



**Early Childhood
Council**

Constitution & Rules

1 NAME

- 1.1 The name of the incorporated society shall be the Early Childhood Council Incorporated (ECC).

2 INTERPRETATION

- 2.1 The rules shall be construed with reference to the Incorporated Societies Act 2022 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.
- 2.2 Subject to the above, the following words and expressions shall have meanings hereinafter specified unless inconsistent with the context in which they are used:
- 2.2.1 "ECC" means the Early Childhood Council Incorporated.
 - 2.2.2 "Centre" has the same meaning as defined in the Education and Training Act 2020, subsequent amendments or substitutions and any replacement regulations.
 - 2.2.3 "Licensed early childhood education and care centre", "licensed service provider" and "licence" when used in relation to a centre have the meanings of these terms in the Education (Early Childhood Centres) Regulations 2008 and its subsequent amendments.
 - 2.2.4 "Executive" means the Executive Committee of ECC.
 - 2.2.5 The "Chief Executive" means the Chief Executive Officer of ECC.
 - 2.2.6 "Officer" includes the Chief Executive and all individuals serving on the Executive Committee of the Early Childhood Council Incorporated. The Chief Executive does not have voting rights on the Executive Committee.
 - 2.2.7 "Full Member" means an education and care service under the same licensed service provider (see rule 2.2.3) who is recognised as such by ECC and whose membership subscription is current.
 - 2.2.8 "Provisional Member" means an individual centre or organisation in the process of establishing a licensed education and care service.
 - 2.2.9 "Associate Member" means the person, or corporate body which is an Associate Member (as defined in rule 6.3) of ECC.
 - 2.2.10 "Life Member" means an individual elected to that position by the process as indicated in rule 6.
 - 2.2.11 "Member" means a Full Member or Provisional Member, and does not include a Life Member. "Members" means all Full Members and Provisional Members.
 - 2.2.12 "Patron" means a Life Member of ECC elected to that position by the process as indicated in 9.1.5 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 Life Members to serve on the Executive.

- 2.2.13 "Lapsed Member" means an education and care service who was formerly a Full Member or a Provisional Member but has failed to complete payment of their membership subscription by the prescribed payment date.
- 2.2.14 "Rules" means these rules, and "bylaws" means the bylaws and "regulations" means the regulations for the time being of ECC.
- 2.2.15 "Register of Members" means the register of Members kept under these Rules.
- 2.2.16 "Month" means calendar month, and "year" means the financial year of ECC.
- 2.2.17 "In writing" means written, emailed, typewritten, or printed, or any combination of these methods.
- 2.2.18 "Secretary" and "Treasurer" include any person authorised by or acting on behalf of these officers.
- 2.2.19 "Privately-owned" means that the equity and/or capital of an education and care service is beneficially held by individuals, or a Trust where a representative is a beneficiary.
- 2.2.20 "Community-based" means an education and care service that has the same meaning as the Ministry of Education's definition and does not meet the requirements of Rule 2.2.19
- 2.2.21 "Education and Care Service" means any early learning centre, or group of early learning centres listed as an early learning service in the Ministry of Education ECE Directory. Other ECE service types are excluded from this definition, including Playcentre, Kindergartens, Home-based services and Kōhanga Reo services.
- 2.2.22 "Membership Subscription" means the levy set by the Executive that eligible services (as defined in 2.2.3) pay to become a Member, or renew membership. A Member that does not renew its subscription by a date set by the Executive shall be considered a Lapsed Member.

3 PURPOSE

- 3.1 ECC's primary purpose is to support the provision of quality early childhood education and care, and represent the interests of education and care organisations while ensuring:
 - 3.1.1 The continued financial viability of education and care services (including the ability of parents and families to afford the services).
 - 3.1.2 The flexibility of employers to determine how best to comply with policies and other requirements.
 - 3.1.3 That changes to the early childhood education and care framework in New Zealand are made with the input, engagement and consultation with the sector/industry.
 - 3.1.4 That ECC Members' investments to establish, operate, expand and improve ECE services are not jeopardised.

