

AUCKLAND KINDERGARTEN ASSOCIATION
Green Bay Kindergarten
Receipts and Payments Statement
For the Year Ended 31 December 2007

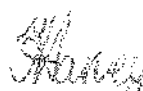
	2007	2006
Opening Cash Book Balance	\$16,143.23	\$10,601.43
ADD RECEIPTS		
Parent Optional Charges	6,841.78	0.00
Parent Donations to 30 June 2007	10,534.20	23,839.75
Parent Donations from 1 July 2007	140.00	0.00
20 Hours Free Funding	14,422.15	0.00
Net Fundraising Income	9,324.25	6,158.43
Interest	1,010.16	1,237.20
Grant ASB Charitable Trust	0.00	30,000.00
Grant Community Board	0.00	1,075.00
Grant Licensing Trust	0.00	13,000.00
Grants Received	0.00	5,071.58
GST	(934.92)	780.80
Sundry	6,281.06	3,677.09
	47,618.70	84,838.85
LESS PAYMENTS		
Optional Charges Paid to Head Office	4,289.50	0.00
Cleaning	8,398.08	5,147.27
Support Staff	7,079.43	9,901.16
General Kindergarten Expenses	2,688.39	3,113.90
Play & Educational Resources	10,626.36	7,814.75
Power	1,399.17	1,280.10
Repairs & Maintenance	4,279.30	49,213.51
Telephone	1,326.89	1,386.76
Property Expenses	2,760.07	1,190.04
General Administration Expenses	555.62	249.59
Fixed Asset Additions	1,731.54	0.00
	45,134.35	79,297.08
Closing Cash Book Balance	\$15,627.58	\$16,143.23

Report to the Members of Green Bay Kindergarten

The Auckland Kindergarten Association is responsible for the preparation of the attached Receipts and Payments Statement and the appropriate collection, classification and summarisation of financial information contained in this statement.

We acknowledge our responsibility for the implementation and operation of effective accounting and internal control systems.

All individual kindergarten Receipts and Payments Statements will be subject to external audit over a cyclical three year period. Green Bay Kindergarten has not been subject to audit in the current year.


 GENERAL MANAGER
 ON BEHALF OF AKA COUNCIL

AUCKLAND, NEW ZEALAND

DATE 22 January 2008

**MONTHLY SUMMARY OF RECEIPTS AND PAYMENTS
GREEN BAY KINDERGARTEN
For the Month of July 2008**

	Current Month		YTD	
	Actual	Budget	Actual	Budget
OPENING CASH BOOK BALANCE	21,743.94	18,506.67	18,627.58	18,627.58
ADD RECEIPTS				
Parent Fees	-	2.37	27.90	18.18
Parent Optional Charges	991.75	78.00	991.75	598.00
Parent Donations	5.50	-	14,630.13	-
20 Hours Free Funding	10,383.33	2,313.64	16,635.93	17,737.93
Fundraising Income	496.00	666.67	3,049.03	4,666.67
Interest	157.37	115.66	1,038.94	680.32
Grants	-	-	-	-
Equity Funding	-	-	-	-
GST Refund From IRD	301.46	503.74	1,724.43	2,643.72
Sundry Income	187.78	73.17	677.78	580.96
AKA Committee Grants	-	-	-	-
AKA Diversification and Extended Sessions	336.00	291.51	2,112.00	2,234.93
TOTAL MONTHLY RECEIPTS	12,859.19	4,044.77	40,887.89	29,140.72
LESS PAYMENTS				
Optional Charges Paid to AKA	-	58.50	3,220.20	448.50
Cleaning	797.75	614.49	4,858.99	4,711.12
Support Staff	534.50	518.01	4,715.45	3,971.39
Kindergarten Expenses	-	292.88	1,482.52	2,243.90
Play & Educ. Resources	694.08	1,170.73	7,554.08	8,975.61
Power	139.62	109.76	760.97	841.46
Repairs & Maintenance	24.89	219.51	761.00	1,632.83
Telephone	106.97	109.76	767.92	841.46
Property Expenses	-	182.93	318.81	1,402.44
General Admin Expenses	-	109.76	397.85	841.46
Fundraising Expenses:	-	-	520.35	-
Fixed Asset Additions	-	-	-	-
GST on expenses net of income	136.19	388.22	1,799.31	3,031.94
GST Payment to IRD	-	-	-	-
Sundry Expenses:	-	-	288.89	-
TOTAL MONTHLY PAYMENTS	2,534.00	3,774.35	27,446.34	28,992.21
CLOSING CASH BOOK BALANCE	32,069.13	18,776.09	32,069.13	18,776.09
<i>less Tagged Funding/Grants not yet spent</i>	-	<i>(see details on Bank Reconciliation)</i>	-	-
<i>less 20 Hours Free Funding Received in Advance</i>	<i>(7,580.32)</i>	<i>(see details on Bank Reconciliation)</i>	-	-
Available funds	24,488.81			

