



giftEDnz:

The Professional Association for Gifted Education Incorporated

DRAFT Constitution

Revised November 2009

The Professional Association for Gifted Education Incorporated

1. DEFINITIONS

- **AGM** means Annual General Meeting.
- **Board** means the Board of the Professional Association for Gifted Education.
- **Board Member** means a Member of the Board including Elected Board Members and Co-opted Board Members.
- **Elected Board Member** means a Board Member elected under Rule 12.3.
- **General Meeting** means an AGM or SGM.
- **Member** means and includes all classes of Members of the Professional Association for Gifted Education Incorporated.
- **Ordinary Resolution** means a resolution passed by a majority of votes cast.
- **Patron** means the person or persons appointed as the Patron(s) of the Professional Association for Gifted Education.
- **Rules** means these rules and 'Rule' shall have a corresponding meaning.
- **SGM** means Special General Meeting.
- **Special Resolution** means a resolution passed by two-thirds of votes cast.
- **giftEDnz** means The Professional Association for Gifted Education.

2. NAME

- 2.1 The name of the organisation is The Professional Association for Gifted Education Incorporated.
- 2.2 The registered office of the Professional Association for Gifted Education Incorporated shall be at such place as determined by the Board.

3. GOALS

- 3.1 The goals of the Professional Association for Gifted Education Incorporated are:
 - a. To advocate for equitable educational opportunities for gifted and talented students;
 - b. To enhance the profile of gifted and talented education in New Zealand;
 - c. To create a professional community for networking, supporting and learning;
 - d. To encourage the pursuit and sharing of best practice in gifted and talented education;
 - e. To provide liaison with international organisations and other national associations for gifted and talented education.

4. POWERS

- 4.1 The Association has the power to:
 - a. Determine who are its Members;
 - b. Make, alter, rescind, enforce by-laws, regulations, policies and procedures for the governance, management and operation of The Professional Association for Gifted Education Incorporated;
 - c. Delegate powers of The Professional Association for Gifted Education Incorporated to any person, Board, committee or sub-committee;
 - d. Consider and settle disputes between Members;
 - e. Withdraw, suspend or terminate membership;
 - f. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
 - g. Raise and control money including borrowing, investing, and securing payment of such money;
 - h. Sell, lease, mortgage, charge or otherwise dispose of any property of The Professional Association for Gifted Education Incorporated and grant such rights and privileges over such

property as it considers appropriate;

- i. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- j. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of The Professional Association for Gifted Education Incorporated;
- k. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- l. Organise, events and professional programmes;
- m. Assign functions to and/or enter into agreements with organisations;
- n. Do any other acts or things which are incidental or conducive to the attainment of the objects of The Professional Association for Gifted Education Incorporated.

5. MEMBERS

5.1 The Members of The Professional Association for Gifted Education shall be:

- a. Life Members as detailed in Rule 6;
- b. Any other category or categories of membership of The Professional Association for Gifted Education Incorporated determined by the Board from time to time.

6. LIFE MEMBER

- 6.1 Life Membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of The Professional Association for Gifted Education Incorporated. Any person may be nominated for Life Membership of The Professional Association for Gifted Education Incorporated.
- 6.2 The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life Membership of such a nominee is only obtained by Special Resolution passed at the General Meeting.

7. MEMBER APPLICATIONS, ENTITLEMENTS AND REQUIREMENTS

- 7.1 An application for membership must be in writing or in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board.
- 7.2 Members are bound by these Rules and by the regulations, by-laws, policies and procedures of The Professional Association for Gifted Education Incorporated.
- 7.3 In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in these Rules or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
- 7.4 The failure by a Member to comply with Rule 7.3 may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by these Rules.
- 7.5 Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board. Life Members have no voting rights.

8. DURATION OF MEMBERSHIP

- 8.1 A Member may resign by notice in writing to the Board. Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with these Rules including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of The Professional Association for Gifted Education Incorporated or if a Member acts in a manner which is considered by the Board to be harmful to The Professional Association for Gifted Education Incorporated or inconsistent with the standards of behaviour expected of a Member.
- 8.2 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of The Professional Association for Gifted Education Incorporated or in the absence of any relevant provisions then by a General Meeting of The Professional Association for Gifted Education Incorporated. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

8.3 The Board shall keep a Register of Members.

9. MEMBERSHIP FEES

9.1 The Board shall annually determine:

- a. Any membership or other fees payable by Members and any other categories of Members;
- b. The due date for such fees; and
- c. The manner for payment of such fees.

10. OFFICERS OF THE ASSOCIATION

10.1 The Patron(s) shall be invited by the Board to be the Patron(s). The Patron(s) shall be entitled to attend and speak at General Meetings but shall have no right to vote.