4 OBJECTS

- 4.1 The principal object for which ECC has been established is to offer support to Members to enable the provision of high-quality early childhood education and care in New Zealand.
- 4.2 In order to attain the principal object, ECC will:
- 4.2.1 Establish and maintain in New Zealand an association of a diverse membership of early childhood education providers and act as a forum for the exchange of information and discussion of matters of common concern.
 - 4.2.2 Represent and, where relevant, advocate the interests of Members and the wider early childhood education sector.
 - 4.2.3 Provide information, education and instruction on matters impacting on educational aspects of caring for children, employment practices and any other matter ECC deems relevant for early childhood education providers.
 - 4.2.4 Liaise, co-operate and collaborate with any other organisation whether incorporated or not whose objectives are all together or in part similar to those of ECC or which it is considered may assist in the furtherance of any of the objectives of ECC.
 - 4.2.5 Generally to do all such other things as in the opinion of ECC 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.
 - 4.2.6 Represent the interests of education care and service employers, whether or not they are an ECC member.
 - 4.2.7 Undertake litigation that is consistent with ECC's purpose.

5 REGISTERED OFFICE

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

6 COMMENCEMENT OF MEMBERSHIP

- 6.1 Every applicant for membership shall sign a form of application as prescribed by the Executive or its delegate which gives such information as is considered necessary and by which the applicant agrees to be bound by the rules of ECC.
- 6.1.1 An education and care service consents to become a member of ECC on submission of an application form by that service's authorised person.
 - 6.1.2 An education and care service becomes an ECC member on payment of the subscription (or such proportion thereof as determined by ECC's administrative office) and approval by the Executive.

- 6.1.3 The Executive may decline any application if the applicant is not eligible or there is a real or perceived risk that the conduct of the applicant and/or its key representatives, is not in the best interests of ECC or its Objects.
- 6.1.4 Where a membership has been declined the Executive may, at its discretion, inform the applicant of the reasons for such refusal and shall record those reasons.
- 6.1.5 If a Member's membership subscription lapses and they wish to rejoin they may do so without filling out a new membership subscription form so long as their request to rejoin is within a two-year period of their initial membership subscription ceased, and information about the Member is consistent with the original application form.
- 6.2 A Provisional Member pays a single annual subscription, set by ECC Executive. A Provisional Membership may last up to two years and cannot extend beyond this time unless approved by ECC. At the time the Ministry of Education issues a licence enabling the Provisional Member to commence trading as an education and care service, the Member will be deemed a Full Member by ECC and will pay a Full Member subscription at the same time as other Full Members, as part of ECC's subscription invoicing cycle. Provisional Members have no voting or speaking rights for ECC.
- 6.3 Associate Member shall be persons or corporate bodies whose objects in the opinion of the Executive conform to those objects of ECC.
- 6.4 A register of Members shall be kept at all times. This register will include each Member's trading name, last known address and the date they became a Member and their membership history. This will be collected at the time of registration and updated annually at the time of the membership subscription renewal or when ECC becomes aware of any changes to the information recorded on the register.

7 CESSATION OF MEMBERSHIP

- 7.1 Membership may be terminated by resignation or other manner provided by these rules.
- 7.2 A Full Member may resign by giving notice in writing to ECC.
- 7.3 The Membership of an ECC Member may be cancelled by the Executive:
 - 7.3.1 If the Member being a company shall be in receivership or liquidation; or being a corporate body be dissolved or wound up.
 - 7.3.2 If the Member defaults for a period of three months in payment of any subscription or other monies payable to ECC or any part thereof, or in discharge of any obligation due by them to ECC.
 - 7.3.3 If any Member has their licence to operate suspended by the Ministry of Education for a single period of not more than six months, their membership of ECC shall be unaffected.

