

RULES OF Auckland Hospital Preschool Society Incorporated

1.0 Name

1.1 The name of the society is *Auckland Hospital Preschool Society Incorporated* ("the Society").

2.0 Registered Office

2.1 The Registered Office of the Society is Building 15, Auckland City Hospital, Grafton, Auckland

3.0 Purposes of Society

3.1 The purposes of the Society are to:

- (a) Provide quality early childhood education services primarily for children of:
 - (i) Employees of the Auckland District Health Board;
 - (ii) Employees and students of the University of Auckland Department of Medicine and Health Science; and
 - (iii) Other persons subject to any restrictions decided by the Executive that are reasonable and appropriate in the circumstances.
- (b) Operate licensed education and care centre/s in compliance with all relevant laws, statutes, regulations and by-laws including the Education Act 1989 and the requirements of the Ministry of Education (or its successor) or any other authority having jurisdiction for Early Childhood Education services in New Zealand.
- (c) To advance education of children attending the Society's education and care centre/s and to be beneficial to the community by providing quality education and care meeting the needs of and reflecting the different cultural values of the families of the children attending the centre/s
- (d) Cooperate with other education and care centres operated on Auckland District Health Board sites.
- (e) Ensure the Society is financially self-supporting, and uses funds received by the Society as may be necessary to achieve the purposes of the Society
- (f) Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 Executive

4.1 The Society shall have a managing committee ("the Executive"), comprising the following persons:

- (a) The Chairperson;
- (b) The Secretary;
- (c) The Treasurer;
- (d) The Centre Manager; and
- (e) Other Members as the Society shall decide.

4.2 Excepting the Centre Manager, only Members of the Society may be Executive Members.

4.3 There shall be a minimum of four and a maximum of ten Executive Members.

4.4 The Centre Manager is a member of the Executive by virtue of her/his employment as Centre Manager. The Centre Manager has the rights or responsibilities of an Executive Members as outlined in these Rules, including the right to vote at Executive Meetings.

5.0 Appointment of Executive Members

5.1 At a Society Meeting, the Members may decide by majority vote:

- (a) How large the Executive will be;
- (b) Who shall have the title of Chairperson, Secretary, and Treasurer;
- (c) Whether any Executive Member may have more than one title;
- (d) How long each person, other than the Centre Manager, will be an Executive Member ("the Term").

6.0 Cessation of Executive Membership

6.1 Persons, other than the Centre Manager, cease to be Executive Members when:

- (a) They resign by giving written notice to the Executive.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

6.2 The Centre Manager ceases to be an Executive Member when they cease to be employed as the Centre Manager

6.2 If a person ceases to be an Executive Member, that person must within one month give to the Executive all Society documents and property.

7.0 Nomination of Executive Members

7.1 Nominations for the elected members of the Executive shall be called for at least 14 days before a General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the seventh day before the Annual General Meeting. The Secretary shall post all nominations on a suitable notice board at least 2 days before the Annual General Meeting. All retiring members of the Executive shall be eligible for re-election.

7.2 Should nominations exceed the agreed number for the Executive then an election shall be held at the Annual General Meeting.

7.3 If the position of any Executive Member becomes vacant between Society Meetings, the Executive shall appoint another Executive Member to fill that vacancy until the next Society Meeting.

7.4 If any Executive Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

8.0 Role of the Executive

8.1 Subject to the rules of the Society ("The Rules"), the role of the Executive is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's bank accounts;
- (d) To engage, dismiss and fix the remuneration and conditions of employment of any employees of the Society;
- (e) Ensure that all Members follow the Rules;
- (f) Decide how a person becomes a Member, and how a person stops being a Member;
- (g) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (h) Decide the procedures for dealing with complaints;
- (i) Set Membership fees, including subscriptions and levies;
- (j) Make regulations;
- (k) Decide any question arising either from interpretation of the Rules, or not provided for in the Rules.

8.2 The Executive has all of the powers of the Society, unless the Executive's power is limited by these Rules, or by a majority decision of the Society.

8.3 Decisions of the Executive bind the Society, unless the Executive's power is limited by these Rules or by a majority decision of the Society.

9.0 Roles of Executive Members

9.1 The Chairperson's role is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Society;
- (e) Give a report on the operation of the Society at each Annual General Meeting;
- (f) Advise the Registrar of Incorporated Societies of any rule changes;
- (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

9.2 The Secretary's role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Hold the Society's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Executive;
- (e) Retain the common seal of the Society, if the Society has a common seal.

