

**1. NAME**

The name of the association shall be the Early Childhood Council Incorporated (the ECC), hereinafter referred to as the Association.

**2. INTERPRETATION**

The rules shall be construed with reference to the Incorporated Societies Act 1908 and its amendments or substitutions and any regulations made there under, and the terms used where not inconsistent therewith shall have the same meanings as they have in the Act or regulations.

Subject to the above, the following words and expressions shall have meanings hereinafter specified unless inconsistent with the context in which they are used:

- 2.1 "Association" means the Early Childhood Council Incorporated.
- 2.2 "Centre" has the same meaning as defined in the Education Act 1984, subsequent amendments or substitutions and any replacement regulations and the terms "licensed centre", "licensee" and "licence" when used in relation to a centre have the meanings of these terms in the Education (Early Childhood Centres) Regulations and its subsequent amendments.
- 2.3 "Executive" means the Executive Committee of the Early Childhood Council Incorporated.
- 2.4 "Member" means an Independent Early Childhood Centre, (see definition below) or group of centres under the same licensee, or Management Group (see rules 2.16 and 2.17) who is recognised as such by the Association and whose subscription is current.
- 2.5 "Associate Member" means the person, or corporate body which is an Associate Member (as defined in rule 5.2) of the Association.
- 2.6 "Provisional member" means an individual or organisation in the process of establishing a licensed independent early childhood centre (as further defined in rule 5.3)
- 2.7 "Rules" means these rules, and "bylaws" means the bylaws and "regulations" means the regulations for the time being of the Association.
- 2.8 "Month" means calendar month, and "year" means the financial year of the Association.
- 2.9 "His" includes "its" and "theirs". Words importing the singular number include the plural number. Words importing the masculine gender include the feminine gender and neutral.
- 2.10 "In writing" means written, typewritten, or printed, or any combination of these methods.
- 2.11 "Secretary" and "Treasurer" include any person authorised by or acting on behalf of these officers.

- 2.12 "Privately owned" means that the equity and/or capital of a centre is beneficially held by individuals.
- 2.13 "Community owned" means a Centre that is included in the Ministry of Education "Care and Education" list and does not meet the requirements of Rule 2.11.
- 2.14 In the event of any question arising as to the construction or application of any of these rules, bylaws, or regulations, or if there is a difference of opinion or doubt as to the interpretation of any rule, bylaw or regulation, the Executive shall report in full in writing to all Members prior to the next General Meeting of the Association as to action taken together with any recommendations as to changes to any rule, bylaw or regulation arising as a consequence.
- 2.15 "Life Member" means an individual elected to that position by a General Meeting, the maximum number of Life Members at any one time shall be 20.
- 2.16 "Patron" means a Life Member of the Early Childhood Council, who has had a minimum period of two years' service on the Executive and who is not a current member of the Executive, appointed by the Life Members to serve on the Executive of the Association.
- 2.17 "Independent Early Childhood Centre" means any centre not part of the Free Kindergarten Movement, Te Kohanga Reo Trust or New Zealand Playcentre Federation.
- 2.18 "Management Group" means the person(s) or legal entity(ies) which has the responsibility for managing the centre(s) and is recognised as such by the Ministry of Education for licensing purposes.

### 3 OBJECTS

The objects for which the Association is established in New Zealand are:

- 3.1 To promote and maintain a high standard of early childhood education and care.
- 3.2 To support and advise Members on matters that can enable their continued business viability.
- 3.3 To conduct, support or arrange for the conduct of courses of instruction in educational and custodial aspects of caring for children, and to establish or co-operate with others in establishing standards with appropriate certification or attainment of knowledge and skills in early childhood education and care.
- 3.4 To procure and disseminate to Members and others information advice materials or other instructional or working aids in relation to early childhood education and care operation and management.
- 3.5 To liaise and cooperate with any other organisation whether incorporated or not whose objects are altogether or in part similar to those of the Association or which it is considered may assist in the furtherance of any of the objectives of the Association.
- 3.6 To recognise and promote the fundamental role of privately-owned and independent centres in the provision of early childhood education and care.
- 3.7 To represent Member's views to Government and Government agencies on policy and other matters related to the future direction and operation of early childhood education.
- 3.8 Generally to do all such other things as in the opinion of the Association may be incidental or conducive to the attainment of any or all of the foregoing objects, and in furtherance and not in limitation of the foregoing to exercise any or all of the powers set out or implied in these rules.