(Above Figures are GST Exclusive)

Transaction Details (continued)

Date	Other Party	MTS	Particulars	Code	Reference	Withdrawal \$	Deposit \$	Balance \$
Brought Forward								
24 Jul	Auckland Kindergarten		Aka	July	20 Free		1,791.71	31,790.17
26 Jul								33,551.88
30 Jul	Deposit				457971	897.47		32,654.41
30 Jul	Auckland Kindergarten		Aka	Invoices To	June	634.50		33,172.41
31 Jul	CR Int To \$1/07/2008						157.37	32,995.28
31 Jul	Closing Balance							32,995.28

Summary of Cheques Presented

Cheque Number	Amount \$	Cheque Number	Amount \$	Cheque Number	Amount \$	Cheque Number	Amount \$
457965	40.35	457966	121.72	457971	897.47		

Bank balance includes 20 hours free funding which is advanced funding, until november 2008.

The kindergarten is responsible for paying all costs associated with the day to day operating expenses, together with providing all resources and materials (games).

They also pay the wage for a part time administrative assistant.

The kindergarten will be undergoing an outdoor upgrade within the next 1-2 years, and are saving also to contribute to this extensive project.



Auckland Kindergarten Assn
 Green Bay
 1/29 Sunderlands Road
 Half Moon Bay
 Manukau 2012

Education Admin

Customer no: 12-3008-0012575-00
 Opening date: 30 Jun 08
 Statement no: 524
 Page no: 1 of 2

Transaction Details

Date	Other Party	MTS	Particulars	Code	Reference	Withdrawal \$	Deposit \$	Balance \$
30 Jun	Opening Balance							21,906.01
02 Jul	Paki JC	DC	Tyrone Paki Kindy Fees		TP114		22.50	21,928.51
03 Jul	Tf From Miss L C BA		Enma Fees EA36		EA36		22.50	21,951.01
09 Jul						40.35		21,910.66
04 Jul	Deposit						40.35	21,951.01
04 Jul							1,111.75	23,022.41
07 Jul	Tf From Ra Wirtanhu	DC	LW109			121.72		22,900.69
08 Jul	From Mrs S L Bowler		JES21	Jaime Bowler	Morning		22.50	22,923.19
15 Jul	Ertdender ID	DC	RS0				22.50	22,945.69
17 Jul	Genesis Energy						157.07	22,788.62
18 Jul	Auckland Kindergarten						338.00	23,147.12
18 Jul	Auckland Kindergarten						301.46	23,448.58
20 Jul	Tf To Alarm NZ Ltd	AP	Alarm NZ Monitoring		Apr-May 2008	28.00		23,420.58
21 Jul	Maschen Foods	DC	Maschen R AM312		Abe Maschen		23.00	23,443.58
21 Jul	Fuji Xerox New Zealand						23,288.89	23,288.89
22 Jul	Telecom						154.69	23,134.20
23 Jul	Auckland Kindergarten						20,981.55	23,134.20
24 Jul	Auckland Kindergarten						1,011.30	24,179.85
24 Jul	Auckland Kindergarten						20 Free	24,179.85
24 Jul	Auckland Kindergarten						2,756.48	26,936.33
24 Jul	Auckland Kindergarten						2,894.30	29,830.63
24 Jul	Auckland Kindergarten						20 Free	29,830.63
24 Jul	Auckland Kindergarten						1,929.54	31,760.17
	Carried Forward (continued)							31,760.17

Continued on next page

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**AUCKLAND KINDERGARTEN
ASSOCIATION**

25th August 2008

The Chief Executive
Waitakere City Council
Private Bag 93 109
Henderson
WAITAKERE 0650

Attention: Grants Officer

To Whom It May Concern,

Re: Green Bay Kindergarten

The Auckland Kindergarten Association supports an application from Green Bay Kindergarten to the Waitakere City Council – Community Wellbeing Local Fund 2008 for funding to assist with the purchase of storage cupboards and separate cabinets for use as described in their application. Green Bay Kindergarten provides a high quality educational service to all children in the 3-5 year age range (numbers as specified by their Licence). The staff are committed to ensuring children have as many learning opportunities as possible, and encourage them by providing appropriate resources and setting up different challenges, programmes and activities on a regular basis.

