

New Zealand Association for Environmental Education Incorporated Constitution

1. Name

The name of the Association shall be the New Zealand Association for Environmental Education Incorporated (hereinafter referred to as –The Association).

2. Mission

Promoting and supporting lifelong learning and encouraging behaviours that lead to sustainability for Aotearoa.

We are an independent voice for environmental education, empowering people to respect and nurture the environment, recognising its link with the social, cultural and economic aspects of sustainability.

3. Objectives

The primary objective of the association shall be to foster the development of environmental education/education for sustainability in New Zealand.

- We promote and support professional development and research;
- We provide a network and build relationships for sharing information and resources;
- We advocate for, advise on and lead education for sustainability and action for the environment.

4. Membership

(a) There shall be seven categories of membership:

- (i) student or low wage membership;
- (ii) individual membership;
- (iii) school and small not-for-profit organisations membership (two memberships each);
- (iv) corporate, large not-for-profit organisations and small territorial local authority membership (five memberships each);
- (v) central, regional and larger territorial local authorities (five memberships each);
- (vi) stakeholder membership/optional upgrade (as many memberships as required);
- (vii) honorary membership (which shall be agreed to by a two-thirds majority of the executive);

- (b) Members shall be admitted to the Association upon receipt of a formal application. A member shall remain a member of the Association, as long as s/he shall remain **financial** and shall not have resigned, have died or been expelled as hereinafter provided.
- (c) Every member shall pay annual fees to be fixed by the Annual General Meeting.
- (d) Annual dues shall be payable within the time fixed by the Annual General Meeting and any member who is more than six months in arrears and who fails to give an explanation acceptable to the Association shall cease to be a member.
- (f) There may be Branches of the Association. These Branches shall meet the guidelines specified in “NZAEE Branch Guidelines”.
- (g) A register of members of the association will be maintained in accordance with the provisions of the Incorporated Societies Act 1908 and subsequent enactments.

5. Resignation of members:

A member may resign from membership at any time by giving the Executive Officer notice in writing.

6. Expulsion of members:

- (a) A member who fails to comply with this constitution or any of the policies and procedures of the Association or engages in conduct bringing disrepute to the Association shall be liable to expulsion.
- (b) Any person or organisation may make a complaint to the executive committee that the conduct of a member of the association is or has been injurious to the character of the association. Every such complaint will be in writing and addressed to the chair/co-chairs.
- (c) Expulsion shall be by resolution of an Annual or Special General Meeting of the Association provided that at least one week before such meeting s/he shall have had notice thereof and of the intended resolution for expulsion and that s/he shall at such meeting and before the passing of the resolution have had opportunity of explanation of defence.

A member expelled under this rule shall forfeit all right in claim upon the Association, its property and amenities.

7. Independence of Members

Notwithstanding anything in this constitution:

- (a) Where a member wishes to record dissent from any resolution passed by the Association the member shall have the right to do so.
- (b) No resolution of the Association is binding on any member and the Executive shall, in speaking on behalf of the Association, record the dissent of any member.

(c) Nothing in this constitution shall be construed as limiting the freedom of any member to take action on any matter which the member thinks fit regardless of any action taken by the Association. However, in taking action independently of the Association a member shall not use the Association's name or involve the Association in any manner.

(d) Use of the Association letterhead -

With the exception of the day to day business of the Association, a majority of executive members (of the national executive or of a branch executive) must agree to an issue before recording it on NZAEE letterhead.

8. The Annual General Meeting

(a) There shall be an Annual General Meeting, which shall be the governing body of the Association.

(b) The Annual General Meeting shall:

(i) receive and consider the annual report including the audited financial statements

(ii) receive and consider the reports of any committees established by the executive.

(iii) Receive and consider reports from branches.

(iv) discuss and if necessary vote on any matter which the majority of those members present resolve to discuss

(v) discuss and if necessary vote on motions submitted to the Annual General Meeting

(c) The Executive Officer or any executive member nominated by the chair shall give not less than 30 days notice in writing to every member and corresponding body of the time and place of the Annual General Meeting together with a resume of the business to be transacted thereat.

(d) Each Annual General Meeting shall convene at a place to be determined by the Executive.

(e) Every school/small not-for-profit member shall be entitled to be represented at the Annual General Meeting by two representatives, every corporate/large not-for-profit/small territorial local authority/central, regional and larger local authority category member by five representatives and every stakeholder category member by 10 representatives, whose appointment is to be notified by the Secretary in writing before the meeting.

(f) The quorum at an Annual General Meeting shall be not less than ten members.

(g) If, after a lapse of 30 minutes from the time set for an Annual General Meeting, a quorum be not present, the meeting shall stand adjourned to a date and time approved by a majority of those members present and voting. If a quorum is not present at the adjourned Annual General Meeting, the members present shall transact the business on the notice paper.

