



## RULES OF THE Association

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### 1. Introductory Rules

#### 1.1 Name

- 1.1.1 The Association shall be called the “School Business Managers’ Association Incorporated” (in this document referred to as the “Association”).

#### 1.2 Charitable Status

- 1.2.1 The Association is already registered as a charitable entity under the Charities Act 2005.

#### 1.3 Definitions

- 1.3.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

<b>Act</b>	means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
<b>Annual General Meeting</b>	means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Associations’ activities and finances.
<b>Business Manager</b>	means an employee in a school who is directly responsible to the Principal and/or Governing Authority for financial management and/or property management and/or human resource management, and who spends a major part of his/her time performing these duties.
<b>Constitution</b>	means the “Rules of the Association” and any reference to the Constitution means reference to this document and the attached Appendices.
<b>Executive</b>	means the Executive Committee of the Association as appointed in Rule 4.2 and is the Associations’ government body.
<b>General Meeting</b>	means either an Annual General Meeting or a Special General Meeting of the Members of the Association.
<b>Interested Member</b>	means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
<b>Interests Register</b>	means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

<b>Matter</b>	means— <ol style="list-style-type: none"> <li>1) the Association's performance of its activities or exercise of its powers; or</li> <li>2) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.</li> </ol>
<b>Member</b>	means a person who has consented to become a Member of the Association and has been properly admitted to the Association who has not ceased to be a Member of the Association.
<b>Notice</b>	to Members includes any notice given by email, post, or courier.
<b>Officers</b>	(of the Association) means a natural person who shall be financial members of the Association who hold office of such positions as defined under Rule 4. and are eligible to hold office is determined under Rule 2. Membership.
<b>President</b>	means the President of the Association and is the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Association.
<b>Register of Members</b>	means the register of Members kept under this Constitution as required by section 79 of the Act.
<b>Regions</b>	shall be defined as those areas shown in Appendix A.
<b>Remit</b>	means any matter to be considered at the Annual General Meeting or a Special General Meeting other than those items specified under Rule 3.1.8.
<b>School</b>	means a New Zealand state, integrated or registered independent school which has some or all students in Year 1 to Year 13.
<b>Secretary</b>	means the Secretary of the Association and is the Officer responsible for the matters specifically noted in the constitution.
<b>Special Business</b>	means all business as defined in Rule 3.2.
<b>Special General Meeting</b>	means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
<b>Term</b>	means the period of the National Executive committee meeting immediately following conference through to the conclusion of conference the following year.
<b>Treasurer</b>	means the Treasurer of the Association and is the Officer responsible for the financial matters of the Association.

**Vice President** means the Vice President of the Association and is the Officer elected or appointed to deputise in the absence of the President.

**Working Days** mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

### 1.4 Registered Office

- 1.4.1 The registered office of the Association shall be nominated annually by the Executive at the first meeting of the Executive following the Annual General Meeting, being the place of work of either the President, the Secretary or the Treasurer.
- 1.4.2 If there were any changes required to the registered office then these shall be notified to the Registrar of Incorporated Societies—
- 1) at least 5 working days before the change of address for the registered office is due to take effect; and
  - 2) in a form and as required by the Act.

### 1.5 Aims and Objectives

- 1.5.1 The Association is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes). The purposes, aims and objectives of the Association shall be to:
- Promote the development of Business Managers' skills, qualifications and leadership, and to improve opportunities for the professional and personal development of Business Managers;
  - Promote the continuous improvement and development of school administration;
  - Uphold the value of professional management in school administration;
  - Ensure that the collective views and opinions of school Business Managers are canvassed and heard nationally on matters of professional significance;
  - Publish and circulate bulletins and newsletters presenting the ideas and opinions of members and others on professional matters;
  - Conduct and initiate such research and studies as may assist in attaining any of these aims and objectives;
  - Provide a forum for the exchange of ideas among school Business Managers and other interested persons;
  - Encourage cooperation, liaison and fellowship among school Business Managers;
  - Provide professional support and advice to members;
  - Be represented on all appropriate bodies;
  - Collaborate with other organisations having similar aims and objectives;
  - Foster liaison and support between regions of the Association; and
  - Promote a sense of common cause amongst all school administrative and support staff.

## **2. Membership**

The Association shall maintain the minimum number of Members required by the Act (10 members).

