Local Associations for a replacement representative on the Council.

10. Duration of Service of Council

- 10.1** Elections for the President, Vice President, Secretary and Treasurer shall be held at the Annual General Meeting. The Secretary and Treasurer shall hold office for a period of two years. The President and Vice President shall hold office for a period of one year. Any office holder can be elected for further terms, except that the President can only hold office for a maximum of 2 one year terms.
- 10.2** If any extraordinary vacancy occurs during the year in the position of President, Past President, Vice President, Secretary or Treasurer, the Executive shall elect a Member to fill the vacancy for the remainder of the term of office.
- 10.3** Special committees may be set up at the direction of the Executive or from a General Meeting to act or report on special matters. Committees and names of persons therein will be made available to Members.

11. Quorum

- 11.1** For all ordinary general meetings, fifty (50) Members shall constitute a quorum. If within 15 minutes after the time appointed for the meeting a quorum is not present, the meeting may proceed but no business may be transacted nor motions passed beyond the reception of apologies. Such meetings shall be deemed unofficial.

12. General Meetings

- 12.1** Notice of monthly meetings shall be given by circular to reach Members at least four days prior to the date of meeting. General meetings of the Association shall be held by authority of the Council. At such meetings the President shall preside or in his/her absence the Past President shall preside. Or in their absence a former president shall be asked first and if none is present the meeting may elect a chairperson. All questions and resolutions submitted to the meeting and not otherwise provided for herein shall be on the voice, but any Member present shall be entitled to call for a show of hands. In case of tied votes the President shall have the casting vote in addition to the vote to which she/he is entitled.

13. Special Meetings

- 13.1** The President or Secretary shall, at any time or within 14 days of a written request for a Special General Meeting signed by 20 Members, call a Special General Meeting to be held within 10 days. The petition and notices of the meeting shall set out the business it desires to transact. The procedure for the meeting shall be the same as that for a General Meeting. The quorum shall be 50 and a majority decision shall be binding on the Association.

14. Closed Meetings

- 14.1** The Council may declare any Association general meeting to be a closed meeting. A closed meeting is one which can be attended only by Principal Members of the Association.

15. Annual General Meeting

- 15.1** The Annual General Meeting of the Association shall be held on a date not later than the end of April. The business to be transacted at such meeting will be:
- a.** Apologies – New Members

- b. Minutes of previous meetings
 - c. Business arising from the minutes
 - d. Correspondence
 - e. President's Report
 - f. Financial Report
 - g. Ratification of Results of Election of Officers (either postal or electronic voting)
 - h. Appointment of Solicitor
 - i. Notice of Motion
 - j. Ratification of Chairpersons of Committees
 - k. Ratification of Representatives on Other Organisations
 - l. General Business
- 15.2 Written nominations for the position of President, Vice President, Secretary and Treasurer, subject to the persons nominated consenting thereto, and signed by the proposer and seconder, shall be in the hands of the Secretary not later than fourteen days prior to the date fixed for the opening of either postal or electronic voting. In the event of the number of nominations exceeding the number of vacancies a postal or electronic ballot shall be held.
- 15.3 In the event of insufficient nominees being received for any office, candidates so nominated shall be declared elected at the Annual General Meeting and further nominations called for at Annual Meeting to fill the remaining vacancies.
- 15.4 Either postal or electronic voting shall be open to Members for a period not less than one week concluding not less than one week before the Annual General Meeting.
- 15.5 Two scrutineers from the floor shall be nominated and elected in the event of a ballot being necessary.
- 15.6 The retiring President shall preside until the conclusion of the AGM, after which the retiring President becomes the Past President.
- 15.7 That where a ballot is required to elect the President, Vice President, Secretary or Treasurer, Elections shall be by secret ballot using electronic or postal voting.. The highest polling candidate in any ballot shall be elected. Only Members of the Association shall vote.
16. **Voting**
- 16.1 Each Member of the Association present at any meeting shall be entitled to one vote to be exercised by voice, a show of hands or by ballot.
17. **Finance**
- 17.1 The financial year of the Association shall close on 31 December in each year. Subscriptions shall be fixed at and payable after the November General Meeting.
18. **Banking**
- 18.1 An account shall be kept at the Auckland Savings Bank by the Council into which the funds of the Association shall be paid and upon which cheques shall be drawn for the payment of accounts on the authority of the Council. All cheques shall be signed by any two of the President, Pat

President and Treasurer. All internet banking transactions shall be authorised by the Treasurer and the Executive Officer. The account shall be named the Auckland Primary Principals' Association Incorporated Administration Account.