#### **4 REGISTERED OFFICE**

- 4.1 The registered office of the Association shall be at such place as may be determined from time to time by the Executive.

#### **5 MEMBERSHIP**

- 5.1 "Members" shall be those entities accepted by the Executive as fulfilling the definitions of rules 2.4, 2.5, 2.16 and 2.17 above and any other rules herein or bylaws from time to time enacted by the Executive.
- 5.2 "Associate Member" shall be persons or corporate bodies whose objects in the opinion of the Executive conform to those objects of the Association.
- 5.3 "Provisional Member means an individual or organisation in the process of establishing a licensed independent early childhood centre. A Provisional member is not yet licensed by the Ministry of Education and is not yet trading as an independent early childhood centre. A provisional member pays a single annual subscription, set by the ECC Executive. A Provisional membership may last up to two years and cannot extend beyond this time without the approval of the ECC Executive. At the time the Ministry of Education issues a license enabling the provisional member to commence trading as an independent early childhood centre, the member is expected to advance their membership to "Full member" and pay any difference in membership subscription between the provisional membership paid and the full membership subscription for the balance of that financial year. Provisional members have no voting rights for the Association.
- 5.4 Every applicant for membership shall sign a form of application as prescribed by the Executive which gives such information as is considered necessary and by which the applicant agrees to be bound by the rules of the Association. Such application shall be considered by the Executive which may by majority decision admit the applicant to membership, or may refuse admission to membership. Where a membership has been refused the Executive may, at its discretion, inform the applicant of the reasons for such refusal and shall record those reasons in the Minute Book and shall report on the matter to the next General Meeting of the Association. Admission by the Executive, together with payment of subscription for the current year or such proportion thereof as may have been determined by the Executive shall constitute membership.
- 5.5 Where the Associate Member of the Association is a firm or partnership, membership shall be in the names of the respective partners and all members of the partnership shall be jointly and severally liable for the membership subscription levies or other monies payable to the Association.
- 5.6 An individual may be nominated as a "Life Member" at a General Meeting of the Association, by the Executive, if the Executive considers that the individual has provided outstanding service to the Association by way of time, effort, skills and knowledge, in total or in part, and the person has had a minimum of eight years as a Member. The nomination shall be considered at the General Meeting at which a vote of more than 75% of Members entitled to vote approving the nomination will confer the status of "Life Member". A Life Member will have all the rights of Members of the Association for his or her life, shall not be required to pay any ECC seminar or annual conference registration fee and shall only have the membership terminated by resignation as described in rule 6.1.
- 5.7 The Executive shall not nominate more than one Life Member every two years, except in the initial year of operation of the rule (2000 Financial Year) when up to five may be nominated.

## 6 CESSATION OF MEMBERSHIP

Membership may be terminated by resignation or other manner provided by these rules.