Membership of the Association shall be granted by the Executive

- 1) upon submission of a completed application; and
- 2) consenting in writing to becoming a member; and
- 3) under payment of the appropriate subscription,

according to the following types of membership:

### **2.1 Full Members**

- 2.1.1 The Business Manager of any school shall be eligible to be a Full Member if they meet the current criteria. Full Members shall be eligible to attend the annual Conference and to speak and vote at all General Meetings. They shall also be eligible to hold office as an Officer or Member of the Executive.

### **2.2 Associate Members**

- 2.2.1 The Business Manager or aspiring Business Manager of any school shall be eligible to be an Associate Member if they meet the Association's current criteria. Associate Members shall be eligible to attend the annual Conference and to speak at all General Meetings. However, they will not have voting rights or be eligible to hold office as an Officer or Member of the Executive.

### **2.3 Retired Members**

- 2.3.1 Any person who has been a Full Member of the Association may become a Retired Member upon ceasing to be eligible to be a Full Member. A Retired Member shall be eligible to attend the annual Conference and to speak at all General Meetings but shall not have voting rights.
- 2.3.2 Retired members may be appointed as Secretary or Treasurer but shall not be eligible for appointment as any other Officer or as an Executive Member.

### **2.4 Life Members**

- 2.4.1 The honour of Life Membership may be conferred for outstanding services to the Association. Nominations for Life Membership shall be forwarded in writing to reach the President or Vice-President by 28 February, setting out details of the special service given. The nomination shall be submitted to the "Life Membership sub-committee" consisting of the administrator and any four members of the National Executive one being a member of the Executive who will present their recommendation to the full national executive.
- 2.4.2 A Life Membership shall be conferred upon the person concerned, at the Annual General Meeting of the Association. Life Members may attend and speak at all General Meetings of the Association. Life members only have the right to vote or hold office, if they continue eligibility as a Full Member.

### **2.5 Interim Members**

- 2.5.1 Interim members are Business Managers to whom the Executive has granted unpaid membership from 1 October for the remainder of a membership year.

(A school, which has paid annual membership for a Business Manager who resigns or retires during the membership year, shall be entitled to apply in writing to the Executive Committee for Interim Membership to be granted to the replacement Business Manager).

2.5.2 An interim member shall be accorded the rights of a Full Member. Should a member transfer schools their membership will cease and they must apply as a new member.

2.5.3 Membership shall be personal and shall not be transferable to another person upon retirement or resignation from any position which qualifies the person for membership.

## 2.6 Members' Obligations and Rights

2.6.1 Every Member shall provide the Association in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Association in writing of any changes to those details.

2.6.2 All Members shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.

2.6.3 All financial members shall be entitled to receive all publications of the Association.

## 2.7 Cessation of Membership

2.7.1 A member shall cease to be a member of the Association by:

- 1) Forwarding a written resignation to the Secretary;
- 2) Being no longer eligible for membership as outlined above (refer section 2);
- 3) Failing to pay outstanding fees by 31 March;
- 4) Bringing the Association into disrepute (see section 9);
- 5) Being expelled from the Association as a consequence of disciplinary procedures (see section 9).

## 3. General Meetings

### 3.1 Annual General Meeting

3.1.1 The Annual General Meeting shall be held once a year by 30 June, within 6 months of balance date as per the Act.

3.1.2 The Annual General Meeting will be held with Members present using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

The audio, audio and visual or electronic communication will be determined by the Executive, and will be consistent with any requirements in the Act and the Rules relating to the applicable procedures to be followed at Annual General Meetings.

3.1.3 The written notice of the Annual General Meeting shall be advertised to all members at least eight (8) weeks before the date of the meeting and shall specify the details of the real-time audio, audio and visual or electronic communication and time of the meeting.

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The written notice of the Annual General Meeting will be addressed to the member at the contact address notified to the Association and recorded in the Association's register of members. The Annual General Meeting and its business will not be invalidated simply because one or more members do not receive the Notice of the Annual General Meeting.

- 3.1.4 All remits must reach the Secretary at least eight (8) weeks before the date of the meeting.
- 3.1.5 Full details of the business to be transacted, including the Annual Report and annual accounts of the Association, shall be forwarded to the members at least fourteen (14) days before the date of the meeting.
- 3.1.6 No Annual General Meeting may be held unless at least 30% of eligible financial Members attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for the Annual General Meeting a quorum is not present, the meeting 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 those members present in person or by proxy shall be deemed to constitute a sufficient quorum.