9.3 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Society. These payments must be banked within seven days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting and more often if either the Executive or a majority of the Society decides this in a Meeting.
- (d) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies and the Charities Commission upon approval by the Members at an Annual General Meeting.

SOCIETY MEMBERSHIP

10.0 Eligibility

10.1 Any parent or guardian of a child currently attending the centre/s or any employee of the Auckland District Health Board is eligible to apply to the Executive for membership of the Society.

11.0 Admission of Members

11.1 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Executive requires this; and
- (b) Supply any other information the Executive requires.

11.2 The Executive shall have complete discretion when it decides whether or not to let the Applicant become a Member. The Executive shall advise the Applicant of its decision, and that decision shall be final.

11.3 A Member has the rights and responsibilities set out in these Rules.

12.0 The Register of Members

12.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the addresses and telephone numbers of all Members, and the dates at which they became Members.

12.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Secretary.

12.3 Each Member shall provide such other details as the Executive requires.

13.0 Cessation of Membership

13.1 Membership of the Society terminates immediately upon the Member ceasing to have a child attending the Society's centre/s.

13.2 A Member may have his or her Membership terminated by the Executive or the Society in the following way:

(a) If, for any reason whatsoever, the Executive is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Executive may give written notice of this to the Member ("the Executive's Notice"). The Executive's Notice must:

- i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
- ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Executive giving reasons why the Executive should not terminate the Member's Membership.
- iii) State that if, within 14 days of the Member receiving the Executive's Notice, the Executive is not satisfied, the Executive may in its absolute discretion immediately terminate the Member's Membership.
- iv) State that if the Executive terminates the Member's Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Executive's Notice; the Executive may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Executive Members.

(e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

14.0 Re-admission of former Members

14.1 Any former Member who has resigned may apply for re-admission in the same way as a new Applicant, but if the former Member's membership was terminated by the Executive or the Society, the Applicant shall not be readmitted without the approval of the Executive by majority vote.

15.0 Obligations of Members:

15.1 All Members (and Executive Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

15.2 All Members and Executive Members shall maintain confidentiality of Society business at all times except to the extent that disclosure is:

- (a) Required by law; or
- (b) Necessary for carrying out the purposes of the Society

MONEY AND OTHER ASSETS OF THE SOCIETY

16.0 Use of Money and Other Assets

16.1 The Society may only use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Executive or by majority vote of the Society.

16.2 Any payments made by the Society to a Member, or person associated with a Member, must be for goods and services that advance the purposes of the Society and must be reasonable and relative to payments that would be made to unrelated parties.

16.3 No Member or anyone associated with a Member is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or associated person of any income, benefit or advantage.

17.0 Joining Fees, Subscriptions and Levies

17.1 The Society shall decide by majority vote at a Society Meeting:

- (a) What a Member must pay to join the Society ("Joining Fee"); and
- (b) What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

17.2 The Executive may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 in any one financial year.

17.3 If any Member does not pay a Subscription or levy by the date set by the Executive or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

18.0 Additional Powers

18.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Purchase, take lease on, exchange, hire of otherwise acquire any real or personal property or any rights or privileges which the Executive considers necessary or expedient for attaining the purposes of the Society; and
- (e) Sell or exchange, let, bail or lease with or without an option to purchase or in any manner dispose of any such property, rights or privileges; or
- (f) Borrow money and provide security for that is authorised by Majority vote at any Society Meeting.

19.0 Financial Year

19.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

20.0 Cheques

20.1 Any Payment made by the Society above a value of twenty dollars must be by Cheque or electronic deposit.

20.2 All Cheques must be signed by a signatory authorised by the Executive.

20.3 Payments above a specified amount set by the Executive from time to time and recorded in the Society's schedule of delegated authority will require signature by two authorised signatories.

21.0 Appointing an Auditor

21.1 At an Annual General Meeting, the Society may by majority vote appoint someone to audit the Society ("the Auditor"). The Auditor shall audit the Society's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Chartered Accountants, and must not be a Member of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Executive shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

22.0 Society Meetings

22.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

22.2 The Annual General Meeting shall be held once every year between 1 April and 31 August. The Executive shall determine when and where the Society shall meet within those dates.

22.3 Special General Meetings may be called by the Executive. The Executive must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Members.