- 6.1 A Member/Associate Member may resign by giving notice in writing to the Secretary.
- 6.2 The Membership of a Member/Associate Member may be cancelled by the Executive:
  - 6.2.1 If such Member/Associate Member shall die or become bankrupt or assign his estate for the benefit of his creditors; or being a company shall be in receivership or liquidation; or being a corporate body be dissolved or wound up.
  - 6.2.2 If such Member/Associate Member shall make default for a period of three months in payment of any subscription or levy or other monies payable to the Association or any part thereof, or in discharge of any obligation due by him to the Association.
  - 6.2.3 If any Member has their license to operate temporarily suspended by the Ministry of Education for a single period of not more than six months, their membership of the ECC shall be unaffected.
  - 6.2.4 If the Executive shall be satisfied and resolve that the continued membership of such Member/Associate Member is not in the best interests of the Association or its objects; provided however that a Member/Associate Member shall not be expelled pursuant to this part of this rule except in accordance with the provisions of rule 6.4 hereof.
  - 6.2.5 If any Member has their license to operate cancelled by the Ministry of Education, their membership of the ECC shall cease within one month of the date of license cancellation. The Member may be entitled to a proportionate refund of their membership fee as outlined in rule 6.4.4 at the discretion of the Executive.
- 6.3 The Executive may re-admit to membership any Member/Associate Member whose membership has been cancelled pursuant to rule 6.2.2 upon payment by such Member/Associate Member of all monies due or upon the discharge by such Member/Associate Member of his obligations to the Association.
- 6.4 If it is believed that there is sufficient cause for the Executive to consider expulsion of a Member/Associate Member under rule 6.2.4, the following procedures shall be followed and the following conditions shall apply:
  - 6.4.1 A notice shall be sent to the Member/Associate Member stating the reasons why the continuance of his membership has been questioned and inviting him to submit any information or comment which he considers should be taken into account.
  - 6.4.2 Not less than one month after a notice issued under rule 6.4.1 has been posted or e-mailed to the Member/Associate Member, and if no reply has been received or the reply is deemed unsatisfactory, the Member/Associate Member shall be notified by registered mail of the time and place not less than four weeks ahead at which the Executive shall meet to consider the matter, and at which he can appear or be represented or to which he can forward such submissions as he may desire.
  - 6.4.3 If the decision of the Executive is to expel the Member/Associate Member, the minutes shall state the reasons, and the tenor of any submissions that may have been made by or on behalf of the Member/Associate Member, and if the decision of the Executive was not unanimous, the number of votes recorded for and against the motion. The Member/Associate Member shall be notified of the decision by registered mail within seven days.

6.4.4 A Member/Associate Member expelled pursuant to this rule shall if he shall have paid his membership fee for the current year may be entitled to a refund of the proportionate part thereof in respect of the balance of the year then expired at the discretion of the Executive.

6.5 Any person ceasing to be a Member/Associate Member of the Association from any cause whatsoever shall nevertheless remain liable to the Association for all membership fees and other monies which may have become due by him prior to the cessation of membership.

6.6 Any person ceasing to be a Member/Associate Member of the Association shall upon demand return to the Association any property of the Association in his possession or under his control; and no such person shall, after ceasing to be a Member/Associate Member, hold himself out as a Member/Associate Member of the Association.

## **7 SUBSCRIPTION/MEMBERSHIP FEES**

7.1 The subscriptions or membership fees payable shall be fixed by the Executive of the Association at the time of setting the annual budget.

7.2 Subscriptions for the ensuing year shall become due on admission to membership and at the beginning of next and every financial year, payable within one month of the date of the invoice.

7.3 In order to provide additional funds if such be required for any purpose of the Association, a resolution of an Annual or Special General Meeting or a resolution passed by postal ballot may make levies on Members, provided however that the total amount levied on any Member in any financial year shall not exceed his subscriptions for that year.

7.4 The Executive shall have the power to remit in whole or in part any subscription or sum due to the Association by any Member.

## **8 OFFICERS**

The officers of the Association shall be a President, one Vice President, a Secretary and a Treasurer (who may also be the Secretary).

## **9 EXECUTIVE**

9.1 The policy and control of the Association and the administration of its finances shall be vested in the Executive which shall be made up of individuals nominated by Members and consist of:

9.1.1 The President, elected as provided in rule 9.2

9.1.2 One Vice President, elected as provided in rule 9.2

9.1.3 Five Members elected as provided for in rule 9.2

9.1.4 A Secretary and/or Treasurer as per rules 13 and 14

9.1.5 Up to three Patron Members appointed by the Life Members. The Life Members must collectively advise the Secretary of the names of the Patron Members they wish to appoint to the Executive, by the joint signatories of more than 50% of the Life Members, no more than 1 calendar month after each Annual General Meeting. The Secretary shall seek this information by circular to all Life Members within 1 week of the Annual Meeting. The Patron Members of the executive shall not be subject to rules 9.4, 9.5 or 9.6. The Life Members may collectively remove from office any Patron they have appointed to the Executive and may fill any casual vacancies of their appointees as they see fit.

