

NZAGC CONSTITUTION

As at June 2003

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SECTION 1 NAME

The name of the Association shall be 'The New Zealand Association for Gifted Children Incorporated'

All dates shall be read as starting on date of adoption of constitution.

SECTION 2 OBJECTIVES

- 2.1** Mission - NZAGC will champion the cause of gifted children at home, in their schooling and beyond.
- 2.2** Vision - NZAGC will foster the educational and social development of gifted children through the achievement of a climate in which giftedness is recognised, understood and accepted as a valuable human attribute and in which the special needs of gifted children are met fully, effectively and with generosity.
- 2.3** Objectives - NZAGC, through the National Council, shall set short term and long term objectives. The objectives for which NZAGC is established are specified below and shall be restricted at all times to operations within New Zealand.
- Goal 1** To raise public and professional awareness and understanding of giftedness as the essential platform for the recognition and fulfilment of the needs of the child.
- Goal 2** In keeping with the principle of equity, to promote improved provisions to ensure gifted children receive an education appropriate to their abilities and needs.
- Goal 3** To support families belonging to the organisation, to empower them in their decision making and family life, in relation to their gifted child.
- Goal 4** To support educators belonging to the organisation to empower them in their decision making and teaching of the gifted child.
- Goal 5** To provide and promote access to information and resources regarding giftedness and gifted children to relevant individuals and groups.
- Goal 6** To pro-actively manage a national organisation that will enable the NZAGC to fulfil its mission statement efficiently and effectively.
- Goal 7** To encourage research into giftedness.
- Goal 8** To encourage and actively support branches in meeting members needs.

SECTION 3 MEMBERSHIP

- 3.1** Full Membership - Any individual, family, or professional or other organisation may apply for membership to the NZAGC. Full membership by any individual, family, or organisation provides one voting right and shall here and after be referred to as one membership right.

Membership can be granted in either of the following ways:

- (i) Direct to NZAGC. On the payment of the current membership fee and the completion of a membership application form, or
 - (ii) Via an affiliated organisation. On that affiliated organisation forwarding the fee and subscription form.
- 3.2** Honorary Life Membership
- (i) Honorary membership may be conferred upon any person who has given exceptional and outstanding service to the work of NZAGC, whether or not a member of NZAGC.
 - (ii) The decision to confer an honorary life membership shall be made by resolution at any general meeting of the Association, provided that notice of the resolution is given in the notice convening the meeting.
 - (iii) An honorary life membership shall have all the rights and privileges of a member.

SECTION 4 AFFILIATION TO NZAGC

- 4.1** For any organisation to be affiliated to NZAGC it must:
- (i)** Shows that it can contribute to or gain from a furtherance of the objectives of NZAGC.
 - (ii)** Be a group with rules or be an incorporated society.
 - (iii)** Adopt, as a minimum, the Constitution requirements as outlined in 'The operating Guidelines for affiliation to NZAGC'.
 - (iv)** Maintain a minimum of five (5) full members.

SECTION 5 GENERAL MEETINGS

The rules in this section apply to all General Meetings, including an Annual General Meeting.