Any decisions made when a quorum is not present are not valid.

- 3.1.7 Only full members are eligible to vote at the Annual General Meeting.

All business of the Annual General Meeting shall be decided by a majority of eligible votes.

The President, while in the chair, shall have a casting vote in addition to any personal vote he or she may have.

All Annual General Meeting voting will be conducted online. Online discussion will be open for seven (7) calendar days with a further three (3) calendar days for online voting. Voting must close at least seven (7) calendar days prior to the Annual General Meeting.

- 3.1.8 The business of the Annual General Meeting shall be:
  - Confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting
  - Presentation and adoption of the Associations Annual Report and audited financial statements
  - Consideration of any special business, remits and motions, notice of which has been given in accordance with these Rules
  - Provide notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate)
  - Reports (if any)
  - Election of President, Secretary and Treasurer
  - General Business
  - Setting of subscriptions and levies as required
  - Setting the date and location of the next annual conference
  - Special Business (if any) and shall include
    - Alteration, suspension or annulment of any of these Rules
    - Addition of a new rule
    - Expression of no confidence in the Executive or any Office
    - Moving, without notice of motion, on matters of extreme urgency, provided that shall not include the alteration or annulment of any of these Rules

3.1.9 Written resolutions may not be passed in lieu of an Annual General Meeting.

3.1.10 The Association must keep minutes of all Annual General Meetings.

## **3.2 Special Meetings**

3.2.1 A Special General Meeting shall be called on receipt of a requisition signed by the Executive on its own motion, or a written requisition signed by not less than thirty percent (30%) of the financial full members, setting out the object of such Meeting.

3.2.2 The written notice of the Special General Meetings shall be advertised to all members at least four (4) weeks before the date of the meeting and shall specify the details of the real-time audio, audio and visual or electronic communication and time of the meeting.

The written notice of the Special General Meeting will be addressed to the member at the contact address notified to the Association and recorded in the Association's register of members. The Special General Meeting and its business will not be invalidated simply because one or more members do not receive the Notice of the Special General Meeting.

3.2.3 No Special General Meeting may be held unless at least 30% of eligible financial Members attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved.

Any decisions made when a quorum is not present are not valid.

3.2.4 Only full members are eligible to vote at Special General meetings.

All business of the Special General Meeting shall be decided by a majority of eligible votes.

The President, while in the chair, shall have a casting vote in addition to any personal vote he or she may have.

All Special General Meeting voting will be conducted online. Online discussion will be open for seven (7) calendar days with a further three (3) calendar days for online voting. Voting must close at least seven (7) calendar days prior to the Special General Meeting.

3.2.5 The business of the Special Business shall include the

- Alteration, suspension or annulment of any of these Rules
- Addition of a new rule
- Expression of no confidence in the Executive or any Office
- Moving, without notice of motion, on matters of extreme urgency, provided that shall not include the alteration or annulment of any of these Rules

3.2.6 Written resolutions may not be passed in lieu of a Special General Meeting.

3.2.7 The Association must keep minutes of all Special General Meetings.



### 4. Executive Committee

- 4.1.1 The Officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer.
- 4.1.2 The Executive shall consist of the President, the Secretary and the Treasurer together with one Regional Delegate (as provided for in Appendix A) from each region of the Association (as set out in Appendix B), one of whom shall be the Vice President.

### 4.2 Election of Officers

- 4.2.1 The Secretary and the Treasurer shall be elected annually at the Annual General Meeting and shall commence office at the conclusion of Conference.
- 4.2.2 The President shall be elected biennially and shall commence office at the conclusion of Conference in the year of election.
- 4.2.3 Nominations for the position of President, Secretary and Treasurer shall be called at least eight (8) weeks prior to the Annual General Meeting.

Only financial members of the Association whose annual subscription has been received by the Treasurer on or before 31 March of the current financial year shall be eligible to hold office.

Every candidate shall be nominated and seconded in writing by any two financial members of the Association.

Written nominations on the appropriate form must be received by the Administrator eight (8) weeks prior to the Annual General Meeting.

- 4.2.4 The Vice President shall be elected within the Executive at the meeting held at the conclusion of the Conference.

### 4.3 Terms of Office

- 4.3.1 The term of office for the President shall be for a minimum of two years.
- 4.3.2 The term of office for the Secretary and Treasurer shall be by the annual election process.
- 4.3.3 Notwithstanding the above, the Immediate Past President of the Association may be invited to be an additional member of the Executive for up to one year after vacating office whilst they remain a current member of the Association.