11. GENERAL MEETINGS

11.1 The Association must hold an Annual General Meeting (AGM) once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.

11.2 The Board must give Members at least 30 days' written notice of General Meetings. The notice can be given by such methods as the Board may determine.

11.3 Full minutes shall be kept of all General Meetings and made available upon request by Members.

11.4 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a. The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
- b. A motion to proceed is put to the meeting and a majority of two-thirds of votes cast is obtained in favour of the motion to proceed.

Purpose of AGM

11.5 The AGM shall be called for the following purposes:

- a. To receive from the Board a report and audited statement of financial position and statement of financial performance for the proceeding year;
- b. To elect the Chairperson and Board Members of The Professional Association for Gifted Education Incorporated, as specified in Rule 12.3;
- c. To decide on any motion which has been properly submitted to the Board for consideration at the AGM.

Special General Meetings

11.6 The Board must call a Special General Meeting (SGM) upon a written request from:

- a. The Board itself; or
- b. Such Members as are entitled to exercise one-quarter or more of the voting rights of The Professional Association for Gifted Education Incorporated; or
- c. A Member or former Member who, in the absence of other available procedures, is seeking a review of a decision of the Board in relation to withdrawal, termination or suspension of such Member or former Member.

11.7 The written request for a SGM must state the purpose for which the SGM is requested.

11.8 The SGM must only deal with the business for which the SGM is requested.

11.9 The notice requirements for the SGM are the same as for General Meetings unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Quorum

- 11.10 A quorum for a General Meeting is obtained by the presence of those persons who are entitled to exercise one-quarter or more of the voting rights in The Professional Association for Gifted Education Incorporated.
- 11.11 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 11.12 The Chairperson of the Board shall preside and in his or her absence, the Members present shall elect a person present to be the Chairperson of the General Meeting.
- 11.13 Unless otherwise required by these rules:
- a. An Ordinary Resolution shall be sufficient to pass a resolution;
 - b. Individual Members shall have one vote;
 - c. Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution;
 - d. Elections of the Chairperson and Board Members at an AGM must be undertaken by secret ballot except where:
 - i. There are the same number of nominations as positions available; or
 - ii. There are insufficient nominations for the positions available and, after calling for further nominations at the AGM, there are still insufficient or the same number of nominations for positions available. Then those persons who have been nominated shall be declared elected.
 - f. In the event of a tie, the Chairperson shall have an additional or casting vote;
 - g. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

12. BOARD

Role of the Board

- 12.1 The governance and management of The Professional Association for Gifted Education Incorporated shall be vested in the Board, which may exercise all the powers of The Professional Association for Gifted Education Incorporated and do all things which are not expressly required to be undertaken by The Professional Association for Gifted Education Incorporated at a General Meeting.

Membership of the Board

- 12.2 Members of the Board shall be:
- a. Five persons elected by the AGM under Rule 12.3a (Elected Board Members);
 - b. In addition, the Elected Board Members may co-opt up to two Members to the Board under Rule 12.3d.

Election/Appointment of the Board

- 12.3 Members of the Board shall be elected or appointed as follows:
- a. Nominations for Elected Board Members shall be in the approved form and received at the registered office of The Professional Association of Gifted Education Incorporated prior to the AGM;
 - b. The Elected Board Members shall be elected by a majority of Members entitled to vote at an AGM;
 - c. Voting shall be undertaken by secret ballot and may include electronic, postal and/or proxy votes. Proxy votes may be given to any other Member entitled to vote at an AGM to present at the meeting or may be sent to the Chairperson prior to the AGM;

- d. Co-opted Board Members may be appointed at any time by the Board;
- e. In appointing any Co-opted Board Member the Board shall call for applications. The Board may advertise publicly or invite applications for the positions of Co-opted Board Members. Applications must be received at the registered office of The Professional Association for Gifted Education Incorporated by the date specified in the advertisement or notice calling for applications.

Term of Office of Board Members

- 12.4 Subject to Rule 12.8 the term of office for all Elected Board Members shall be three years, expiring on conclusion of the relevant AGM. An Elected Board Member may be re-elected to the Board for a maximum of two subsequent and consecutive terms of office.
- 12.5 The term of office for Co-opted Board Members shall be the period from their appointment until the conclusion of the first AGM following such appointment. A Co-opted Board Member may be reappointed to the Board for further terms of office.