- 9.2 Nominations for the positions of President, Vice President, Secretary, Treasurer and Executive Members shall be in writing accompanied by details, signed by a Member who shall certify that the nominee has accepted nomination, and to be valid must be in the hands of the Secretary not less than one calendar month prior to the Annual General Meeting.
- 9.2.1 The Secretary shall notify Members prior to the Annual General Meeting of the nominations received.
- 9.2.2 If more than one nomination is received for any position the names and the details of those nominated shall be submitted to the Annual General Meeting and the successful candidate or candidates determined by the highest number of votes in a ballot of Members entitled to vote.
- 9.2.3 A nominee for the position of President, Vice President, Secretary or Treasurer must have had at least one year's experience in the preceding year as a member of the Executive.
- 9.3 If there is no valid nomination under these rules for any one or more of the positions, or if the sole nominee dies or withdraws or becomes ineligible prior to the Annual General Meeting the position shall, notwithstanding rule 9.2.3, be filled by calling for nominations at the meeting and voting shall be by ballot.
- 9.4 At each Annual General Meeting:
- 9.4.1 Each of the following must stand for re-election or retire from office ("Stand Down"):
- 9.4.1.1 Subject to rule 9.5, the Vice President;
- 9.4.1.2 Subject to rule 9.6, one of the President, Secretary or Treasurer (the "Standing Officer");
- 9.4.1.3 Two of the other five Executive Members, ie. those members of the Executive that are not officers.
- 9.5 If a Vice President vacates his or her office in the year prior to an Annual General Meeting pursuant to rule 9.8, the new Vice President shall not be required to Stand Down at that Annual General Meeting pursuant to rule 9.4.1.1.
- 9.6 If a President, Secretary or Treasurer vacates his or her office in the year prior to an Annual General Meeting pursuant to rule 9.8, no officer shall be required to Stand Down at that Annual General Meeting pursuant to rule 9.4.1.2. Otherwise, the Standing Officer required to Stand Down at an Annual General Meeting shall rotate in the following order each year: Secretary, President and Treasurer, unless the Executive determines otherwise.
- 9.7 The two Executive Members required to Stand Down at an Annual General Meeting pursuant to rule 9.4.1.3 shall be those two Executive Members who have most recently held office for the longest term. Where two or more Executive Members have equally held office for the longest term, the members of the Executive to Stand Down shall be selected by random ballot of those Executive Members that have held office for the longest term.
- 9.7.1 On expiry of each member's term he will be eligible for re-election to the Executive either in his former or any other capacity. Any person nominated for the Executive may be elected to the office nominated or to any other vacant position on the Executive at the General Meeting at which the elections concerned are held.

- 9.8 The office of the President or any other member of the Executive shall become vacant if the holder:
- 9.8.1 Dies or resigns or becomes of unsound mind or incapable of undertaking their duties as outlined in the ECC Governance Manual.
  - 9.8.2 Ceases to be a Member or representative of a Member of the Association, or becomes disqualified from membership.
  - 9.8.3 Represents a Member which is a body corporate and which ceases to be a Member, except that the Executive shall have the power to continue such Executive in office until the next General Meeting.
  - 9.8.4 Is removed from office by a resolution of a general meeting.
  - 9.8.5 Ceases to be a licensee or representative of a licensee.
- 9.9 A casual vacancy occurring in any position may, if deemed necessary by the majority of the Executive, be filled by appointment of a Member on the majority vote of the Executive, notwithstanding rule 9.2.3 and subject to the Member's acceptance. Such appointee shall hold office until the next Annual General Meeting.
- 9.9.1 Voting rights shall be one vote per Member. Associate Members are persons or organisations who do not have voting rights.