- 7.3.4 If the Executive shall be satisfied and resolve that the continued membership of such Member is not in the best interests of ECC or its Objects; provided however that a Member shall not be expelled pursuant to this part of this rule except in accordance with the provisions of rule 7.3 hereof.
- 7.3.5 If any Member has their license to operate cancelled by the Ministry of Education, their membership of 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 7.3.4 at the discretion of the Executive.
- 7.3.6 The Executive may re-admit to membership any Member whose membership has been cancelled pursuant to rule 7.3 upon payment by such Member of all monies due or upon the discharge by such Member of his obligations to ECC.
- 7.4 If it is believed that there is sufficient cause for the Executive to consider expulsion a Member under rule 7.3.4, the following procedures shall be followed, and the following conditions shall apply:
 - 7.4.1 A notice shall be sent to the Member stating the reasons why the continuance of their membership has been questioned and inviting them to submit any information or comment which they consider should be taken into account.
 - 7.4.2 Not less than four weeks after a notice issued under rule 7.4.1 has been posted or e-mailed to the representative of the Member, and if no reply has been received or the reply is deemed unsatisfactory, the representative of the 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 they can appear or be represented or to which they can forward such submissions as they may desire.
 - 7.4.3 If the decision of the Executive is to expel the 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, and if the decision of the Executive was not unanimous, the number of votes recorded for and against the motion. The representative of the Member shall be notified of the decision by registered mail within seven days.
 - 7.4.4 A Member expelled pursuant to this rule shall if they shall have paid their 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.
- 7.5 Any former Member of ECC whose membership subscription has ceased from any cause whatsoever shall nevertheless remain liable to ECC for all membership fees and other monies which may have become due by them prior to the cessation of membership.
- 7.6 Any former Member of ECC whose membership subscription has ceased from any cause shall upon demand return to ECC any property of ECC in their possession or under their control; and no such person shall, after ceasing to be a Member, hold themselves out as a Member of ECC.

8 MEMBERSHIP SUBSCRIPTIONS

- 8.1 The membership subscriptions payable shall be set by the Executive of ECC and reviewed annually.
- 8.2 Membership shall commence for the ensuing year upon payment of the annual membership subscription and at the annual membership renewal date.
- 8.3 In order to provide additional funds if such be required for any purpose of ECC, a resolution of an Annual or Special General Meeting or a resolution passed by ballot may make levies on Members, provided however that the total amount levied on any Member in any financial year shall not exceed its membership subscriptions for that year.
- 8.4 The Executive shall have the power to remit in whole or in part any subscription or sum due to ECC by any Member.

9 LIFE MEMBERS

- 9.1 A Life Member is nominated at a General Meeting of ECC, by the Executive.
- 9.2 A Life Member will have all the rights of Members for their life.
- 9.3 Life Members shall not be required to pay a membership subscription nor fees for any agreed-upon ECC events.
- 9.4 If a Life Member is a representative of a Full Member, the Life Member will have one vote in their capacity as a Life Member and a further vote in their capacity as a representative of a Full Member. Life Members can appoint a proxy as per rule 14.7.
- 9.5 Life Members shall have their membership terminated by resignation in writing to the Chief Executive, or if found liable to punishment for an offence under the Crimes Act 1961, or has committed a specified offence under the Children's Act 2014.
- 9.6 Life Membership is deemed to have ceased if the Life Member dies or resigns in writing to ECC.
- 9.7 The maximum number of Life Members at any one time shall be 20.
- 9.8 An individual will be a Life Member:
 - 9.8.1 If the Executive considers that the individual has provided outstanding service to ECC 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 representative of a Member.
 - 9.8.2 The appointment of a Life Member is considered and approved at a General Meeting with a vote of more than 75% of Full Members entitled to voting approving the nomination and conferring the status of "Life Member".
 - 9.8.3 The Executive shall not nominate more than one Life Member every two years.

