

IN THE MATTER of the Incorporated  
Societies Act 1908

AND

IN THE MATTER of an application by a  
group of persons to be  
incorporated as a  
Society to be known  
as the SPANISH  
TEACHERS  
ASSOCIATION OF  
NEW ZEALAND  
AOTEAROA  
INCORPORATED

**CONSTITUTION AND RULES OF THE SPANISH TEACHERS ASSOCIATION  
OF NEW ZEALAND AOTEAROA INCORPORATED**

**1. NAME**

The name of the Association shall be the Spanish Teachers' Association of New Zealand Aotearoa Incorporated (hereinafter called "the Association").

**2. OBJECTS**

The objects of the Association are:

- (a) To promote and support the study of Hispanic language and culture in New Zealand.
- (b) To act as a forum where all teachers of Spanish can share ideas and experiences relating to the study and teaching of Spanish.
- (c) To inform, educate and make representations as appropriate on matters of concern to teachers of Spanish.
- (d) To publish from time to time a Journal or Newsletter.
- (e) To foster, encourage and assist the work of the Spanish teaching programme in New Zealand.
- (f) To engage in all matters reasonable, incidental or conducive to the attainment of the above objects.

**3. INTERPRETATIONS**

In the interpretation of these Rules (unless the context requires a different construction):

(a) “The Association” shall mean the Spanish Teachers’ Association of New Zealand Aotearoa.

“The Executive” shall mean the Executive Committee for the time being of the Association elected at the Annual General meeting of the Association.

(b) Words importing the singular number only include the plural number and vice versa.

(c) Reference to the male or female gender shall include the other gender.

(d) Headings are included for convenience only and shall not be utilized in determining the interpretation of any clause.

#### **4. REGISTERED OFFICE**

The registered office of the Association shall be at such place as the Executive shall from time to time determine. Due notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies.

#### **5. MEMBERSHIP**

(a) Membership shall be open to all individuals and organizations supporting the objects of the Association and paying the appropriate annual subscription.

(b) There shall be two categories of membership:

- (i) Individual
- (ii) Organisational

(c) All applications for membership shall be considered by the Executive and each applicant shall be notified whether or not such application has been accepted or rejected provided however that the Executive shall not be required to give reasons.

(d) Membership shall be upon an annual basis and a member shall cease to be a member of the Association if the member’s subscription is unpaid within six months after the end of the financial year.

(e) Any member may resign from the Association by giving notice to that effect to the Executive.

(f) The Executive shall have the power to remove any member who:

- (i) is dissolved or made bankrupt;
- (ii) is wound up or placed in receivership;
- (iii) breaches any Rule;
- (iv) does any act to bring the Association into disrepute; or
- (v) the Association or the Executive considers is in the best interests of the Association to remove.

- (g) The Executive may ask any Organisational Member to confirm or to withdraw its authority from any person representing that member.
- (h) The member shall have a right of appeal to the next Annual General Meeting, and the majority ruling of such meeting shall be final and conclusive.

#### **6. SUBSCRIPTIONS**

- (a) The annual subscription for Individual and Organisational Members shall be determined from time to time by the Executive after consultation with the membership.
- (b) All members shall pay the same subscription.
- (c) Subscriptions shall be due and payable by the 31<sup>st</sup> day of March in each year.

#### **7. FINANCIAL YEAR**

The financial year of the Association shall be from the 1<sup>st</sup> day of February in one year to the 31<sup>st</sup> day of January in the next year, or as may be determined by the Executive from time to time.

#### **8. PRIVILEGES OF MEMBERS**

Each Member shall be entitled to:

- (a) Receive the Association's Journal.
- (b) Receive a copy of the Annual Report and Financial Statement.
- (c) Attend the Annual General Meeting.
- (d) Attend national and district conferences organized by the Association.
- (e) Elect the Officers of the Association, who shall comprise the Executive.
- (f) Equal speaking and voting rights at meetings of the Association.
- (g) Such further or other privileges as the Executive may determine from time to time.

#### **9. OFFICERS**

- (a) The Officers of the Association shall be composed of a President, Vice President, Secretary, Treasurer and four area representatives.
- (b) The Association shall be divided into **FOUR** areas with an area representative for each area. The areas shall be:
  - Northern: Northland and Auckland
  - Auckland South: Waikato, Rotorua, Bay of Plenty, Taupo and Hawkes Bay

Central: Taranaki, Wanganui, Wellington, Marlborough and Nelson  
South: the remainder of the South Island

- (c) The Executive officers of the Association (excluding area representatives) may be drawn from within any one of the defined areas; they shall be elected for a period of two (2) years and shall be eligible for re-election on expiry of their term of office.
- (d) All reasonable traveling and accommodation expenses incurred by Officers attending meetings of the Association and meetings of the Executive shall be borne by the Association.
- (e) All Officers shall be nominated and seconded by members of the Association, and shall signify in writing their willingness to accept nomination.
- (f) The Officers shall be elected at the Annual General Meeting by simple majority vote.
- (g) The Officers shall comprise the Executive of the Association.