## 10 PROCEEDINGS OF EXECUTIVE

- 10.1 The Executive shall meet at such times and places as it shall determine. Failing determination by the Executive, a meeting shall be convened by order of the President or the Vice President.
- 10.2 A special meeting of the Executive may be requisitioned by not fewer than three members of the Executive. The requisition shall be delivered in writing to the Secretary and shall state the object of the meeting. The Secretary shall within seven days of receipt of the requisition convene the meeting to be held not less than fourteen or more than twenty eight days from the date of the notice which shall state the business to be considered, and no other business shall be considered at the meeting except with the unanimous consent of all present. If the Secretary does not issue the notice within seven days of the receipt of the requisition, a majority of the requisitioners may themselves convene the meeting.
- 10.3 Fourteen clear days' notice shall be given of a meeting of the Executive, except that in cases of special urgency shorter notice may be given if no objection is raised thereto by any members of the Executive.
- 10.4 The quorum at Executive meetings shall be not fewer than five, with at least one being the President, Vice President or Secretary.
- 10.5 Meetings of the Executive shall be presided over by the President or in his absence Vice President failing which the meeting shall elect a chairman.
- 10.6 In the event of a difference of opinion, decisions at a meeting of the Executive shall be resolved by vote and the majority shall prevail (except where otherwise provided by these rules). The chairman shall have a deliberative vote, and in the event of an equality of votes shall also have a casting vote.
- 10.7 Records of all meetings of the Executive and the resolutions of the same shall be kept in a Minute Book maintained for the purpose by the Secretary.
- 10.8 A resolution entered in the minute book and signed by not fewer than a quorum of the Executive (as defined in rule 11.4 above) shall be as valid and effectual as if passed at

a meeting properly called, provided that fourteen clear days' notice of such resolution shall have been given to every member of the Executive.

- 10.9 The Executive shall have full power to act notwithstanding that any vacancy shall not be filled, and in any acts of the Executive or by any person acting as a member of the Executive or by its direction in good faith shall be valid notwithstanding that it may afterwards be discovered that there was some defect in any appointment to the Executive.

## **11 POWERS AUTHORITIES AND DUTIES OF EXECUTIVE**

- 11.1 The Executive may exercise any power vested in the Association and may otherwise act in a manner that supports the objects of this Constitution (see rule 3). Without prejudice to the general powers of the Executive and the Association, it is expressly declared that the Executive shall have power to do all or any of the following:
- 11.1.1 To act as arbitrator or to nominate arbitrators in the settlement of disputes arising between Members, if requested by either party or by anyone exercising proper authority.
  - 11.1.2 To indemnify Members of the Executive or officers of the Association against claims or demands made upon them in respect of acts done by them in good faith purporting to be in pursuance of objects of the Association.
  - 11.1.3 To employ staff and to remunerate any person or other body for services rendered to the Association which shall include authority to pay out of the funds of the Association an honorarium or other payment to the President or any other officer in respect of the duties of his office or other services rendered to the Association.
  - 11.1.4 To co-opt not more than two persons as full executive members where in the opinion of the Executive the skills and contribution of such persons will be of benefit to the Association.
  - 11.1.5 To buy or otherwise acquire chattels of all descriptions for use of or in connection with the affairs of the Association, and to manage, let, sell, exchange or otherwise deal with the property of the Association.
  - 11.1.6 To purchase, take on lease or otherwise acquire land, buildings or premises, to maintain, alter and repair buildings or premises or other property that may be required for the purposes of the Association.
  - 11.1.7 To insure and keep insured all the property and officers and Members of the Association against such risks or losses as the Executive may from time to time be considered expedient.
  - 11.1.8 To borrow or lend money upon such securities or without security as the Executive shall decide and for the purposes hereof to issue or receive debentures, mortgages, chattel securities or any other form of security; and to subscribe for or take or otherwise acquire shares in or become a member of any company or body corporate with objects similar wholly or in part, to the objects of the Association or which the Executive considers may assist in the furtherance of any of the objects of the Association.
  - 11.1.9 To form or assist in forming branches of the Association by means of bylaws under these rules, or in accordance with the Incorporated Societies Amendment Act 1920 and any subsequent amendments or substitutions.
  - 11.1.10 To close the membership of the Association forthwith, in whole or in part without notice and for whatever period of time if in the sole opinion of the Executive such

an action is in the best interests of the Association and where Members representing privately owned centres are likely to comprise less than 70% of the total membership of the Association.

- 11.1.11 To appoint committees and delegate to committees or to officers any of the powers of Executive and to revoke any authority so delegated.
- 11.1.12 To authorise the opening of a bank account and to decide as to the method of operating on the account and as to the investment of funds not immediately required.
- 11.1.13 To report to the Annual General Meeting, in respect of matters referred to in rules 10 and 11 and to present a Balance Sheet and Statement of Accounts. The Minute Book of the Executive shall be upon the table for review by Members at the Annual General Meeting.