22.4 The Secretary shall give all Members:

(a) At least 14 days written notice of the business to be conducted at the Annual General Meeting;

(b) At least 7 days written notice of the business to be conducted at any General Meeting;

A copy of the Annual Report and Statement of Accounts, at the Annual General Meeting;

(d) A list of Nominees for the Executive, and information about those Nominees if it has been provided.

(e) Notice of any motions and the Executive's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.5 All Members may attend and vote at Society Meetings.

22.6 No Society Meeting may be held unless at least ten Members attend.

22.7 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Society Meeting. If the Secretary is also absent, the Society shall elect another Executive Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.

22.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:

(a) Voices; (b) Show of hands; or (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.

22.9 The business of an Annual General Meeting shall be:

(a) Any minutes of the previous Meeting(s);

(b) The Chairperson's report on the business of the Society;

(c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;

(d) To fill the vacancies of the Executive, or to elect Executive Members for the coming Term;

(e) Motions to be considered;

(f) General business; and

(g) Approval of plans for the balance of the current and next calendar years.

23.0 Motions at Society Meetings

23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Executive may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:

(a) It must be voted on at the Society Meeting chosen by the Member; and

(b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

23.2 The Executive may also decide to put forward motions for the Society to vote on ("Executive Motions").

24.0 Executive Meetings

24.1 No Executive Meeting may be held unless more than half of the Executive Members attend.

24.2 The Chairperson shall chair Executive Meetings, or if the Chairperson is absent, the Secretary shall chair the Executive Meeting. If the Secretary is also absent, the Executive shall elect an Executive Member to chair that meeting.

24.3 The Executive shall decide the time and place of meetings, and shall determine its own procedure.

24.4 Notice of meeting shall be given verbally or in writing 7 days prior to the date of meeting.

24.5 Decisions of the Executive shall be by majority vote.

24.6 The Chairperson or person acting as Chairperson has a casting vote.

24.7 Only Executive Members present at an Executive Meeting may vote at that Executive Meeting.

24.8 Subject to these Rules, the Executive may regulate its own practices.

24.9 In addition to the Centre Manager, a staff representative may be invited to 'attend' Executive meetings but will not exercise Member rights or responsibilities as outlined in these Rules.

SIGNING OF DOCUMENTS

25.0 Signing of Documents

25.1 The Society shall have a common seal. A document shall be executed on behalf of the Society if:

- (a) The common seal is attached to the document; and
- (b) The document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Executive.

ALTERING THE RULES

26.0 Altering the Rules

26.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a three-fourths majority of those Members present and voting.

26.2 At least 14 days before the Society Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive has.

26.3 Every resolution altering or replacing the Rules may, at the discretion of the Executive, require confirmation at another Society Meeting, to be held not more than three calendar months, and not less than 14 days thereafter, by a simple majority of those present.

26.5 No rule change shall be approved if it is inconsistent with the Incorporated Societies Act 1908 or the Charities Act 2005 or to any legislation passed in substitution for that legislation

26.6 When a Rule change is approved by a Society Meeting the Executive shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

27.0 Winding up

27.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to an organisation that is charitable under New Zealand law and has purposes similar to those of the Society

28.0 Definitions

28.1 In these Rules:

- (a) "**Annual General Meeting**" is a meeting under Rule 22.2
- (b) "**Centre Manager**" means, at all relevant times, the person then currently employed by the Society as the manager of the education and care centre operated by the Society under these Rules
- "**Cheque**" means a personal cheque or a bank cheque.
- (c) "**Executive**" means the managing committee of the Society.
- (d) "**Executive Meeting**" means a meeting of the Executive.
- (e) "**Executive Member**" means any Member who is on the Executive.
- (f) "**Majority vote**" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (g) "**Meeting**" means any Annual General Meeting, any Special General Meeting, and any Executive Meeting.
- (h) "**Money or Other Assets**" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (i) "**Payment**" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (j) "**Rules**" means these rules, being the rules of the Society.
- (k) "**Society Meeting**" means any Annual General Meeting, or any Special General Meeting, but not a Executive Meeting.
- (l) "**Special General Meeting**" means a meeting under Rule 22.3
- (m) "**Use Money or Other Assets**" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (n) "**Written Notice**" means hand-written, printed or electronic communication of words or a combination of these methods.

The undersigned certify that the foregoing rules are the rules of the Auckland Hospital Pre-school Society Incorporated:

Chairperson F Miles
(Fiona Miles)

Treasurer A Lehrke
(Anne Lehrke)

Secretary S Thompson
(Sarah Thompson)

Dated 29 August 2009