- 5.1** A General Meeting may be called at anytime if:
- (i)** Deemed necessary by NZAGC National Council.
 - (ii)** Requested by 15% of financial members of NZAGC.
- The items of business must be notified to the President at the time of request for the meeting.
- 5.2** Upon decision by National Council to call a General Meeting. National Council must:
- (i)** Provide to its membership 40 days notice of the purpose, date, time, and venue of the General Meeting.
 - (ii)** Provide to its membership a detailed agenda not less than 20 days prior to the meeting.
- 5.3** Upon request for a General Meeting from the membership, the National Council must:
- (i)** Within 30 days of receipt of request, inform the membership of the date, place and business of the General Meeting.
 - (ii)** Within 60 days of receipt of request hold the General Meeting.
- 5.4** Notice of any items of business to be considered at a General Meeting must reach the President not less than 30 days before the date of the meeting or, with the consent of the Chair, may be brought forward by any member present at the time of the meeting.
- 5.5** A quorum for any general meeting of NZAGC shall be ten (10) persons entitled to vote at the meeting and each holding separate membership rights.
- 5.6** The Chair of any general meeting shall be the President of NZAGC or, in the President' s absence, one of the National Council members.
- 5.7** The National Council shall ensure that the following material is present and available for inspection by members at all general meetings of NZAGC.
- (i)** The national register of financial members.
 - (ii)** The nominations forms received.
 - (iii)** The actual proxies and signed mail votes.
 - (iv)** The minute book of the General Meetings of NZAGC.
 - (v)** A copy of the NZAGC Constitution.
- 5.8** The mode of voting a general meetings shall be by voice, unless requested by three (3) voting members who will select either that the vote be by show of hands or by secret ballot, and/or written proxies, and/or signed mail votes.
- 5.9** If voting is tied, the chairperson may exercise a second and casting vote.
- 5.10** At the discretion of the National Council, NZAGC may decide on any issue by means of a postal ballot as an alternative to a General Meeting, provided that meetings called under section 5 3, may only have a postal ballot if the members requesting the meeting agree.
- 5.11** On the basis of the annual statement of accounts and balance sheet, the National Council shall recommend for adoption by the General Meeting a membership subscription fee. Subscription fees will be set no less than six months before the commencement of any financial year.

SECTION 6 ANNUAL GENERAL MEETINGS

The following rules apply to the Annual General Meeting, in addition to the rules specified for General Meetings as outlined in Section 5.

- 6.1** NZAGC shall hold an Annual General Meeting in each calendar year within 3 months of the end of the financial year.
- 6.2** The business of the Annual General Meeting shall be to:
- (i)** Present the President's Annual Report on behalf of the National Council.
 - (ii)** Present the audited Annual Statement of Accounts.
 - (iii)** Elect the President, Treasurer, and up to two national or non-affiliated representatives.
 - (iv)** Deal with any items of business notified in the notice convening the meeting or, with the consent of the Chair, brought forward by any member at the commencement of the meeting for addition to the agenda.
- 6.3** Notice of the meeting shall include all items of business and all notices of motion and all nominations for the election of officers received by the closing date.
- 6.4** Election of the President, Treasurer, and Non-affiliated organisation Representatives:
- (i)** Any financial member of NZAGC may nominate any person who is a financial member of NZAGC for election of any of these three (3) positions.
 - (ii)** A nomination for these positions shall be in writing and signed by both the people making the nomination and the nominee to signify that they accept the nomination.
 - (iii)** Nominations for these positions shall reach the President not less than forty (40) days before the date fixed for the meeting. Any nomination received after that date should be deemed to be invalid, except that in the circumstances where no nomination is received, or where the only nominee withdraws, the Chair shall have the right to accept nominations from the floor of the Annual General Meeting.
 - (iv)** A nomination for these positions shall be accompanied by such biographical and factual information about the nominee as is relevant for the position.
 - (v)** The election of the President, Treasurer, and non-affiliated representatives shall be for a term of one year. These position holders may be re-elected for a maximum of four (4) consecutive years.
 - (vi)** National Council may at its own discretion roll over current position holders should no nominations be received for the positions of President, Treasurer, and non-affiliated representatives provided that the maximum duration of office is four (4) years.
 - (vii)** If no nominations for position holders are received the maximum duration of office as in 6(iv) may be waived for a year.

SECTION 7 NATIONAL COUNCIL

NZAGC shall appoint a management committee in accordance with its rules, hereafter called the National Council.