10 EXECUTIVE COMMITTEE

- 10.1 The policy and control of ECC and the administration of its finances shall be vested in the Executive Committee ("Executive") which shall be made up of individual officers nominated by representatives of Members of ECC and consist of:
- 10.1.1 The President, elected as provided in rule 10.2
 - 10.1.2 One Vice President, elected as provided in rule 10.2
 - 10.1.3 Up to five additional Officers elected as provided for in rule 10.2
 - 10.1.4 A Secretary and/or Treasurer as per rules 15 and 16
 - 10.1.5 Up to three Patrons appointed by the Life Members. The Life Members must collectively advise the Secretary of the names of the Patrons they wish to appoint to the Executive, by the joint signatories of more than 50% of the Life Members, no more than one 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 Patrons of the Executive shall not be subject to rules 10.4, 10.5 or 10.6. 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.
- 10.2 Nominations for the positions of President, Vice President, Secretary, Treasurer and Officers shall be in writing accompanied by details, signed by a representative of 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.
- 10.2.1 The Secretary shall notify representatives of Members prior to the Annual General Meeting of the nominations received.
 - 10.2.2 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 representatives of Members entitled to vote.
 - 10.2.3 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 an officer of Executive.
- 10.3 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 10.2.3, be filled by calling for nominations at the meeting and the position shall be filled by ballot vote.
- 10.4 The term of office for each Officer shall be one year or until their role is eligible for reappointment at the election at the Annual General Meeting.
- 10.5 At each Annual General Meeting each of the following must stand for re-election or retire from office ("Stand Down"):
- 10.5.1 Subject to rule 10.6, the Vice President.
 - 10.5.2 Subject to rule 10.7, one of the President, Secretary or Treasurer.

- 10.5.3 Two of the other five Officers of the Executive.
- 10.6 If a Vice President vacates their office in the year prior to an Annual General Meeting pursuant to rule 10.9, the new Vice President shall not be required to Stand Down at that Annual General Meeting pursuant to rule 10.5.1.
- 10.7 If a President, Secretary or Treasurer vacates their office in the year prior to an Annual General Meeting pursuant to rule 10.9, no officer shall be required to Stand Down at that Annual General Meeting pursuant to rule 10.5.2. 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.
- 10.8 The two Officers required to Stand Down at an Annual General Meeting pursuant to rule 10.5.3 shall be those two Officers who have most recently held office for the longest term. Where two or more such Officers have equally held office for the longest term, the officer required to stand down shall be chosen by random ballot.
- 10.8.1 On expiry of each Officer's term they will be eligible for re-election to the Executive either in their former role 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.
- 10.9 The office of the President or any other Officer shall become vacant if the holder:
- 10.9.1 Dies or resigns or becomes of unsound mind or incapable of undertaking their duties as outlined in ECC Governance Manual.
- 10.9.2 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.
- 10.9.3 Ceases to be a representative of a Member.
- 10.9.4 Is removed from office by a resolution of a General Meeting.
- 10.9.4.1 Grounds for removal from office include bankruptcy, an inability to perform the functions of the office, neglect of duty or misconduct.
- 10.10 A casual vacancy occurring in any position may, if deemed necessary by the majority of the Executive, be filled by appointment of a representative of a Member of ECC on the majority vote of the Executive, notwithstanding rule 10.2.3 and subject to the appointee's acceptance. Such appointee shall hold office until the next Annual General Meeting.
- 10.10.1 Voting rights shall be one vote per Member.

11 PROCEEDINGS OF EXECUTIVE

- 11.1 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.