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## 12 GENERAL MEETINGS

- 12.1 The Annual General Meeting of the Association shall be held in every year within six months of the close of the financial year of the Association. The business of such Annual General Meeting shall be:
  - 12.1.1 To receive and consider the annual report of the Executive and any matters incidental thereto.
  - 12.1.2 To receive and consider the Annual Statement of Accounts.
  - 12.1.3 To elect officers and members of the Executive for the ensuing year.
  - 12.1.4 To transact any other business which shall be brought forward by the Executive or which lies within the objects of the Association or is provided to be done by these rules.
- 12.2 A Special General Meeting shall be convened by the Secretary if directed to that effect by the President or by resolution of the Executive or by requisition in writing by ten percent of financial Members of the Association, stating the object of the meeting. In the case of a meeting by requisition, the Secretary shall convene by notice the meeting between fourteen and twenty eight days from the date of the notice which shall state the object of the meeting and no other business shall be discussed except by unanimous consent of those present.
- 12.3 No fewer than fourteen clear days' notice specifying the place day and hour of the General Meeting and the purpose for which it is being held shall be given by notice sent by post or e-mail to all Members, but the accidental omission to give or the non-receipt of any such notice to or by any of the Members shall not invalidate any resolution passed at the meeting to which the notice referred.
- 12.4 The quorum for any General Meeting shall be nine. If within half an hour of the time appointed for the meeting the quorum is not present, the secretary shall call another meeting to be held within twenty eight days, and if at such further meeting a quorum be not present those Members who are present shall form a quorum and may transact the business for which the meeting was called.
- 12.5 General Meetings shall be presided over by the President or in his absence by the Vice President, failing which the meeting shall elect a chairman. Questions shall be determined by a majority of Members present and entitled to vote and shall be by a show of hands unless a poll is demanded by five or more Members in which case a poll shall be taken. The chairman of any meeting shall have a deliberative vote and a casting vote.

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- 12.6 All Members present at a General Meeting shall be entitled to speak and to vote. No vote shall be exercised by any Member whose subscription is more than one month in arrears.
- 12.7 Any financial Member may appoint another financial Member to attend a General Meeting and vote on his behalf, provided that the notice in writing of appointment of such proxy shall have been in the hands of the Secretary before the meeting commences. A financial Member attending a General Meeting may only cast one proxy vote, (so two votes in total: their own plus the proxy vote).
- 12.8 Conditions set out in 12.3 to 12.7 inclusive shall also apply to a Special General Meeting.

### **13 SECRETARY**

- 13.1 The Secretary of the Association may be elected at the Annual General Meeting under rule 9.2, or if the Annual General Meeting so decides or does not elect the Secretary he shall be appointed by the Executive, in which case the requirement in rule 9.2.3 shall not apply. The duties of the Secretary (who may also be the Treasurer) shall be determined by the Executive and shall include:
  - 13.1.1 Conduct the correspondence of the Association and the Executive.
  - 13.1.2 Convene and attend all meetings of the Association and the Executive either personally or by deputy, and see that the minutes of such meetings are properly recorded.
  - 13.1.3 Make provision for the safe custody of the seal of the Association and of its books, records, documents and property.
  - 13.1.4 Comply with the provisions of the Incorporated Societies Act 1908 and any subsequent amendments or substitutions in lodging the annual returns and notifying the Registrar of any change in place of the Registered Office of the Association and ensuring that the Association complies with all other legal requirements.
  - 13.1.5 Carry out such other duties as may be required by the Executive.

### **14 TREASURER**

- 14.1 The Treasurer of the Association may be elected at the Annual General Meeting under rule 9.2, or if the Annual General Meeting so decides or does not elect the Treasurer he shall be appointed by the Executive in which case the requirement in rule 9.2.3 shall not apply. The Treasurer (who may also be the Secretary) shall be responsible for the finances of the Association. The duties of the Treasurer shall be determined by the Executive and shall include:
  - 14.1.1 To receive all monies, cheques, bill and negotiable instruments payable to the Association, either personally or by deputy, and account for same by paying into the Bank Account of the Association such monies as may be directed from time to time by the Executive.
  - 14.1.2 To ensure that the funds of the Association shall be devoted solely to the furtherance of the objects of the Association and subject to the provisions of these rules pay out of the funds of the Association according to the specific or general directions of the Executive.
  - 14.1.3 To keep a correct account of all monies received and payments made by the Association and of its financial affairs, and to prepare or have prepared the

Annual Statement of Accounts required to be submitted at the Annual General Meeting.

