



NEW ZEALAND ASSOCIATION FOR THE TEACHING OF ENGLISH
TE POUHERE WHAKAAKO O TE REO PAKEHA O AOTEAROA

Constitution

*To promote, support and advocate for the teaching of English
Whakawhanake - Whakawhirinake - Whakatuara*

Version History

Date	Version	Name	Comments
March 2018	1	Proposed amendments	Work in progress towards total revision
July 2018	2	Updated constitution	Approved at AGM 2018
June 2019	3	Updated constitution draft	Suggested amendments to council membership and co-opting policy
July 2019	3	Update constitution	Approved at AGM 2019
January 2022	4	Update constitution draft	Suggested amendments for February Council meeting
July 2022	4	Updated constitution	Approved at AGM 2022
July 2023	5	Updated constitution	Approved amendments to council membership at AGM 2023

THE RULES OF THE NEW ZEALAND ASSOCIATION FOR THE TEACHING OF ENGLISH INC

1. Name

- 1.1. The name of the Society shall be the New Zealand Association for the Teaching of English Incorporated and the Association shall also be known as Te Pouhere Whakaako Reo Pakeha o Aotearoa.
- 1.2. The New Zealand Association for the Teaching of English Incorporated is constituted by resolution on 2 December 1980.

2. Registered Office

- 2.1. The Registered Office of the Society is Diocesan School for Girls, Clyde St, Epsom, Auckland.

3. Purposes of Society

- 3.1. The purpose of the Society ("the Association") is:
 1. To promote, support and advocate for the teaching of English in Aotearoa New Zealand
 2. Pecuniary gain is not a purpose of the Association. (See Section 15 for clarification of how money and assets are to be used to further the purposes of the Association.)

4. Managing Committee

- 4.1 The Association shall have a managing committee ("the National Council"), comprising the following Officers:
 1. The President;
 2. The Vice President;
 3. The Secretary;
 4. The Treasurer; and

In addition

5. Such other ordinary Members as the Association shall decide
6. One seat held for a Māori teacher of English
7. One seat held for a Pasifika teacher of English
8. AND the editor(s) of English in Aotearoa

4.2 There shall be a minimum of five ordinary Council Members, in addition to the Officers; and ordinary members may include the Editor(s) of English in Aotearoa and the seats held for Maori and Pasifika teachers of English.

4.3 Only Members of the Association may be Council Members.

4.4 Council members must hold a full practising certificate

4.5 All council officers are elected for a 3 year term and may be re-elected upon nomination.

4.6 All ordinary members of council are elected for two year terms and may be re-elected upon nomination.

4.7 The Editor(s) of English in Aotearoa shall be appointed directly by council for an indefinite term.

5. Nomination and Appointment of Council Members

5.1 The election of National Council members will be conducted according to the following procedures:

5.1.1 The election of Officers

1. Nominations for Officers will be made in the first instance from among existing members of council and voted on at the February meeting of each year. Where no such nomination is forthcoming, further nominations will be called for by 15 May.
2. All nominations will be received by 31 May
3. Where a nomination has been made from within council and ratified by a council vote, this information will be circulated to financial members during the month of June
4. Where wider nominations have been sought, a brief personal statement supplied by the candidates will be circulated to all financial members during the month of June
5. In either circumstance, a vote will be held at or before the AGM to ratify the decision of council OR to elect an Officer from the wider membership.

5.1.2 The election of ordinary members

1. Nominations for positions on the National Council will be called for by means of appropriate communication to NZATE member schools by 15 May.
2. Such nominations will be received by 31 May
3. A brief personal statement supplied by the candidates will be circulated to all financial members during the month of June.
4. National Council will be elected at or prior to the AGM each year and results circulated to all financial members. Whether the vote is held during or prior to the AGM, a secure and anonymous electronic option will be available.

5.2 If the position of any Officer becomes vacant between Annual General Meetings, the Council may appoint another Council Member to fill that vacancy until the next Annual General Meeting.