Green Bay Kindergarten is fully affiliated under the umbrella of the Auckland Kindergarten Association and receives continuous management and support from the Association.

Yours faithfully

AUCKLAND KINDERGARTEN ASSOCIATION

Janine Leaming

FUNDING SUPPORT

PO Box 6923
Wellesley Street
Auckland 1010
Ph. 09 373 5635
Fx. 09 307 1248
www.aka.org.nz



Inland Revenue
Te Tari Taake

Inland Revenue Department,
Private Bag, Manukau
Telephone 0800 377 774
Facsimile 09-262 9001

02289

BUSINESSDIRECT

27 JUL 2001

22 AUG 2001

AUCKLAND KINDERGARTEN ASSOCIATION

IRD Number 70-276-739

BOX 6933 WELLESLEY STREET
AUCKLAND 1036

Our Reference 200669080200

Your Reference

DEAR SIR/MADAM

**Resident Withholding Tax on Interest and Dividends Certificate
of Exemption** IRD/Exemption number: 70-276-739

Here is your Certificate of Exemption from resident withholding tax on interest and dividends (IR 15C). Please keep it in a safe place. You will have to show it to those paying you interest or dividends, or you may have to return it to Inland Revenue if requested.

This certificate exempts you from paying resident withholding tax but does not exempt you from paying income tax. You must still file an income tax return.

If you no longer qualify for an exemption please send this certificate back to us with a written explanation. You must do this within five working days of the date you were no longer entitled to an exemption.

Yours faithfully

D Butler
Commissioner of Inland Revenue



Inland Revenue
Te Tari Taake

Private Bag Manukau
Telephone 09-262 9011

BUSINESSDIRECT

**CERTIFICATE OF EXEMPTION FROM RESIDENT WITHHOLDING
TAX ON INTEREST/DIVIDENDS**

Auckland Kindergarten Association
Auckland Kindergarten Association
Box 6933
Wellesley Street
Auckland

Exemption/IRD Number 70-276-739

This certifies that Resident Withholding Tax deductions are not to be made from any interest and dividends paid to the named recipient from 01/04/2001 na

D Butler

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This certificate is issued without alteration or erasure

CERTIFICATE OF INCORPORATION

AUCKLAND KINDERGARTEN ASSOCIATION
211868

This is to certify that AUCKLAND KINDERGARTEN ASSOCIATION was incorporated under the Charitable Trusts Act 1957 on the 28th day of February 1911.

Ministry of Economic
Development

Māhara Oranga

Neville Harris

Neville Harris
Registrar of Incorporated Societies
28th day of February 1911

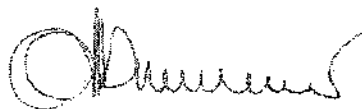


CONSTITUTION

of

**AUCKLAND KINDERGARTEN
ASSOCIATION CHARITABLE TRUST**

This Constitution includes the adoption of resolutions by the members of
the **Auckland Kindergarten Association** at its meeting of members
held on the 20th May 2003 and signed by
the President for the purpose of identification



Jeremy Drummond - President
20th May 2003

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**CONSTITUTION
OF THE
AUCKLAND KINDERGARTEN ASSOCIATION**

1. **Name & Status**

The name of the Association is the **AUCKLAND KINDERGARTEN ASSOCIATION**. The Association is incorporated as a Board pursuant to the provisions of the Charitable Trusts Act 1957.

2. **Words & Phrases**

The words and phrases appearing below have a special meaning when used in this Constitution. Those meanings are set out in Schedule 1:

"Association"

"Areas"

"By-Laws"

"Constituent Kindergarten"

"Council"

"Establishment Committee"

"Family"

"Financial Member"

"General Manager"

"General Meeting"

"Life Member"

"Member"

"Ordinary Resolution"

"President"

"Special Resolution"

"Treasurer"

"Vice President"

"Working day"

3. **Association Structure**

The constitutional structure of the Association comprises:

- The Council charged with the management of the Association;
- The councillors who together comprise the Council;
- The members of the Association.