- (h) The Annual General Meeting shall cause minutes of its proceedings to be taken and a record kept thereof.
- (i) Motions for submission to the Annual General Meeting shall be in writing.
- (j) Voting on any motion before the meeting shall be by simple majority on the basis of a show of hands.
- (k) The President or chairperson/co-chairperson shall occupy the chair at the Annual General Meeting or in the absence of the President (or either co-chair), as decided by the meeting. The Chairperson shall be entitled to a deliberative and a casting vote in any motion before the meeting.
- (l) Any member who is unable to attend the Annual General Meeting may appoint a proxy, to be identified to the Secretary in writing before the meeting.

9. Special General Meeting

- (a) A Special General Meeting of the Association may be called as and when required to deal with special items of business.
- (b) The President or Chairperson/co-chairperson may from time to time call a Special General Meeting in response to a request from a majority of executive members or within two calendar months of his/her receipt of a petition signed by at least ten members and setting out the matter to be discussed at the meeting.

10. Executive Committee

- (a) The Executive Committee (hereinafter referred to as the Executive) of the Association shall consist of the Immediate Past President or an immediate past co-chair, a nominated representative from each branch and up to four additional Association members.

The Executive shall elect:

- (i) A President;
 - (i) A Chairperson or, by agreement of the executive committee
 - (ii) Two co-chairpersons and
 - (iii) Any other officers of the Association as determined by the executive.
- (b) The Executive shall be responsible for the affairs of the Association between the Annual General Meetings.
 - (c) The members of the Executive shall be eligible for re-election following the expiration of their period of office.
 - (d) The Executive shall have the power to co-opt other members to fulfil special tasks on its behalf.
 - (e) The Executive shall ensure that proper minutes and records are kept of the proceedings and affairs of the Association including a record of monies received and expended the accounts thereof to be audited at least annually.
 - (f) The Executive shall appoint annually an auditor who shall not be a member.

- (g) A bank account shall be opened as directed by the Executive and all disbursements shall be authorised by a minute of the Executive. The Executive shall have power to invest funds as it may think fit but any proposal to borrow money must be referred to a General Meeting for approval.
- (h) Where the policy of the Association on any matter has been decided the Executive shall have the power to act in furtherance of that policy.
- (i) The Executive may speak on behalf of the Association in accordance with the policy of the Association.
- (j) Any casual vacancy that may arise in the Executive may be filled by co-option.
- (k) Unless otherwise determined by the Association. the Executive shall meet at least twice a year including the meeting coincidental with the Annual General Meeting.
- (l) The quorum at executive meetings shall be five members present.
- (m) New members of the Executive shall have been a member of the organisation for at least two years prior to their nomination. Their nomination shall be supported by a member branch or through other members of the Association.
- (n) Nominations for new Executive members shall be seconded by an existing member of the Association.
- (o) The incoming Executive reserves the right of final decision of independent Executive members before a new member is admitted.

11. Powers

The Association will have the following powers to:

- (a) Purchase, receive, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the executive committee thinks necessary or proper for the purpose of attaining the objectives of the association and to sell, exchange, let, bail or lease, with or without the option of purchase, or in any other manner, dispose of such property, rights or privileges.
- (b) Collect funds, raise loans and solicit, receive, enlist and accept subscription donations, bequests and other financial aid.
- (c) To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the executive committee thinks fit.
- (d) To use its funds as the executive committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of

good employment and the Employment Relations Act 2000 or any subsequent enactments.

12. Income, benefit or advantage to be applied to objectives

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

13. Indemnity

No office bearer, delegate or member of a committee or other group working for the Association shall be liable for the acts or defaults of any other person working for the Association or for any error of judgement on his part or for any loss or damage resulting from his duties unless it be by dishonesty or wilful negligence on his part.

Each person so mentioned shall be entitled to be indemnified out of the fund of the Association for any liability incurred by him/her on behalf of the Association.

14. Amendment to Constitution

- (a) Proposals to amend the constitution may be proposed by members at least six months prior to the Annual General Meeting.
- (b) Proposals to amend the constitution must be circulated to members at least one month prior to the Annual General Meeting.
- (c) All amendments must be carried by a two-thirds majority at the Annual General Meeting.
- (d) No addition to alteration or recession of the rules shall be approved if it affects the charitable objects, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

15. Miscellaneous

- (a) Any person or body may, with the consent of the Association donate money or property to the Association.
- (b) The financial year of the Association shall end on 30 June in each year.

16. Dissolution

- (a) The Association shall be dissolved upon the vote of a two-thirds majority of members present at a Special General Meeting convened to consider such question.
- (b) Upon a resolution being passed in accordance with Clause 13(a) of this Constitution, all assets and funds of the Association on hand shall, after the payment of all, expenses and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the organisation, but be handed over to such approved charitable organisations within New Zealand having similar aims and objectives to those of the Association as a simple majority of the delegates present at the Special General Meeting so convened may decide.

17. Common Seal

The Association shall have a common seal which shall be held for the Association by the Executive Officer and shall not be affixed to any document except by two members of the Executive in the presence of the Executive Officer, pursuant to a resolution of the Executive.