5.3 If the position of any Council Member becomes vacant between Annual General Meetings, the Council may co-opt another Association Member to fill that vacancy. Such co-opted appointments shall be made only when essential to fulfil a specific portfolio that cannot be left vacant until the next AGM or to ensure that the Council consists of a minimum of four officers plus five ordinary members. The Council Member thus appointed will complete a full two year term and be eligible for re-election at the AGM following the expiration of the two years.

5.4 If any Council Member is absent from three consecutive council meetings without leave of absence the President may declare that person's position to be vacant.

6.0 Cessation of Council Membership

6.1 Persons cease to be Council Members when:

1. They resign by giving written notice to the Council.
2. They are removed by majority vote of the Association at an AGM.
3. Their Term expires.
4. 4a Their employment status changes to a position which the managing Executive deems a conflict of interest.
 - i) Employment with the Ministry of Education (MoE) or New Zealand Qualifications Authority (NZQA) will automatically be deemed a conflict of interest.

4b Except where subject to clause 6.1 (4i), conflicts of interest will be managed by Council and a determination reached as to whether:

- i) a leave of absence from Council is granted or;

- ii) full Council privileges are retained or;
- iii) Council membership ceases.

4c Council must adopt, by way of ordinary resolution, any determination resulting from 4b and the member subject to the conflict of interest may not participate.

4d Pursuant to 4b, in the event that Council membership ceases, the member will be subject to the conditions set out in 6.2

5. Entering into any term of permanent employment with the Ministry of Education.

6.1.1 The position of editor of English in Aotearoa may be terminated by a majority vote of the Council, provided that such a vote only be called for after every reasonable effort has been made to resolve such difficulties or dissatisfaction with their performance as has led to the suggestion of terminating their appointment.

6.2 If a person ceases to be a Council Member, that person must within two weeks give to the Council all Association documents and property and relinquish control of their NZATE google accounts, including email

7.0 Role of the Council

7.1 Subject to the rules of the Association ("The Rules"), the role of the Council is to:

1. Carry out the purposes of the Association, and Use Money or Other Assets to do that;
2. Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
3. Set accounting policies in line with generally accepted accounting practice
4. Delegate responsibility and co-opt members where necessary
5. Ensure that all Members follow the Rules as laid out in the Constitution;
6. Set the times and dates for Council Meetings, and set the agenda for Council Meetings and AGMs;
7. Set Membership fees, including subscriptions and levies;
8. Propose regulations to be confirmed by the Association at the AGM.

8.0 Roles of Council Members

8.1 The President is responsible for:

1. Ensuring that the Rules are followed;
2. Convening Meetings and establishing whether or not a quorum (3 officers and half the ordinary members) is present;
3. Setting the agenda for Council meetings
4. Chairing Meetings, deciding who may speak and when;
5. Overseeing the operation of the Association;
6. Providing a report on the operations of the Association at each Annual General Meeting.

8.2 The Vice-president is responsible for:

1. deputising for the president whenever the president is not able to fulfil their responsibilities.
2. Supporting the president in fulfilling their responsibilities.

8.3 The Secretary is responsible for:

1. Circulating the agenda 1 week prior to the meeting
2. Recording the minutes of Meetings and circulating these to members 1 week after the meeting;
3. Holding the Association's records, documents, and books except those required for the Treasurer's function;

4. Receiving and replying to correspondence as required by the Council;
5. Advising the Registrar of Incorporated Societies of any rule changes.

8.4 The Treasurer is responsible for:

1. Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
2. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 7.1.3).
3. Providing a financial report at each Annual General Meeting;
4. Providing financial information to the Council as the Council determines.
5. Keeping the Register of Members;
6. Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.

8.5 All Officers will also have a specific portfolio, with relevant responsibilities, which they are expected to fulfill.