- 11.2 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.
- 11.3 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.
- 11.4 The quorum at Executive meetings shall be not fewer than five, with at least one being the President, Vice President or Secretary.
- 11.5 Meetings of the Executive shall be presided over by the President or in their absence Vice President failing which the meeting shall elect a Chair.
- 11.6 Where decisions at a meeting of the Executive are to be resolved by vote, majority vote shall prevail. Where there is no majority, the Chair has sole discretion to cast a deciding vote in the interests of ECC.
- 11.7 Records of all meetings of the Executive and the resolutions of the same shall be maintained by the Secretary or their delegate.
- 11.8 Where the Executive is required to make decision between official meetings, these will be written and confirmed by the Executive at its subsequent official meeting and/or amended as appropriate.
- 11.9 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.

12 POWERS, AUTHORITIES, AND DUTIES OF EXECUTIVE

- 12.1 The Executive may exercise any power vested in ECC and may otherwise act in a manner that supports the Objects of this Constitution (see rule 4). Without prejudice to the general powers of the Executive and ECC, it is expressly declared that the Executive shall have power to do all or any of the following:
 - 12.1.1 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 and to carry out the dispute resolution process according to the procedure as described in section 13.
 - 12.1.2 To indemnify officers of ECC 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 ECC.

- 12.1.3 To employ staff and to remunerate any person or other body for services rendered to ECC which shall include authority to pay out of the funds of ECC an honorarium or other payment to the President or any other officer in respect of the duties of their office or other services rendered to ECC.
- 12.1.4 To co-opt not more than two persons as Executive Members where in the opinion of the Executive the skills and contribution of such persons will be of benefit to ECC.
- 12.1.5 To buy or otherwise acquire chattels of all descriptions for use of or in connection with the affairs of ECC, and to manage, let, sell, exchange or otherwise deal with the property of ECC.
- 12.1.6 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 ECC.
- 12.1.7 To insure and keep insured all the property and officers and Members of ECC against such risks or losses as the Executive may from time to time be considered expedient.
- 12.1.8 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 ECC or which the Executive considers may assist in the furtherance of any of the objects of ECC.
- 12.1.9 To form or assist in forming branches of ECC by means of bylaws under these rules, or in accordance with the Incorporated Societies Act 2022 and any subsequent amendments or substitutions.
- 12.1.10 To close the membership of ECC forthwith, in whole or in part without notice and for whatever period of time if in the sole opinion of ECC such an action is in the best interests of ECC and where Members representing privately- owned services are likely to comprise less than 70% of the total membership of ECC.
- 12.1.11 To appoint committees and delegate to committees or to Officers any of the powers of Executive and to revoke any authority so delegated.
- 12.1.12 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.
- 12.1.13 To report to the Annual General Meeting, in respect of matters referred to in rules 11 and 12 and to present a Balance Sheet and Statement of Accounts. Members may request information about any official decisions made by the Executive.
- 12.2 The following conflict of interest rules apply to Officers including the CEO. Any conflict will be recorded. In accordance with Incorporated Societies Act 2022, Section 67, the following applies. A conflict of interest is deemed to have arisen if:

- 12.2.1 The person is in a position to influence the outcome of a deliberation of the Executive for which a potential outcome will likely provide the person (or persons or organisations associated with them) with a personal or pecuniary gain greater than that accruing to ordinary members; and/or,
 - 12.2.2 Information likely to be disclosed during a deliberation of, or report to, the Executive will be likely to provide the person (or persons or organisations associated with them) with an opportunity for personal or pecuniary gain greater than that accruing to ordinary Members.
 - 12.2.3 If a person has any reason to believe that they may have a conflict of interest, they should immediately advise the Chair of this and either request that the Chair recommend the appropriate modifying action or shall themselves recommend that a specific modifying action be taken – with such recommendation to be passed on to the Executive for a decision. If the Chair has a conflict of interest, they should inform the Vice-President (or another appropriate person), who will take the role of the Chair for that discussion.
- 12.3 If a conflict of interest is identified, the remaining Officers will adjudge the degree of the conflict and agree by majority vote a suitable modifying action.
- 12.4 Suitable modifying actions shall be one of the following depending on the degree of conflict of interest:
- 12.4.1 Conflict recorded but the person can debate and vote.
 - 12.4.2 Conflict recorded and the person can debate but cannot vote.
 - 12.4.3 Conflict recorded and the person cannot debate and cannot vote.
 - 12.4.4 Conflict recorded and the person cannot be present to participate in the meeting (either physically or online, whichever applies).
- 12.5 If any the person is of the opinion that there are reasonable grounds to believe that a specified Officer or the CEO has not disclosed an interest (in terms of clauses 12.2.1 to 12.2.3 herein) or has a potential conflict of interest in terms of the business about to be disclosed, discussed or debated, they are required to raise a point of order with the Chair. The Chair shall, in response, immediately invite the person to declare a conflict of interest (or explain why, in their opinion, there is no conflict of interest) and in the event that they do not do so shall carry out such investigations and require such disclosures as are necessary to ascertain whether any conflict exists.
- 12.6 After such investigation the Chair shall recommend a course of action to the Executive, which shall declare there to be a conflict or not. If a conflict is declared, the Chair will recommend, and the Executive will decide, a level of modifying action they deem appropriate.
- 12.7 The Officers of ECC must, as prescribed in the Incorporated Societies Act 2022:
- 12.7.1 Act in good faith and in the best interests of ECC.

- 12.7.2 Exercise powers for proper purposes only.
- 12.7.3 Comply with the Act (Incorporated Societies Act 2022) and ECC's Constitution.
- 12.7.4 Exercise reasonable care and diligence.
- 12.7.5 Not create a substantial risk of serious loss to creditors.
- 12.7.6 Not incur an obligation the officer doesn't reasonably believe ECC can perform.
- 12.8 As prescribed in the Incorporated Societies Act 2022, an Officer, when exercising powers or performing duties as an officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation:
 - 12.8.1 The nature of the society; and
 - 12.8.2 The nature of the decision; and
 - 12.8.3 The position of the officer and the nature of the responsibilities undertaken by them.

13 DISPUTE RESOLUTION PROCEDURE

- 13.1 An Officer, or a representative of a Member may make a complaint by giving to the Executive a notice in writing that states that the representative of the Member or officer is starting a procedure for resolving a dispute in accordance with ECC's Constitution and sets out the allegation to which the dispute relates, whom the dispute is against, and any other information reasonably required by ECC.
 - 13.1.1 The information given must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response. This applies to the information required in the process as noted in 13.2.
 - 13.1.2 The representative of the member or the Officer has a right to be heard before the complaint is resolved or any outcome determined.
- 13.2 ECC may make a complaint involving an allegation against a Member or an Officer by giving to a representative of the Member or Officer a notice in writing that states ECC is starting a procedure for resolving a dispute in accordance with ECC's Constitution and sets out the allegation to which the dispute relates.
 - 13.2.1 ECC has the right to be heard before the complaint is resolved or any outcome is determined. An Officer may exercise that right on behalf of ECC.
- 13.3 Without limiting the manner in which the representative of the Member, Officer or ECC may be given the right to be heard they must be taken to have been given the right if: they have a reasonable opportunity to be heard in writing and their statement or submissions are considered by the decision maker.