19. Investment

19.1 The Association may invest its funds as it thinks fit.

20. Borrowing

20.1 The Association may borrow funds as it thinks fit.

21. Honoraria

21.1 Honoraria shall be paid annually to the President, Vice President, Past President, Secretary, Treasurer, Almoner and Subscription Manager.

22. Expenses

22.1 Reasonable expenses shall be paid to office holders and authorised people on the presentation of such accounts to the Executive.

22.2 Business Visa credit cards may be issued to Executive members with credit limits specified. These may be used for specific APPA business and all cardholders will be required to account for all expense items on a monthly basis.

23. ASB/APPA Travelling Fellowship

23.1 The Association shall appoint six trustees to the Trust Board, two of whom shall be the President and Senior Vice President.

24. Working Action Groups (WAGs)

24.1 The Executive shall set up Working Action Groups as required to fulfil the mission statement of the Association.

25. Distinction Awards

25.1 The Association shall recognise Members' outstanding achievements through the presentation of the following awards at the discretion of the APPA Executive:

- a. Fellow of the APPA Award. This award may be given to current principals, retired principals, or others (i.e. not principals) who have given notable service to the APPA and to education. APPA Members shall refer nominations to the Executive for approval via their local Principals' Association with the endorsement of that Association's President. The Executive may also nominate APPA members for this award.
- b. Distinguished Fellow of the APPA Award. This award may be given to current principals, retired principals, or others (i.e. not principals) who have already been awarded "Fellow of the APPA" (or the former Service With Distinction Award) and who have continued to give notable service to the APPA and to education. APPA Members shall refer nominations to the Executive for approval via their local Principals' Association with the endorsement of that Association's President. The Executive may also nominate APPA members for this award.

- c. **End of Service Award.** This award may be given to retiring members of the APPA to acknowledge their total years of service to education. APPA Members shall refer nominations to the Executive for approval via their local Principals' Association with the endorsement of that Association's President.

26. **Visitors**

- 26.1 Any Member of the Association having previously obtained the permission of the President or his/her deputy may introduce visitors to meetings of the Association and any visitor may take part in the proceedings by the invitation of the Chairperson but may not be allowed to vote.

27. **Alterations and Amendments**

- 27.1 Subject to clause 2.9, the Rules may be amended, added to, or deleted at a General Meeting of the Association duly convened, or by the holding of an electronic vote, provided that a Notice of Motion in writing for the proposed alteration shall have been given at a previous General Meeting, or via email to all members, and Members notified thereof, not less than four days before the meeting or the commencement of the vote at which the Notice of Motion is to be considered.
- 27.2 Where urgency is sought, the Notice of Motion shall be accompanied by a petition signed by not fewer than 50 Members of the Association, exclusive of the Mover of the Notice of Motion, demanding that urgency be given to such Notice of Motion.
- 27.3 Such petition shall be delivered into the hands of the Secretary who will within ten days of its receipt act in accordance with sub-clause (a) hereof.
- 27.4 The quorum of a General Meeting shall be fifty (50) and a majority decision shall be binding on the Association.
- 27.5 In the case of an electronic vote being held, a period of not less than 48 hours shall be provided in which members may vote. The total number of votes received shall be at least fifty (50) and a majority decision shall be binding on the Association.

28. **Honorary Solicitor**

- 28.1 An Honorary Solicitor shall be elected at the Annual General Meeting.

29. **Executive Officer**

- 29.1 The Association shall be empowered to employ a part time executive officer and remunerate that person accordingly. The duties of the Executive Officer shall be outlined in a job description to be reviewed regularly by the Executive.

30. **Leave of Absence**

- 30.1 A Member who is temporarily employed in education related roles (e.g. the Ministry of Education, Education Review Office, Team Solutions) in another capacity shall, as long as she/he is so employed, enjoy all privileges of Membership.
- 30.2 A member of the Council must inform the President of secondment/ temporary/permanent arrangement outside the position of Principal. It is at the President's discretion to ask the Council member to take leave of absence or to continue service for the remainder of that year.

31. **Acting Principals**

- 31.1 Acting Principals (appointed and acting in the place of a Principal Member) shall be entitled to attend General Meetings of the Association for the period of their appointment.
32. **Office Holders**
- 32.1 The duties of the office holders will be outlined in job descriptions for each position which are reviewed regularly by the Executive or Council:
33. **Common Seal**
- 33.1 The Association will have a Common Seal.
- 33.2 The use of the Common Seal must be authorised by the Executive.
- 33.3 The affixing of the Common Seal must be witnessed by any two of the President, Vice President, Secretary or Treasurer or such other persons as authorised by the Council.
- 33.4 The Common Seal will be kept under the control of the Secretary or any other person appointed by the Council.