8.6 Ordinary members are responsible for:

1. Fulfilling their allocated portfolio
2. Liaising with schools to bring concerns and issues before the Council
3. Promoting membership of the Association
4. Attending Council meetings as convened by the President.

8.7 The Editor of English in Aotearoa is responsible for:

1. Ensuring the publication of the journal three times a year
2. Working with Council to decide on a theme for each journal at the November meeting each year
3. Actively seeking submissions from a wide range of association members
4. Liaising with the website administrator to publish a digital version of the journal
5. Overseeing the postage of physical copies so long as these continued to be produced.

9.0 Council Meetings

9.1 Council meetings will be held at least once a year and may be held via video or telephone conference, or other formats as the President may decide, provided that, if circumstances so require, the President or two other members of Council may call additional meetings;

9.2 Prior to each Council meeting the secretary shall circulate an agenda to members of the Council.

9.3 Following each Council meeting, the secretary shall circulate the minutes to members of the Council.

9.4 No Council Meeting may be held unless a quorum is present (defined in section 8.1.2);

9.5 The President shall chair Council Meetings, or if the President is absent, the Vice-president shall chair the meeting.

9.6 Decisions of the Council shall be by majority vote;

9.7 The President or Vice-president (when acting as president) has a casting vote, that is, a second vote;

9.8 Only Council Members present at a Council Meeting may vote at that Council Meeting.

9.9 Subject to these Rules, the Council may regulate its own practices;

9.10 The President or the Vice-president shall adjourn the meeting if necessary.

9.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

Association membership

10.0 Types of Members

10.1 Membership may comprise different classes of membership as decided by the Association.

11.0 Admission of Members

11.1 Persons may become members of the Association by paying the subscription recommended by the National Council and ratified by the membership at the Annual General Meeting, subject to the provisos in section 11.4.

11.2 Institutions may become members of the Association by paying the subscription or subscriptions recommended by the National Council of the Association and ratified by the membership at the Annual General Meeting, subject to the provisos in section 11.4.

11.3 Honorary life membership can be conferred by the Annual General Meeting on the recommendation of the National Council.

11.4 All State, State-integrated and Independent schools have automatic rights to membership, on the payment of a subscription. Approval of all other applicants is at the complete discretion of the Council.

11.5 The Council (through the Communications Officer) shall advise the Applicant of its decision, and that decision shall be final.

11.6 Subscriptions shall have effect for the financial year.

12.0 The Register of Members

12.1 The Treasurer shall keep a register of Members ("the Register"), which shall contain:

1. for individuals: the names, the postal and email addresses
2. For schools: the postal address of the school and the name and email address of the HoD English
3. For libraries: the postal address of the library and the name and email address of the librarian responsible for the subscription.
4. For all members: the date at which they became members.

12.2 When the contact person for schools and libraries changes, the updated details shall be given to the treasurer.

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

12.4 Members shall have reasonable access to the Register of Members.

13.0 Cessation of Membership

13.1 Persons or institutions cease to be members of the Association by voluntary resignation in writing, or by expulsion for non-payment of subscriptions.

14.0 Obligations of Members

14.1 All Members (and Council Members) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute.

Money and other assets of the Association

15.0 Use of Money and Other Assets

15.1 The Association may only Use Money and Other Assets if:

1. It is for a purpose of the Association;
2. It is not for the sole personal or individual benefit of any Member or person associated with a Member;
3. Decision making around expenditure is transparent and accessible to all Members; and
4. That use has been approved by either the Council or by majority vote of the Association.

15.2 The Council, on behalf of the Association, shall:

1. Manage cash and other assets responsibly and in the interests of promoting the purposes of the Association.
 - a. This includes ensuring that Council meetings are as cost-effective as possible, taking travel, accommodation and hospitality into account, whilst still ensuring the productive functioning of the council.

15.3 Any profit or loss incurred by conferences and events run under the auspices of the Association, shall revert to the Association.