7.1 Structure Of National Council.

The National Council shall consist of:

- (i)** A president to be elected at the Annual General Meeting of NZAGC.
- (ii)** A treasurer/financial planner, to be elected at the Annual General Meeting.
- (iii)** Up to two (2) persons to be elected at the Annual General Meeting by the membership as national or non-affiliated organization representatives.
- (iv)** One (1) representative from each affiliated organisation, to be elected annually by the members of the pertinent affiliated organisation, branch committees shall have the right to fill a casual vacancy or to appoint a temporary delegate if the representative is unable to attend a council meeting.
- (v)** Ex officio, the Editor of Tall Poppies, the National Librarian and the Webmaster, each of whom shall be appointed annually by a motion of the National Council.
- (vi)** Up to three other persons, possessing special skills or knowledge relating to the objects of the Association, co-opted by a motion of the National Council.
- (vii)** Each of the above shall have one voting right.
- (viii)** Up to two Advisors, having recognised professional expertise in the field of gifted education enabling them to advise on matters of policy, appointed by a motion of the National Council. Such Advisors may be invited to attend Council meetings at any time and shall have speaking, but not voting rights.
- (ix)** The National Council may fill casual vacancies (excluding vacancies for branch representatives)

7.2 A quorum at any meeting of the National Council shall be at least 40% of the voting members of that committee. Attendance can include electronic means, e.g.. video-conferencing, where deemed acceptable by the majority of voting council.

7.3 Functions of the National Council:

- (i)** The National Council shall be subject to any direction given to it by a decision of the membership at any general meeting of NZAGC.
- (ii)** The National Council shall be responsible for working towards the vision statement and the objectives.
- (iii)** The National Council shall be responsible for the financial management of the National organization.
- (iv)** The National Council shall have the power to form sub-committees where it thinks these may significantly assist it in carrying out its functions. Each sub-committee shall have a chairperson who shall be responsible for reporting to the National Council as required. The term of appointment of a sub-committee shall be at the discretion of the National Council but shall not go beyond the date of the Annual General Meeting following its appointment.

7.4 National Council meetings shall be held at least quarterly.

SECTION 8 FINANCE

- 8.1 The financial year of NZAGC shall commence on the first day of January in each year and end on the last day of the December following.
- 8.2 As soon as possible after the end at the financial year, the Treasurer, or anyone appointed in his/her stead by the National Council, shall prepare a Statement Accounts and Balance Sheet for the year just ended.
- 8.3 The Statement of Accounts and Balance sheet thus prepared, after consideration by the National Council, shall be submitted to the Auditor for her/his examination and written report.
- 8.4 The auditor shall be a Member of the Society of Accountants. She/he shall be appointed annually by the Annual General Meeting or, if not, then as soon as possible by the National council. The remuneration of the auditor, if any, shall be fixed by the National Council.
- 8.5 On the basis of the annual statement of accounts and balance sheet, the National Council shall recommend to the Annual General Meeting a membership subscription fee payable for the following financial year.
- 8.6 All cheques must be signed by two (2) of the three (3) authorised signatories, being president, Treasurer, and one other non-affiliated member of council.
- 8.7 Investments may only be made with well-established financial organisations, as approved by the auditor.
- 8.8 Sums over \$1000 can only be borrowed by resolution of a general meeting.
- 8.9 Any income, benefit or advantage shall be applied to the charitable purposes of the organisation.
- 8.10 **Application of Funds.** All funds and assets of the Association shall be applied towards the exclusively charitable objects, aims and purposes.
- 8.11 **Business Activities.** NZAGC may engage in any business activity or transaction capable of being conducted by the organisation for the purposes of carrying out all charitable objects, aims, and purposes, and in doing so directly or indirectly benefit the organisation.
- 8.12 **Private Pecuniary Benefit**
Any person shall make no private pecuniary Profit from the Association, except that:
- (i) Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Association,
 - (ii) The Association may pay reasonable and proper remuneration to any officer or servant of the Association (whether a member or not) in return for services actually rendered to the Association,
 - (iii) Any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that member is a member, employee or associate in connection with the affairs of the Association,
 - (iv) Member may retain any remuneration properly payable to that member by any company or undertaking with which the Association may be in any way concerned or involved for which that member has acted in any capacity whatever, notwithstanding that that members connection with that company or undertaking is in any way attributable to that member's connection with the Association PROVIDED THAT no member or person associated with a member of NZAGC shall derive any income, benefit or advantage from NZAGC where they can materially influence the payment of the income benefit or advantage Except where that income benefit or advantage is derived from:
 - (a) Professional services to the Association rendered in the course of business, charged at no greater rate than current market rates.
 - (b) Interest on money lent at no greater rate than current market rates.