4. **Effect & Purpose of this Constitution**

The effect and purpose of this Constitution is to:

- Regulate the relationship between the constituent parts of the Association (as identified in Regulation 3 above);
- Establish the rules under which the Association is to operate; and
- Regulate the affairs of the business of the Association.

5. **Purpose and Objects**

Charitable Objects

5.1 The Association is a "not-for-profit" business organisation which has the objects of, and directs itself to:

- Providing access for children to quality early childhood education and care; and
- Promoting and encouraging early childhood education and care.

5.2 The Association is "not-for-profit" in the sense that any profits generated by its activities are retained exclusively to further these objects, and must be used for charitable objects only.

Constituent Kindergartens

5.3 The establishment and maintenance by the Association of Constituent Kindergartens, and Establishment Committees is an incident of carrying out the objectives of the Association. Each such Constituent Kindergarten, and Establishment Committee shall be subject to the overall authority and control of the Association and shall comply with:

- the policies of the Association;
- the directions of Council from time to time; and
- the By-laws as they apply to the Constituent Kindergartens, Establishment Committees and Areas.

Powers of Association

5.4 The Association shall have power to do all things conducive to and incidental to the carrying out of the objects of the Association mentioned in this Regulation 5, including without limitation, the power:

- to acquire land and buildings by purchase, lease or otherwise; and to

- to erect and renovate buildings on land so acquired, and to sell, lease or otherwise deal with the same; and
- to levy Constituent Kindergartens.

6. **Membership**

6.1 The following persons shall be members of the Association:

- (a) each Councillor;
- (b) the General Manager;
- (c) the Chair of each Constituent Kindergarten and Establishment Committee;
- (d) a Financial Member;
- (e) a Life Member.

7. Management of the Association

Role of Council

- 7.1 The business and affairs of the Association must be managed by, or under the direction or supervision of, the Council, subject to Regulation 7.8.

Powers of Council

- 7.2 The Council has all the powers necessary for managing, and for directing and supervising the management of, the business and affairs of the Association. Without limiting these powers in any way, the Council has the power:

- (a) to borrow or raise money, including by way of overdraft, and secure the payment of the same, or to secure the payment of any money owing by the Association for the satisfaction of the performance of any obligation or liability incurred or undertaken by the Association in such manner as the Council shall determine. This power to secure the payment of any money or obligation shall include the power to give any mortgage or charge over, or any security interest in, any part of the assets or property of the Association.
- (b) to initiate the formation of and to promote and develop an Establishment Committee.
- (c) divide the Constituent Kindergartens and Establishment Committees into groups ("Areas") for the efficient administration of the Association, but without any obligation to do so.
- (d) to frame, adopt, repeal and vary, by-laws, regulations and standing orders as shall from time to time be deemed necessary for the purpose of regulating the affairs of the Association including the appointment and removal and powers and procedures of any committee, whether management committees of Constituent Kindergartens, Establishment Committees, sub-committees, Areas or otherwise, provided that such by-laws, regulations and standing orders are not inconsistent with this constitution.
- (e) to acquire land and buildings by way of purchase, lease or otherwise and to erect and alter buildings on land acquired, and to sell, sublease or otherwise deal with the same.
- (f) to levy Constituent Kindergartens.
- (g) to apply the funds of the Association to the business of the Association even though that application might entail business risks which, by virtue of the general requirement at law for trust funds to be applied prudently, and in the absence of this express authority, might otherwise prevent the Council from undertaking.

(h) to open, and maintain a bank account or bank accounts in the name of the Association, operated by such persons as decided by the Council from time to time.

7.3 The powers of the Council to manage the Association as set out in Regulation 7.1 are unrestricted:

(a) the Chair of a meeting of members of the Association must allow a reasonable opportunity for members at the meeting to question, discuss or comment on the management of the Association; and

(b) a meeting of members of the Association may pass a resolution relating to the management of the Association but that resolution shall not be binding on the Council.

7.4 Subject to Regulation 7.2(g) above, the Council shall invest all excess funds in such manner as is required at law for the investment of trust funds.

Delegation by the Council

7.5 The Council may delegate to a committee of councillors, a councillor or employee of the Association, or any other person, any one or more of its powers.