## 15 FINANCE

- 15.1 The financial year of the Association shall end on 31 March each year, unless otherwise determined at a General Meeting.
- 15.2 The funds of the Association shall be under the sole control of the Executive which shall decide as to the opening of the Bank Accounts and the method of operating on the accounts and as to the investment of funds not immediately required.
- 15.3 No Member or person associated with a Member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage.
- 15.4 The exception to rule 15.3 above is where that income, benefit or advantage is derived from:
  - 15.4.1 Professional services to the organisation rendered in the course of business, charged at no greater rate than current market rates; or
  - 15.4.2 Interest on money lent at no greater rate than current market rates.
- 15.5 The Executive may pay out of the funds of the Association the reasonable expenses of any Member, officer, or servant or agent for travelling expenses or other expenses incurred in connection with the business of the Association.
- 15.6 The Executive may authorise to be paid out of the funds of the Association the reasonable travelling or other expenses of any Member officer or agent for attending any conference or meeting in connection with the business of the Association.

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## 16 AUDITORS

- 16.1 The books of the Association shall be reviewed or audited by a chartered accountant if voted for at an AGM or Special Meeting by at least 10% of members present.

**Deleted:** The books of the Association shall be audited annually and reported upon by an auditor who shall be a chartered accountant or a firm of chartered accountants appointed by the Annual General Meeting. In the case of death, resignation or incapacity of an individual auditor so appointed, or if no auditor was appointed by the previous Annual General Meeting the Executive shall appoint one.

## 17 COMMON SEAL

- 17.1 The Common Seal of the Association shall be kept in the custody of the Secretary and shall not be affixed to any document except pursuant to a resolution of the Executive and in the presence of the President and the Secretary or of two Executive members who shall attest the execution thereof.

## 18 INDEMNITY

- 18.1 No action at law or otherwise shall lie in favour of Members or their executors or administrators or any other party whatsoever against any Member of the Association or member of the Executive or any officers of the Association for or in respect of any act, matter or thing done, omitted or suffered or in pursuance of the provisions of these rules, and that notwithstanding any irregularities, informality, occurring in or about the doing, or omitting, or suffering of any act, matter, or thing.
- 18.2 No member of the Executive, Secretary or other officer shall be liable for any other member of the Executive, Secretary or other officer, or for joining in any receipt or document, or for any act or conformity, or for any loss or expense happening to the Association unless the same happen from his own wilful default.

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## 19 ALTERATION OF RULES

- 19.1 These rules or any of them (including the name of the Association) but excepting rules 15.3, 15.4, 15.5 and 21 may be altered, added to, or rescinded by resolution passed at a duly constituted General Meeting of the Association by a majority of not fewer than

three quarters of the Members present in person or by proxy and entitled to vote provided that the notice convening such meeting states that alteration of the rules will be considered thereat and indicates the general nature of the proposed alteration.

19.2 No alteration, addition, recession or amendment shall be made so as to:

19.2.1 Affect the restriction on Members or groups of Members obtaining pecuniary profits or other monetary benefits hereunder.

19.2.2 Alter or amend the winding up rule hereinafter contained.

19.2.3 Affect the exclusively charitable objects hereunder.

## **20 STANDING ORDER AND BYLAWS**

20.1 The Executive shall have power to make, amend, alter or rescind Standing Orders and bylaws as it may deem necessary (not being repugnant to the provisions of the Incorporated Societies Act 1908 or any amendment thereof or any statutory enactment in substitution therefore for the time being in force or to any regulations made there under or to those rules) to enable it more effectively to carry out these rules or any of the objects of the Association, provided always that any such change to Standing Orders and bylaws be made by a majority vote at an Executive meeting.

## **21 WINDING UP**

21.1 The Association may be wound up voluntarily if the Association at a General Meeting of its Members passes a resolution requiring the Association to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty days nor more than two calendar months after the date on which the resolution so to be confirmed was passed. If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the organisation but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the first organisation, or for some other charitable purpose within New Zealand.