#### **10. ANNUAL CONFERENCE AND GENERAL MEETING**

- (a) The Association shall every two years hold a General Meeting, to be held in conjunction with the New Zealand Language Teachers' Biennial Conference, which will rotate in venue among the four areas.
- (b) The Conference and General Meeting shall be held not later than 31 July of each Conference year.
- (c) The Annual Conference shall include the Annual General Meeting open to all financial members of the Association. All financial members present shall have equal voting rights, and Organisational Members shall nominate one representative to speak and vote on their behalf.
- (d) The Annual General Meeting shall:
  - (i) Receive reports from the Officers of the Association.
  - (ii) Receive and consider the Annual report.
  - (iii) Receive and consider the Annual financial Statement.
  - (iv) Every second year elect Officers for the following two years.
  - (v) Appoint cheque signatories, one of whom shall be the Treasurer.
  - (vi) Consider amendments to the Constitution and Rules of the Association.
  - (vii) Pass resolutions in respect of matters of general policy.
  - (viii) Decide upon the date of the next Annual General Meeting.
- (e) The quorum shall be 15 and voting shall be by a show of hands. Any motion or resolution shall require fifty percent (50%) of the votes of members present at the meeting to be passed.
- (f) In the event of an equality of votes, the Chairperson of the Annual General Meeting shall have a casting vote in addition to his/her deliberative vote.

- (g) The Annual General Meeting shall be chaired by the President or by the Vice President in the President's absence.
- (h) Notice of the Annual General Meeting and Special General Meetings may be published in the Journal or forwarded by separate notice, but in either event shall be deemed to be given if forwarded to the last known address of each member not less than fourteen (14) days prior to the date of the meeting,.

#### **11. SPECIAL GENERAL MEETINGS**

A Special General Meeting of the Association may be held at any time which the Executive may appoint. It shall also be competent for more than half the members to sign a requisition to the President to convene a Special General Meeting and on receipt of such requisition the President shall instruct the Secretary to call such a meeting within twenty eight (28) days. The business to be dealt with at such meeting shall be limited to the matters stated in the requisition and/or notice of such meetings.

#### **12. ADMINISTRATIVE POWERS**

- (a) The administrative powers of the Association shall be exercised by the Annual General Meeting of the Association and during the interval between the Annual General Meetings by the Executive, subject to any restrictions set out herein and/or directions of any meeting of the Association.
- (b) Subject to the directions of the Association in Annual, Special or General Meetings, the policy of the Association shall be determined and the management and control of its affairs shall be vested in the Executive which may exercise all powers and do all acts and things which may be exercised or done by it in Annual, Special and General Meetings. Without prejudice to the general powers of the Executive it is hereby expressly directed that the Executive shall be entrusted with and may exercise and perform all or any of the following powers and duties:
  - (i) To purchase or acquire for the Association any real or personal property or any rights or privileges at such consideration or price and generally upon such terms and conditions as it thinks fit, and to give and execute mortgages over the lands and chattels purchased or acquired for the purchase money or any part thereof upon such terms and conditions as the Executive shall think fit.
  - (ii) To purchase, construct, alter and maintain buildings, fences, machinery and other works as it may consider necessary for the use of the Association and lease, to take as tenant or accept leases or tenancies of any land or tenements and to purchase, sell, lease or let lands or any interest therein for such consideration or price or for such term and upon such rental as the Executive shall think fit.
  - (iii) With the consent of the membership, to borrow or raise money upon mortgage of the real or personal property of the Association, or any

part or parts thereof, or upon debentures or mortgage debentures of the Association and to issue such debentures or to borrow money from bankers or other persons with or without security.