### 4.4 Executive Meetings

- 4.4.1 The Executive shall meet at least three times a year. Where appropriate the Executive may use teleconferencing or similar facilities to constitute a meeting. Where a Regional Delegate fails to attend two consecutive meetings without reasonable notice and cause, the Executive may appoint a replacement Regional Delegate for the remainder of the relevant term or until another Regional Delegate is elected by Region Members.
- 4.4.2 The quorum at Executive meetings shall be seventy five per cent (75%) of the Executive.

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- 4.4.3 At all meetings of the Executive, each member shall have one vote. Voting shall be by ballot if requested by any member. At all meetings of the Executive, the majority shall rule. A substitute for any Regional Delegate shall have the same rights as the Regional Delegate.

The president, while in the chair, shall have a casting vote in addition to any personal vote held.

### 4.5 Sub-Committees

- 4.5.1 The Executive may appoint such subcommittees as it may deem necessary from time to time to assist it in carrying out its duties. The President shall be an ex-officio member of any such subcommittees (other than Regional Sub-committees, as provided for in Appendix A).

### 4.6 Functions of the Executive

- 4.6.1 From the end of each Annual General Meeting until the end of the next, the Association shall be managed by, or under the direction or supervision of, the Executive, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and these Rules.

### 4.7 Powers of the Executive

- 4.7.1 The Executive has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Association, subject to such modifications, exceptions, or limitations as are contained in the Act or in these rules.
- 4.7.2 The Executive may employ such staff as it shall from time to time deem necessary.
- 4.7.3 The Executive shall have the right to fill all or any vacancies, which may occur from time to time in its Officer positions.

### 4.8 General Matters

- 4.8.1 The Executive and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.
- 4.8.2 Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

## 5. Officers

### 5.1 General

- 5.1.1 Every Officer must be a natural person who —
- has consented in writing to be an officer of the Association, and
  - certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Association.

- 5.1.2 Prior to election or appointment as an Officer a person must —
- consent in writing to be an Officer, and
  - certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Each certificate shall be retained in the Association's records.

*(Refer to Appendix C for further information which supplements section 5.1)*

## 5.2 Duties of Officers

- 5.2.1 The President shall preside at all Annual General, Special and Executive Meetings, and shall have a casting vote as well as a personal vote at all such meetings. The President shall be the spokesperson for the Association, and shall either make all media statements or approve of their release.
- 5.2.2 In the absence of the President, the Vice President shall take over the duties of the President. In the event that the Vice President is also absent, the meeting shall elect its own Chairperson. The Chairperson, while in the chair, shall have a casting vote in addition to any personal vote held.
- 5.2.3 The Secretary shall, as far as possible, attend all Meetings of the Association, and shall ensure that all necessary records are kept of business conducted (including minutes of meetings), all notices of meetings are issued to members, and correspondence promptly actioned.
- 5.2.4 The Treasurer shall ensure that a register is kept of financial members that payment of accounts incurred by the Association are made, and all necessary financial records are kept, and shall forward the Accounts for audit after the end of the financial year and present the Annual Accounts to the Annual General Meeting.

## 5.3 Removal of an Officer

- 5.3.1 An Officer shall be removed as an Officer by resolution of the Committee or the Association where in the opinion of the Committee or the Association —
- The Officer elected to the Committee has been absent from two committee meetings without leave of absence from the Committee;
  - The Officer has brought the Association into disrepute;
  - The Officer has failed to disclose a conflict of interest; and/or
  - The Committee passes a vote of no confidence in the Officer.

## 6. Association Records

### 6.1 Register of Members

- 6.1.1 The Association shall keep an up-to-date Register of Members.
- 6.1.2 For each current Member, the information contained in the Register of Members shall include —
- Their name, and
  - The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
  - Their contact details, including —
    - A physical address or an electronic address; and
    - A telephone number.

The register will also include each Member's —

- School
- Member's status

6.1.3 Every current Member shall promptly advise the Association of any change of the Member's contact details.

6.1.4 The Association shall also keep a record of the former Members of the Association. For each Member who ceased to be a Member within the previous seven years, the Association will record:

- The former Member's name, and
- The date the former Member ceased to be a Member.