7.6 The Council is responsible for the exercise of the power by the delegate as if the power had been exercised by the Council, unless the Council:

(a) Believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on councillors of the Association; and

(b) Has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

General Manager

Power to appoint General Manager and Term

7.7 (a) The Council may from time to time appoint a person (not being a Councillor) who the Council considers is suitably qualified, to be the General Manager of the Association for a period and on such terms as the Council considers fit and (subject to the terms of any agreement entered into in any particular case), may revoke any appointment.

(b) A General Manager shall receive appropriate compensation for his or her services as the Council may determine.

(c) The Council may entrust to and confer upon a General Manager any of the powers exercisable by the Council upon such terms and conditions and with such restrictions as the Council may think fit, and either collaterally with or to

the exclusion of their own powers and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

- (d) If the Council so determines, the General Manager may be referred to as the Chief Executive of the Association.

General Manager Liable to Dismissal

- (e) Every General Manager shall be liable to be dismissed or removed by the Council (with or without cause), but the Council may enter into any agreement on behalf of the Association with any person who is, or is about to become, the General Manager, with regard to the length and terms of his or her employment, but so that the remedy of any such person for any breach of the agreement shall be in damages only, and he or she shall have no right to claim to continue in such office contrary to the will of the Council.

Power to Appoint Treasurer

- 7.8 The Council may from time-to-time appoint a suitably qualified person to be the Treasurer of the Association for a period and on such terms as the council considers fit and may revoke any such appointment.

Significant Transactions

- 7.9 The Association must not enter into any transaction or series of linked transactions which would result in or have the effect of the Association acquiring or disposing of assets or incurring obligations the value of which is more than one-quarter of the value of the assets of the Association before the transaction occurs, unless the transaction is:
 - (a) approved by a Special Resolution of members; or
 - (b) contingent upon approval by a Special Resolution of members.

8.0 Meetings of Members

Annual Meetings

8.1 An annual meeting of members shall be held in each year to:

- (a) receive the annual report of the Council and the Auditor; and
- (b) elect Councillors and the Auditor, where required; and
- (c) consider any other matter which may properly be brought before the meeting.

Special Meetings

8.2 Meetings of members other than the annual meeting, shall be known as special meetings. A special meeting of members entitled to vote on an issue:

- (a) may be called at any time by the Council; and
- (b) must be called by the Council on the written request of 10 members.

President as Chair

- 8.3
- (a) The President must chair any meeting of members.
 - (b) If the President is not present within 10 minutes of the time appointed for the meeting, the members present may choose one of their number to be the Chair of the meeting.

Notice of Meetings

- 8.4
- (a) Written notice of the time and place of a meeting of members must be given to every member entitled to receive notice of the meeting and to every councillor and the auditor of the Association not less than 10 working days before the meeting.
 - (b) The notice must state:-
 - (i) The nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgment in relation to it;
 - (ii) The text of any resolution to be submitted to the meeting;
 - (iii) and in the case of notice being given of an annual meeting must be accompanied by the annual report of the Association which includes its financial statements;

- (c) An irregularity in a notice of a meeting is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.
- (d) If a meeting of members is adjourned for less than 30 days it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.
- (e) The accidental omission to give notice of a meeting, or failure to receive notice of a meeting by a member, does not invalidate the proceedings at that meeting.

Entitlement to Notice of Meetings

- 8.5 (a) The members who are entitled to receive notice of a meeting of members are:
- (i) If the Council fixes a date for the purpose, those members whose names are registered in the members' register on that date;
 - (ii) If the Council does not fix a date for the purpose, those members whose names are registered in the members' register on the day immediately preceding the day on which the notice is given.

Methods of Holding Meetings

- 8.6 A meeting of members may be held by a number of members, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting.

Quorum

- 8.7 (a) No business may be transacted at a meeting of members if a quorum is not present.
- (b) A quorum for a meeting of members is present if 12 members or their proxies are present.
- (c) If a quorum is not present within 30 minutes after the time appointed for the meeting:
- (i) In the case of a meeting called by the Council on the written request of members, the meeting is dissolved;
 - (ii) In the case of any other meeting, the meeting is adjourned to the same day in the following week at the same time and place or to such other date, time and place as the councillors may appoint, and, if at the adjourned meeting a quorum is not present, the meeting is dissolved.

Voting

- 8.8 (a) Voting at a meeting of members shall be by whichever of the following methods is determined by the Chair of the meeting:
- (i) Voting by voice; or
 - (ii) Voting by show of hands.
- (b) A declaration by the Chair of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact, unless a poll is called on the resolution (which may be required by any 3 members). On a poll, each member shall have one vote.