- (iv) To enter into all negotiations, contracts and agreements in the name and on behalf of the Association as it may consider expedient for its purposes, provided that such negotiations contracts and agreements are not in conflict with its objects.
- (v) To open such accounts as the Executive may think fit.
- (vi) To receive and give receipts and execute discharges for all gifts, legacies, bequests or other monies, and to execute any trusts created by any of the objects of the Association or for the purpose of furthering any of such objects.
- (vii) To invest the funds of the Association in such securities for the time being authorized by law for the investment of trust funds in New Zealand and from time to time vary any such investment.
- (viii) To exercise all rights, powers and duties which under these Rules are required to be performed by the Executive.
- (ix) To engage, control and dismiss the Association's servants and paid officials and to exercise all such administrative power as may be necessary to effect its purpose.
- (x) To co-opt from time to time persons with special expertise to serve on the Executive upon such conditions as the Executive may determine. Their appointments shall be reviewed annually at the first Executive Meeting following the Annual General Meeting.
- (xi) To fill any casual vacancy in its elected officers and the person or persons so appointed shall retire at the next Annual General Meeting of the Association, but shall be eligible for election.
- (xii) To implement the policies of the Association formulated by the membership and agreed upon at any Annual, Special or General Meetings of the Association.
- (xiii) To generally conduct the day to day business of the Association and to speak and act for the Association in accordance with the general policies framed by the membership at any Annual, Special or General Meetings of the Association.
- (xiv) To do and perform all acts matters or things necessary incidental or appropriate in order to exercise the above powers and conducive to the attainment of the objects of the Association.

### **13. FINANCE**

- (a) The Executive may determine from time to time the annual subscription payable by members.
- (b) All funds received by or on behalf of the Association shall be paid into a nominated Bank Account. Monies shall not be drawn on this account except on the signature of two out of three members nominated by the Association at the Annual General Meeting.
- (c) The Treasurer shall have the following responsibilities:
  - (i) Keeping a true and accurate record of all financial transactions within and on behalf of the Association.
  - (ii) Receiving subscriptions, donations and other monies and issuing receipts for such monies.
  - (iii) Opening and operating bank accounts, subject to any restrictions as to signatories or otherwise as decided by the Association.
  - (iv) Making payments and discharging liabilities incurred by the Association, including the reasonable travel and accommodation expenses of Officers.
  - (v) Preparing the Annual Financial Statement for notification to members, and presenting the same at the Annual General Meeting.
  - (vi) Preparing and lodging the Annual return with the Registrar of Incorporated Societies.
  - (vii) Generally carrying out any financial transaction approved by the Executive or by the Association.
- (d) The Annual General Meeting shall decide whether an auditor shall be appointed to examine the Financial Statement of the Association.

### **14. JOURNAL**

- (a) The Association may publish and distribute to members a Newsletter/Journal at such frequency as the Executive shall decide.
- (b) The Newsletter/Journal Editor shall be elected by the Executive and shall be a member of the Association.
- (c) Area representatives will act as correspondents who shall transmit to the Journal Editor information suitable for publication. This information or material shall be consistent with the objects and general policy of the Association.

### **15. ALTERATIONS TO CONSTITUTION AND RULES**

This Constitution and Rules may be amended, modified or added to from time to time by resolution duly passed by a two-thirds majority of the persons entitled to vote at any Annual General Meeting of the Association provided that notice of intention to propose such resolution specifying the proposed amendment, modification or addition shall be sent to the Executive not less than six weeks prior to the Annual General

Meeting, and notice of the same has been given to members not less than one calendar month before the Annual General Meeting.

## **16. DISPUTES**

- (a) If a dispute arises at any time in respect of a matter which is not provided for in these Rules or any doubt exists as to the interpretation of these Rules or any other matter shall arise pertaining to the Association, its property or interests, the same shall be determined by the Executive whose decision shall be conclusive and binding on all members unless revoked at a Special General Meeting held not later than the next following Annual General Meeting.
- (b) In the event of the Special General Meeting not resolving the dispute, the dispute may be referred to a mediator agreed upon by the parties to the dispute but if not so agreed then as appointed by the President for the time being of the Mediation Association of New Zealand or equivalent body.
- (c) In the event of mediation not resolving the dispute, the dispute may be referred to arbitration before an arbitrator agreed upon by the parties to the dispute but if not so agreed then as appointed by the President for the time being of the Arbitrators' Institute of New Zealand.

## **17. WINDING UP**

- (a) The Association may be wound up by a majority of the votes of members present at an Annual or Special General Meeting called for the purpose, and subsequently confirmed by a majority of the votes of members present at a further Special General Meeting held not less than thirty (30) days after the first meeting took place. Not less than one calendar month's notice of the first meeting shall be given to members by publication in the Journal or by separate notice.
- (b) If upon the winding up of the Association there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall be paid to or distributed to some other society or organization having objects altogether or in part similar to those of the Association to be determined by the Association in General Meeting at or before the time of winding up.