16.0 Additional Powers

16.1 The Association may:

1. Employ people for the purposes of the Association;
2. Invest in the production of resources to support the purpose of the Association;
3. Invest in other activities to promote the purpose of the Association;

16.2 All financial powers are subject to the provisions of section 15.

17.0 Financial Year

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

18.0 Assurance of the Financial Statements

18.1 The Association shall appoint an Auditor to audit the annual financial statements of the Association. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Association's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Association. If the Association appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

The Council is responsible for providing the auditor with:

1. Access to all information of which the Council is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
2. Additional information that the auditor may request from the Council for the purpose of the audit; and
3. Reasonable access to persons within the Association from whom the auditor determines it necessary to obtain evidence.

Conduct of meetings

19.0 Association Meetings

19.1 An Association Meeting is either an Annual General Meeting or a Special General Meeting.

19.2 The Annual General Meeting shall be held in July every year. The Secretary shall provide at least 10 weeks notice of the date of the meeting.

19.3 Special General Meetings may be called by the Council. The Council must call a Special General Meeting if the receives a written request signed by at least 10 members of the Association.

19.4 The Secretary shall:

1. Give all Members at least four weeks notice of the business to be conducted at any Association Meeting
2. Additionally, the Secretary will provide:
 1. To the AGM, a copy of the President's Report on the Association's operations and of the Annual Financial Statements as approved by the Council,
 2. To both AGM and SGM, Notice of any motions and the Council's recommendations about those motions.
 3. If the Secretary has sent a 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.

19.5 All personal members and representatives of institutional members may attend and vote at Association Meetings. Proxy votes on advised motions may be submitted to the secretary by email at least 1 week (7 days) prior to the Meeting.

19.6 No Association Meeting may be held unless at least 10 eligible Members attend. This may include more than one representative from member schools. (This will constitute a quorum.)

19.7 All Association Meetings shall be Chaired by the President. If the President is absent, the Meeting shall be chaired by the Vice-President. Any person Chairing a Association Meeting has a casting vote, that is, a second vote.

19.8 Voting shall be by voice, or by show of hands if called for by the meeting, or by ballot if required by ten of those present.

19.9 The business of an Annual General Meeting shall be:

1. Receiving any minutes of the previous Association's Meeting(s);
2. The President's report on the business of the Association;
3. The Treasurer's report on the finances of the Association, and the Annual Financial Statements;
4. Election of Council Members;
5. Motions to be considered;
6. General business.

20.0 Motions at Association Meetings

20.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Association Meeting, by giving written notice to the Secretary at least 6 weeks before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Council may in its absolute discretion decide whether or not the Association will vote on the motion. Meeting chosen by the Member; or

20.2 The Council may also decide to put forward motions for the Association to vote on ("Council Motions") which shall be suitably notified.

Common seal

21.0 Common seal

21.1 The Council shall provide a common seal for the Association and may from time to time replace it with a new one.

21.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Council. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Council.

Altering the rules

22.0 Altering the Rules

22.1 The Association may alter or replace these Rules at an Annual General Meeting by a resolution passed by a two-thirds majority of those Members present and voting, provided that no amendment shall be permitted if it in any way affects the non-profit status of the Association.

22.2 At least four weeks before the General 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 Committee has. This notice may be circulated by electronic means.

22.3 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Winding up

26.0 Winding up

26.1 If the Association is wound up the assets of the Association shall pass to another association which has similar aims to the New Zealand Association for the Teaching of English.

Appendix 1: Explanation of purposes

Promote

- a. Communicate the value of the subject in a wider context
- b. Look ahead to innovation, research, liaisons, publishing

Advocate

- c. Acting as a voice on matters relating to the teaching English including, not limited to:

- Government & Policy Makers
- Ministry of Education
- NZQA
- PLD Providers
- PPTA
- International Associations
- Pacific Region

Support

- d. Provide resources, professional learning and a definitive voice in matters relating to the teaching of English.