## AMENDMENTS

Amendment	Date Approved by General Meeting
15.1 The Financial Year of the Association shall end on 31 March each year	9 May 2010
Full review	27 May 2011
Full review	25 May 2012
<p>9.2.3 A nominee for the position of President, Vice President, Secretary or Treasurer must have had at least one year's experience in the preceding year as a member of the Executive.</p> <p>9.4 At each Annual General Meeting:</p> <p>9.4.1 Each of the following must stand for re-election or retire from office ("Stand Down"):</p> <p>9.4.1.1 Subject to rule 9.5, the Vice President;</p> <p>9.4.1.2 Subject to rule 9.6, one of the President, Secretary or Treasurer (the "Standing Officer");</p> <p>9.4.1.3 Two of the other five Executive Members, ie. those members of the Executive that are not officers.</p> <p>9.5 If a Vice President vacates his or her office in the year prior to an Annual General Meeting pursuant to rule 9.8, the new Vice President shall not be required to Stand Down at that Annual General Meeting pursuant to rule 9.4.1.1.</p> <p>9.6 If a President, Secretary or Treasurer vacates his or her office in the year prior to an Annual General Meeting pursuant to rule 9.8, no officer shall be required to Stand Down at that Annual General Meeting pursuant to rule 9.4.1.2. Otherwise, the Standing Officer required to Stand Down at an Annual General Meeting shall rotate in the following order each year: Secretary, President and Treasurer, unless the Executive determines otherwise.</p> <p>9.7 The two Executive Members required to Stand Down at an Annual General Meeting pursuant to rule 9.4.1.3 shall be those two Executive Members who have most recently held office for the longest term. Where two or more Executive Members have equally held office for the longest term, the members of the Executive to Stand Down shall be selected by random ballot of those Executive Members that have held office for the longest term.</p> <p>Consequential and minor amendments.</p>	26 May 2017
<p>Interpretation</p> <p>New 2.6 (current 2.6 becomes 2.7 and so on)</p> <p>"Provisional member" means an individual or organisation in the process of establishing a licensed independent early childhood centre (as further defined in rule 5.3)</p> <p>5 Membership</p> <p>New 5.3 (current 5.3 becomes 5.4 and so on)</p> <p>"Provisional Member means an individual or organisation in the process of establishing a licensed independent early childhood centre. A Provisional member is not yet licensed by the Ministry of Education and is not yet trading as an independent early childhood centre. A provisional member pays a single annual subscription, set by the ECC Executive. A Provisional membership may last up to two years and cannot extend beyond this time without the approval of the ECC Executive. At the time the Ministry of Education issues a license enabling the provisional member to commence trading as an independent early childhood</p>	25 May 2018

<p>centre, the member is expected to advance their membership to "Full member" and pay any difference in membership subscription between the provisional membership paid and the full membership subscription for the balance of that financial year. Provisional members have no voting rights for the Association.</p>	
<p><u>Replace Rule 16.1 "The books of the Association shall be audited annually and reported upon by an auditor who shall be a chartered accountant or a firm of chartered accountants appointed by the Annual General Meeting. In the case of death, resignation or incapacity of an individual auditor so appointed, or if no auditor was appointed by the previous Annual General Meeting the Executive shall appoint one"</u></p> <p><u>with</u></p> <p><u>"The books of the Association shall be reviewed or audited by a chartered accountant if voted for at an AGM or Special Meeting by at least 25% of members present."</u></p> <p><u>Amended Rule 11.1.13 to remove "audit"</u></p> <p><u>Amend Rule 12.1.2 to remove "...and the report of the Auditor thereon"</u></p> <p><u>Remove Rule 12.1.4 "to appoint an Auditor"</u></p> <p><u>Removal of Rule 14.1.4 "To make available to the auditor and to any nominee of the Executive the books and accounting records of the Association, and arrange to obtain the auditor's report on the annual accounts."</u></p> <p><u>Amend Rule 18.2 to remove "auditor" in two places.</u></p>	<p><u>29 August 2019</u></p>



Nazneen Gluga  
President



Dr Darius Singh  
Vice President



Tim Lainson  
Secretary