- 13.4 If the allegation is regarding a representative of a member, an officer or ECC engaging in misconduct, breaching (or is likely to breach) a Section 12 duty or as established in any bylaws or the Incorporated Societies Act 2022, or has materially damaged the rights or interests of a Member or the rights or interests of Members generally then, the respondent (receiver) has the right to be heard before the complaint is resolved or any outcome is determined.
- 13.4.1 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given that right if the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time to enable the respondent to prepare a response and the respondent has a reasonable opportunity to be heard in writing and the respondent's written statement are considered by the decision maker.
- 13.5 ECC must, as soon as it is reasonably practicable after receiving or becoming aware of a complaint, ensure that the dispute is investigated and determined. Disputes must be dealt with under the Constitution in a fair, efficient and effective manner.
- 13.6 ECC may decide not to proceed further with a complaint if:
- 13.6.1 The complaint is trivial; or,
- 13.6.2 The complaint does not appear to disclose or involve any allegation that a representative of a Member or an officer has engaged in material misconduct, that a representative of a Member, an officer or ECC has materially breached or is likely to materially breach a duty under the Constitution or the Incorporated Societies Act 2022 or that the rights or interests of a representative of a member (s) have been materially damaged; or,
- 13.6.3 The complaint appears to be without foundation or there is no apparent evidence to support it; or,
- 13.6.4 The conduct, incident, event or issue giving rise to the complaint has already been investigated and dealt with; or,
- 13.6.5 There has been an undue delay in making the complaint.
- 13.7 ECC may refer the complaint to a subcommittee, or an external person to investigate and report, an arbitral tribunal, or an external person to investigate and make a decision. ECC may, with the consent of all parties to a complaint refer the complaint to any type of consensual dispute resolution (i.e. mediation, facilitation, or tikanga-based practice)
- 13.8 A person may not act as a decision-maker in relation to a complaint if two or more Officers of the Executive or a complaints subcommittee consider that there are reasonable grounds to believe that a person may not be impartial or able to consider the matter without a predetermined view.

14 GENERAL MEETINGS

- 14.1 The Annual General Meeting of ECC shall be held in every year within six months of the close of the financial year of ECC. The business of such Annual General Meeting shall be:

- 14.1.1 To receive and consider the annual report of the Executive and any matters incidental thereto.
- 14.1.2 To receive and consider the Annual Statement of Accounts.
- 14.1.3 To elect officers and members of the Executive for the ensuing year.
- 14.1.4 To transact any other business which shall be brought forward by the Executive, or which lies within the Objects of ECC or is provided to be done by these rules.
- 14.2 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 Full Members of ECC, stating the object of the meeting. In the case of a meeting by requisition, the Secretary shall convene by notice the meeting between 14 and 28 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.
- 14.3 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 representatives of Members, but the accidental omission to give or the non-receipt of any such notice to or by any of the representatives of Members shall not invalidate any resolution passed at the meeting to which the notice referred.
- 14.4 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 representatives of Members who are present shall form a quorum and may transact the business for which the meeting was called.
- 14.5 General Meetings shall be presided over by the President or in their absence by the Vice President, failing which the meeting shall elect a Chair. Questions shall be determined by a majority of the representatives of Members present and entitled to vote and shall be by a show of hands unless a poll is demanded by five or more representatives of Members in which case a poll shall be taken. The Chair of any meeting shall have a deliberative vote and a casting vote.
- 14.6 All representatives of Full Members present at a General Meeting shall be entitled to speak and to vote. No vote shall be exercised by any representative of a Member whose membership subscription is more than one month in arrears.
- 14.7 Any representative of a Full Member may appoint another representative of a Full Member to attend a General Meeting and vote on their 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 representative of a Full Member attending a General Meeting may only cast one proxy vote, (so two votes in total: their own plus the proxy vote).

- 14.8 Conditions set out in 14.3 to 14.7 inclusive shall also apply to a Special General Meeting.

15 SECRETARY

- 15.1 The Secretary of ECC may be elected at the Annual General Meeting under rule 10.2, or if the Annual General Meeting so decides or does not elect the Secretary they shall be appointed by the Executive, in which case the requirement in rule 10.2.3 shall not apply. The duties of the Secretary (who may also be the Treasurer) shall be determined by the Executive and shall include:

- 15.1.1 Conduct the correspondence of ECC and the Executive.
- 15.1.2 Convene and attend all meetings of ECC and the Executive either personally or by deputy, and see that the minutes of such meetings are properly recorded.
- 15.1.3 Make provision for the safe custody of ECC's books, records, documents and property.
- 15.1.4 Comply with the provisions of the Incorporated Societies Act 2022 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 ECC and ensuring that ECC complies with all other legal requirements.
- 15.1.5 Carry out such other duties as may be required by the Executive.