### 6.2 Interests Register

6.2.1 The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

*(Refer to Appendix D for further information which supplements section 5.3.1 and section 6.2)*

### 6.3 Access to Information for Members

6.3.1 A Member may at any time make a written request to the Association for information held by the Association.

The request must specify the information sought in sufficient detail to enable the information to be identified.

6.3.2 The Association must, within a reasonable time after receiving a request —

- provide the information; or
- agree to provide the information within a specified period; or
- agree to provide the information within a specified period if the Member pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information; or
- refuse to provide the information, specifying the reasons for the refusal.

6.3.3 Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if —

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members; or
- the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Association; or
- the information is not relevant to the operation or affairs of the Association; or
- withholding the information is necessary to maintain legal professional privilege, or
- the disclosure of the information would, or would be likely to, breach an enactment, or

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- the burden to the Association in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or
- the request for the information is frivolous or vexatious; or
- the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

6.3.4 If the Association requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Association —

- that the Member will pay the charge; or
- that the Member considers the charge to be unreasonable.

6.3.5 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 7. Finances

The financial year of the Association shall close on 31 December each year.

### 7.1 Accounting Records

7.1.1 The Committee must ensure that there are kept at all times accounting records that—

- correctly record the transactions of the Association; and
- allow the Association to produce financial statements that comply with the requirements of the Act; and
- would enable the financial statements to be readily and properly audited (if required under any legislation or the Association's Constitution).

7.1.2 The Committee must establish and maintain a satisfactory system of control of the Association's accounting records.

7.1.3 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Association.

7.1.4 The accounts of the Association shall, at the end of each financial year, be submitted for audit to an Auditor appointed by the Executive Committee. The Auditor shall be a duly qualified chartered accountant who is not a member of the Association.

### 7.2 Association Funds

7.2.1 Subject to the provisions of Appendix A:

- All monies received by the Association shall be paid to its credit into a bank account approved by the Executive; and
- All accounts shall be paid and authorised by any two officers.

7.2.2 The Executive may invest the funds of the Association in any registered bank and use the funds of the Association in such proper manner, as it shall see fit in pursuance of the aims and objectives of the Association.

### 7.3 Subscriptions and Levies

- 7.3.1 The subscription of members shall be determined annually by the Annual General Meeting for the financial year that follows.
- 7.3.2 The Annual General Meeting may decide on any other levies, which are to be paid by members, and such decision shall be binding on all members.
- 7.3.3 Paid up members shall be deemed to be financial up to the end of the financial year.
- 7.3.4 All subscriptions are payable on 1 January each year, and levies by the same date unless an alternative date is agreed. If such subscriptions and levies remain unpaid after 31 March, the member shall forfeit all rights of membership until all outstanding fees are paid in full.

### 7.4 Honorarium

- 7.4.1 The Executive shall have the authority to pay an Honorarium to the President, Vice President, Treasurer and Secretary as provided for in the annual budget.
- 7.4.2 The President, Vice President, Treasurer and Secretary are not involved in determining the amount of the Honorarium.

## 8. Dispute Resolution

A dispute is a disagreement or conflict involving the Association and/or its Members in relation to specific allegations. A complaint may be made with regards to this dispute as noted in section 8.1.

*(Refer to Appendix E for further information which supplements section 8)*

### 8.1 Complaints

- 8.1.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
  - states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
  - sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - sets out any other information or allegations reasonably required by the Association.
- 8.1.2 The Association may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—
  - states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
  - sets out the allegation to which the dispute relates.
- 8.1.3 The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

- 8.1.4 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

## **9. Misconduct**

- 9.1.1 The Executive shall have power to enquire into the conduct of any Member, which may be injurious to the good name of the Association, and shall have the power to impose any penalty, that it shall see fit, including suspension or expulsion from the Association in accordance with the provisions of the Association's Code of Ethics "Disciplinary Proceedings".
- 9.1.2 Any person aggrieved by any such penalty imposed shall have the right of appeal as stated under "Disciplinary Proceedings" of the Code of Ethics.
- 9.1.3 The final decision will be ratified by the Executive and summarily reported to the following Annual General Meeting.

## **10. Dissolution**

- 10.1.1 The Association shall not be dissolved unless a motion has been passed by a majority of votes recorded at a Special Meeting convened for the purpose in accordance with the provisions of Part 5 of the Act.
- 10.1.2 If any property remains after the winding up or dissolution of the Association and the settlement of all of the Association's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of the Association.