Vacancies on the Board

- 12.6 In the event that there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.
- 12.7 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 13.6 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Removal of Board Member

- 12.8 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office.
- 12.9 Where the removed Board Member in Rule 12.8 was a Co-opted Board Member, the Board shall appoint another person in their place to hold office until the expiration of the term of the Board Member which he or she is replacing. Where that removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 13.6.
- 12.10 Upon the Chairperson (or Board Member) receiving a request for an SGM for the purpose of removing a Board Member, the Chairperson (or Board Member) shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 12.2.
- 12.11 Following notification under Rule 12.10 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.

Board Meetings and Duties of the Board

- 12.12 At its first meeting following the AGM, the Board must elect a Deputy Chairperson, Secretary and Treasurer.
- 12.13 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then the Deputy Chairperson shall undertake the Chairperson's role during the period of unavailability.
- 12.14 The duty of each Board Member is to pursue the objects of The Professional Association for Gifted Education Incorporated and to exercise the powers of The Professional Association for Gifted Education Incorporated for fulfilment of the goals and in so doing a Board Member must:
 - a. Regularly attend Board meetings and General Meetings of The Professional Association for Gifted Education Incorporated;
 - b. Provide good governance for The Professional Association for Gifted Education Incorporated;
 - c. Regularly monitor and review the performance for The Professional Association for Gifted Education Incorporated;
 - d. Act in the best interests of The Professional Association for Gifted Education Incorporated at all times;
 - e. Formulate such by-laws, regulations, policies and procedures as are appropriate for The

Professional Association for Gifted Education Incorporated;

- f. Where appropriate, engage in activities to promote, market, represent and fundraise for The Professional Association for Gifted Education Incorporated;
- g. Do such other things within these rules as the Board agrees to promote the objects of The Professional Association for Gifted Education Incorporated.

12.15 Board meetings may be called at any time by the Chairperson but generally the Board shall meet at regular intervals agreed by the Board.

12.16 Except to the extent specified in these rules, the Board shall regulate its own procedure.

12.17 The quorum for a Board meeting shall be two-thirds of the Members of the Board.

12.18 Each Board Member shall have one vote. In the event of a deadlock, the Chairperson shall have an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.

12.19 A resolution in writing, signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.

12.20 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

12.21 The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of The Professional Association for Gifted Education Incorporated business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement.

12.22 If any situation arises which, in the opinion of the Board, is not provided for in the Rules, regulations, by-laws or policies of The Professional Association for Gifted Education, Incorporated the matter will be determined by the Board.

13. FINANCES

13.1 Unless otherwise determined by the Board the financial year of The Professional Association for Gifted Education Incorporated shall end on the 31st day of March each year.

13.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM.

13.3 The Board is responsible for the receipt and banking of all monies received by The Professional Association for Gifted Education Incorporated. All funds of The Professional Association for Gifted Education Incorporated shall be paid to a bank account in the name of The Professional Association for Gifted Education Incorporated and the bank account must be operated in accordance with the policy determined by the Board.

13.4 The Board must ensure correct accounting records are kept. The accounting records of The Professional Association for Gifted Education Incorporated must be kept at the office of The Professional Association for Gifted Education Incorporated or at such place as the Board may determine and must be open to inspection by Members at such reasonable times as agreed by the Board.

14. COMMON SEAL

14.1 The common seal of The Professional Association for Gifted Education Incorporated shall be kept in the control of the Board any may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and the Deputy Chairperson, and in the absence of either of those then by another Board Member.

15. ALTERATIONS OF RULES

- 15.1 These Rules may only be altered, added to or rescinded by a special resolution passed at a General Meeting.
- 15.2 No alteration, addition to or revision of the rules shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of The Professional Association for Gifted Education Incorporated. This Rule 17.2 must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

16. PROHIBITION ON PERSONAL BENEFITS

- 16.1 No Member or person associated with a Member may participate in or materially influence any decisions by The Professional Association for Gifted Education Incorporated and in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.
- 16.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

17. WINDING UP

- 17.1 The Association must be wound up if The Professional Association for Gifted Education Incorporated, at a General Meeting of its Members, passes a Special Resolution requiring The Professional Association for Gifted Education Incorporated to be wound up and the resolution is confirmed by similar majority at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution so to be confirmed is passed.
- 17.2 If upon the winding-up or dissolution of The Professional Association for Gifted Education Incorporated there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of The Professional Association for Gifted Education but shall be given or transferred to some other Association, organisation or body having goals similar to The Professional Association for Gifted Education Incorporated, or to some other charitable organisation or purpose within New Zealand.

18. INDEMNITY

- 18.1 The Association shall indemnify every Member of the Board and other officers and employees of The Professional Association for Gifted Education Incorporated in respect of all liability arising from the proper performance of their functions connected with The Professional Association for Gifted Education Incorporated.