16 TREASURER

- 16.1 The Treasurer of ECC may be elected at the Annual General Meeting under rule 10.2, or if the Annual General Meeting so decides or does not elect the Treasurer, they shall be appointed by the Executive in which case the requirement in rule 10.2.3 shall not apply. The Treasurer (who may also be the Secretary) shall be responsible for the finances of ECC. The duties of the Treasurer shall be determined by the Executive and shall include:

- 16.1.1 To receive all monies, cheques, bill and negotiable instruments payable to ECC, either personally or by deputy, and account for same by paying into the Bank Account of ECC such monies as may be directed from time to time by the Executive.
- 16.1.2 To ensure that the funds of ECC shall be devoted solely to the furtherance of the objects of ECC and subject to the provisions of these rules pay out of the funds of ECC according to the specific or general directions of the Executive.
- 16.1.3 To keep a correct account of all monies received and payments made by ECC 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.

17 CONTACT PERSON

- 17.1 The Contact Person will be the Chief Executive Officer.

18 FINANCE

- 18.1 The financial year of ECC shall end on 31 March each year, unless otherwise determined at a General Meeting.
- 18.2 The funds of ECC 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.
- 18.3 No Member, representative of a 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.
- 18.4 The exception to rule 18.3 above is where that income, benefit or advantage is derived from:
- 18.4.1 Professional services to the organisation rendered in the course of business, charged at no greater rate than current market rates; or
- 18.4.2 Interest on money lent at no greater rate than current market rates.
- 18.5 The Executive may pay out of the funds of ECC the reasonable expenses of any representative of a Member, officer, or servant or agent for travelling expenses or other expenses incurred in connection with the business of ECC.
- 18.6 The Executive may authorise to be paid out of the funds of ECC the reasonable travelling or other expenses of any representative of a Member, officer or agent for attending any conference or meeting in connection with the business of ECC.

19 AUDITORS

- 19.1 The books of ECC shall be reviewed or audited by a chartered accountant if voted for at an AGM or Special General Meeting by at least 10% of representatives of Members present.

20 INDEMNITY

- 20.1 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 ECC or member of the Executive or any officers of ECC 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.
- 20.2 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 ECC unless the same happen from their own

wilful default.

21 ALTERATION OF RULES

- 21.1 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 ECC as to action taken together with any recommendations as to changes to any rule, bylaw or regulation arising as a consequence.
- 21.2 These rules or any of them (including the name of ECC) but excepting rules 18.3, 18.4, 18.5 may be altered, added to, or rescinded by resolution passed at a duly constituted General Meeting of ECC 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.
- 21.3 No alteration, addition, rescission or amendment of the rules shall be made so as to:
- 21.3.1 Affect the restriction on Members or groups of Members obtaining pecuniary or other monetary benefits hereunder.
 - 21.3.2 Alter or amend the winding up rule hereinafter contained.
 - 21.3.3 Affect the exclusively charitable Objects hereunder (as applicable).

22 STANDING ORDER AND BY-LAWS

- 22.1 The Executive shall have power to make, amend, alter or rescind Standing Orders and By-Laws as it may deem necessary (not being repugnant to the provisions of the Incorporated Societies Act 2020 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 ECC, provided always that any such change to Standing Orders and bylaws be made by a majority vote at an Executive meeting.

23 WINDING UP

- 23.1 ECC may be wound up voluntarily if ECC at a General Meeting of its representatives of Members passes a resolution requiring ECC 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 representatives of Members of the organisation but shall be given or transferred to a charitable organisation or body

having Objects similar to the Objects of the first organisation, or for some other charitable purpose within New Zealand.

Approved by the online Special General Meeting on 18 February 2025




Signed:

President: Michelle Bosch

Dated: 18/2/2025

Signed:



Secretary: Dianna Jenkinson

Dated: 18/2/2025