## **11. Common Seal**

- 11.1.1 The Association shall have a Common Seal which shall be kept under the direction of the Secretary, and shall be affixed to any documents or writing, upon the resolution of an Annual General or Special Meeting or of the Executive, by any two Members of the Executive, at least one of whom shall be the President, the Secretary or the Treasurer.

## **12. Indemnity Clause**

- 12.1.1 Every member of the Executive and every other officer of the Association for the time being shall be indemnified out of the funds of the Association against any liability incurred in the discharge of any duty undertaken on behalf of the Association and in defending any proceedings whether civil or criminal in which judgement is given in favour of the person or in which the person is acquitted.

## **13. Alteration of the Rules**

- 13.1.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.
- 13.1.2 The Association may amend or replace these Rules at an Annual General Meeting by a resolution passed by the majority of those Members who have eligible votes.

- 13.1.3 When an amendment is approved by an Annual General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

The amendment shall also be notified to Charities Services as required by section 40 of that Act.

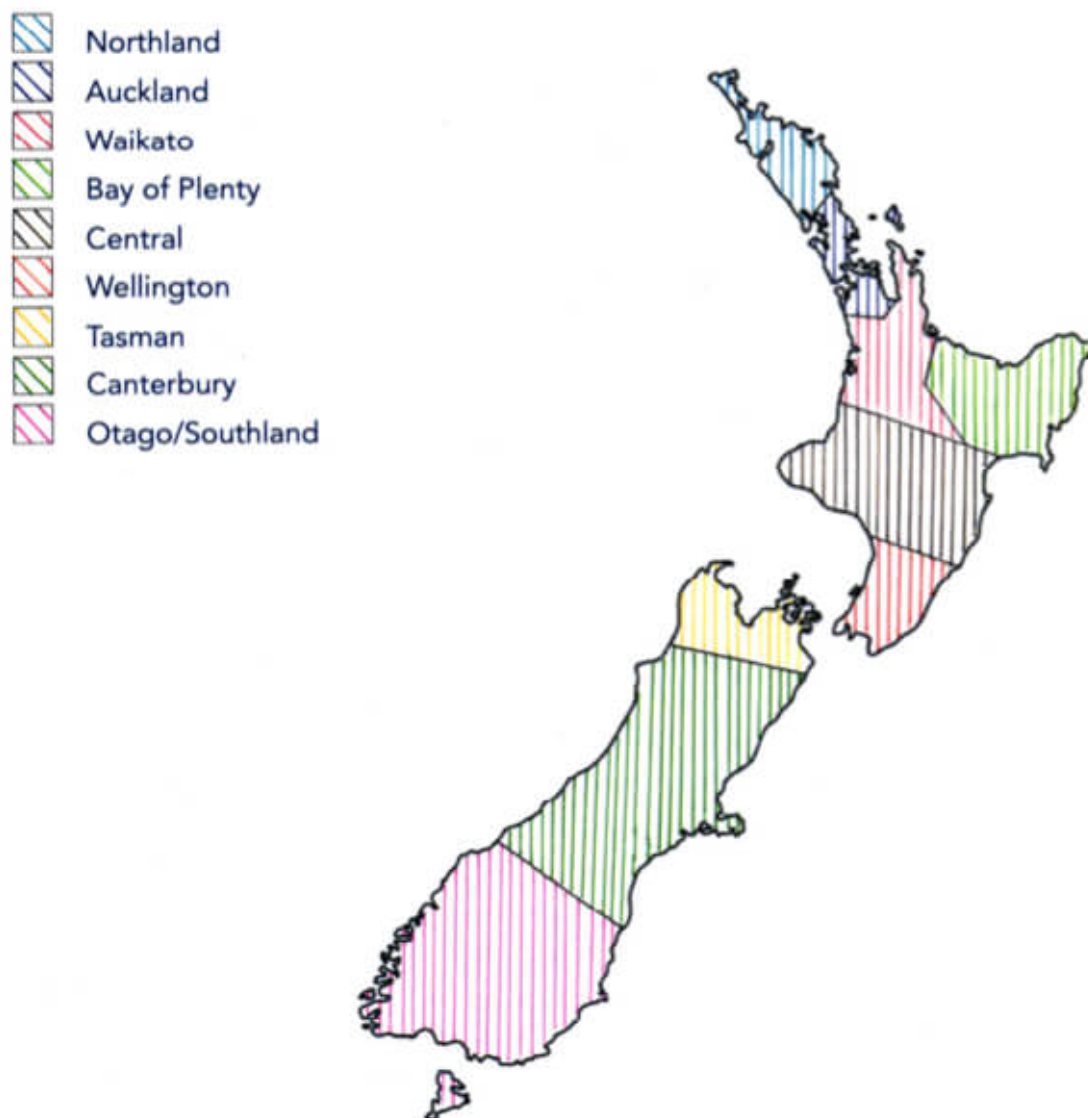


**APPENDIX A - REGIONS**

1. Regions shall be defined in accordance with the attached geographical plan, Appendix B. Boundary changes can occur by submission to and approval from the Executive.
2. Each region shall be recognised as a region of the Association.
3. Each region shall elect one representative as a member of the Executive at the Regional Annual Meeting.  
  
The representative shall commence office at the conclusion of the next Annual Conference and hold office to the conclusion of the following conference.
4. Members of each region must be financial at least one month prior to the meeting at which they are elected as the representative.
5. Each region shall hold an Annual Meeting, by 31 May, for the purposes of:
  - 5.1 Electing the executive representative
  - 5.2 Presenting the regional financial statements (as applicable)
6. The financial year of each region shall be the same as that of the association. The annual and region financial statements should be forwarded to the treasurer by mid-February each year.
7. Regional meeting minutes should be made available to the Executive after each meeting. These may be edited for further publication.
8. The regional chairperson/secretary is to inform the National Secretary of the name and school of the regional delegate following the region's annual meeting.
9. Regional delegates to ensure that Association sponsorship guidelines are followed.
10. Regional delegates will convey to the Executive and to their regional meetings all matters of relevance and importance.
11. The President must receive notice of a substitute Delegate at least 14 days in advance of the Executive meeting or such shorter notice as may be considered by the President to be reasonable in emergency situations i.e. illness, bereavement, emergency at school etc.

**APPENDIX B – GEOGRAPHICAL PLAN**

**Map of Regions**



### APPENDIX C – OFFICERS

Officers must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of the Association, namely —

- a person who is under 16 years of age
- a person who is an undischarged bankrupt
- a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
  - i. an offence under subpart 6 of Part 4 of the Act
  - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - iii. an offence under section 143B of the Tax Administration Act 1994
  - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
  - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- a person subject to:
  - i. a banning order under subpart 7 of Part 4 of the Act, or
  - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

### APPENDIX C – OFFICERS

Officers must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of the Association, namely —

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- A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
  - i. an offence under subpart 6 of Part 4 of the Act
  - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - iii. an offence under section 143B of the Tax Administration Act 1994
  - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
  - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
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- a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

### APPENDIX E – DISPUTE RESOLUTION

The dispute (disagreement or conflict) may be between any of the following persons—

- two or more Members
- one or more Members and the Association
- one or more Members and 1 or more Officers
- two or more Officers
- one or more Officers and the Association
- one or more Members or Officers and the Association.

The dispute (disagreement or conflict) relates to any of the following allegations—

- a Member or an Officer has engaged in misconduct
- a Member or an Officer has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
- the Association has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
- a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

#### **Complaints** *(made as referred to in section 8.1)*

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.

The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the Association makes a complaint—

- the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
- an Officer may exercise that right on behalf of the Association.

Without limiting the manner in which the Member, Officer, or Association 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 or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

- an oral hearing (if any) is held before the decision maker; and
- the Member's, Officer's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

**Rule 8.1.3**

Despite the rule noted in 8.1.3 in the Constitution, the Association may decide not to proceed further with a complaint if—

- the complaint is considered to be trivial; or
- the complaint does not appear to disclose or involve any allegation of the following kind:
  - that a Member or an Officer has engaged in material misconduct;
  - that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Rules or bylaws or the Act;
  - that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- there has been an undue delay in making the complaint.

**Complaint Referral**

The Association may refer a complaint to—

- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

**Decision Makers**

A person may not act as a decision maker in relation to a complaint if two or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- impartial; or
- able to consider the matter without a predetermined view.

Rules of the School Business Managers' Association Inc have been adopted, duly signed and dated as follows:

  
C English (Acting President)

  
R Pikaahu (Secretary)

  
L Reynolds (Treasurer)

21/7/2025  
Date

02/07/2025  
Date

02/07/2025  
Date