SECTION 9 CONFLICT OF INTEREST

Any National Council Member who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which NZAGC is or may be in any way concerned or involved shall disclose the nature and extent of that Council Member's interest to the National Council, and shall not take any part whatever in deliberations of the National Council concerning any matter in which that Council Member is or may be interested other than as a Council Member of NZAGC.

SECTION 10 RESTRICTIONS ON BENEFITS TO AND INFLUENCE BY INTERESTED PERSONS

10.1 Recipient not to influence benefits

Notwithstanding anything contained or implied in this constitution, any person who is

- (a)** a member of the National Council, or
- (b)** a shareholder or director of any company carrying on any business of the Council,
- (c)** a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Association, or
- (d)** an associated person (as defined by the Income Tax Act 1976) of any such settlor, council member, shareholder or director,

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

10.2 Professional account and influence

A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Council or to any company by which any business of the Council is carried on, be in breach of the terms of this clause.

SECTION 11 THE COMON SEAL

11.1 The National Council shall provide a seal for the use of the NZAGC, circular in shape and bearing the words "The New Zealand Association of Gifted Children Incorporated"

11.2 The seal shall be kept in the custody of the President of NZACC

11.3 The seal shall not be affixed to any document except by resolution of The National Council and in the presence of the president and one other member of the National Council.

SECTION 12 CESSATION OF MEMBERSHIP

- 12.1** A member shall cease to be a member of NZAGC if:
- (i) they resign in writing, or
 - (ii) their subscription remains unpaid for a period of 3 months after the end of the financial year
- 12.2** A member shall cease to be a member of NZAGC if they are expelled by a resolution of not less than two thirds of the voting members of the National Council. A person who is expelled may appeal against the expulsion
- (i) at a special general meeting called for that purpose, or
 - (ii) at the next Annual General Meeting of NZAGC.
- Providing that the President receives notice of the intention to appeal no less than forty (40) days prior to the date of the meeting. The President shall publish the notice convening the General Meeting.
- 12.3** An expelled member may re-apply for membership after a term decided by the committee at the time of expulsion. Acceptance would be at the discretion of the Council.
- 12.4** The resignation or expulsion of one member of a family need not affect the membership of any other person in the family.
- 12.5** A person who resigns or is expelled during the financial year shall not be entitled to a refund of their subscription.

SECTION 13 WINDING UP OF THE ASSOCIATION

- 13.1** NZAGC shall be wound up if a resolution to this effect is passed by a majority of the members at any general meeting of NZAGC, provided that notice of the intention to move in this direction is given in convening the meeting.
- 13.2** If upon the winding up or dissolution of the Association 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 Association. Such remaining property shall be given or transferred to some other charitable organisation having objectives similar to the objectives of this Association or for some other charitable purpose – within New Zealand. In the event of default (Council being unable to decide), the remaining assets are to be distributed as a Judge of the High Court directs.
- 13.3** The members present at the meeting at which the resolution to wind up is passed shall determine which body shall receive the remaining assets and funds.

SECTION 14 ALTERATION TO CONSTITUTION

- 14.1** The Constitution or clauses of the Constitution, of NZAGC may be rescinded. added to, or amended by resolution passed at any General Meeting of NZAGC, provided that:
- (i) Copies of the proposed alteration(s) shall have been included in the notice convening the meeting, and
 - (ii) All requirements for General Meetings are met, as per Section 5, and
 - (iii) No addition, alteration, or rescission of the rules shall be made if it affects either the pecuniary profit or winding up clauses, and
 - (iv) All requirements of the Incorporated Societies Act and Amendments are met.