Proxies

- 8.9 (a) A member may exercise the right to vote either by being present in person or by proxy.
- (b) A proxy for a member is entitled to attend and be heard at a meeting of members as if the proxy were the member.
- (c) A proxy must be appointed by notice in writing signed by the member. The notice must state whether the appointment is for a particular meeting or a specified term and a copy of the notice must be produced before the start of the meeting in accordance with Regulation 8.10(h).

Form of Proxy

- (d) A notice appointing a proxy shall be in the following form or in such other form as the Council may approve:

I, [insert name] of [insert address] being a member of Auckland Kindergarten Association hereby appoint [insert name of proxy] or failing him or her [insert alternative] as my proxy to vote for me and on my behalf at the meeting of members to be held on the day of 20 , and at any adjournment thereof.

SIGNED this day of 20 .

[Specify voting on each resolution either in favour of/against the resolution]

Unless otherwise instructed the proxy will vote or abstain from voting as he or she thinks fit.

Proxy Not to be Named

- (e) The Association shall not issue any proxy form with a proxy named therein either by name or by reference to an office which he or she may hold, but the Association may indicate in a footnote that certain persons are willing to act as a proxy if a member desires to appoint any of them and the Association may set out on any proxy form issued by the Association the names of the councillors for the time being of the Association.

Validity on Death or Insanity

- (f) A vote given in accordance with the terms of a notice of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy is given, if no intimation in writing of such death, insanity, revocation has been received by the Association before the commencement of the meeting or adjourned meeting at which the proxy is used or has been handed to the Chair of the meeting before the vote is given.

Notice of Proxy to be Lodged Before Meeting

- (g) A copy of the written notice appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be delivered to the General Manager or person appointed by the President for the purpose prior to the commencement of the meeting or adjourned meeting at which the person named in the notice proposes to vote.

Two-way Voting

- (h) A proxy shall (to the extent that the subject matter of the relevant resolution reasonably permits) allow the members to instruct the proxy to vote either for or against any resolution.

Minutes

- 8.10 (a) The Council must ensure that minutes are kept of all proceedings at meetings of members.
- (b) Minutes which have been signed correct by the Chair of the meeting are prima facie evidence of the proceedings, subject to the ratification of members as provided in 8.10(c).
- (c) The minutes of the Annual Meeting must be ratified by the members at the Annual Meeting in the following year.

Member Proposals

- 8.11 (a) A member may give written notice to the Council of a matter the member proposes to raise for discussion or resolution at the next meeting of members at which the member is entitled to vote.
- (b) If the notice is received by the Council not later than 14 days before the last day on which notice of the relevant meeting of members is required to be given by the Council, the Council must, at the expense of the Association, give notice of the member proposal and the text of any proposed resolution to all members entitled to receive notice of the meeting.
- (c) The Council is not required to include in or with the notice given by the Council a statement prepared by a member which the councillors consider to be defamatory, frivolous or vexatious.

Powers to Adjourn Meetings

- 8.12 (a) The Chair of any meeting at which a quorum is present may, at his or her sole discretion (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Powers to Dissolve Meetings

- 8.13 (a) If any meeting shall become so unruly, disorderly or inordinately protracted, that in the opinion of the Chair the business of the meeting cannot be conducted in a proper and orderly manner, the Chair, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting, may in his or her sole and absolute discretion and without giving any reason therefore, either adjourn or dissolve the meeting.
- (b) If at any meeting the Chair elects to dissolve the meeting pursuant to Regulation 8.13(a), the Chair may prior to declaring the dissolution, declare that any item of business which is uncompleted at the meeting and which in his or her opinion requires to be voted upon be put to the vote without further discussion.

9.0 Council Meetings

President

- 9.1 (a) The President shall hold the office of the Chair of councillors until he or she dies or resigns (from the office of Chair or as a councillor) or until the councillors elect a Chair in his or her place.
- (b) If no President is elected, or if at a meeting of the Council the President is not present within 10 minutes after the time appointed for the meeting, the councillors present may choose one of their number to be Chair of the meeting.

Notice of Meeting

- 9.2 (a) A councillor or, if requested by a councillor to do so, an employee of the Association, may convene a meeting of the Council by giving notice in accordance with this Regulation 9.2.
- (b) Not less than five (5) working days' notice of a meeting of the Council must be given to each councillor, who is in New Zealand at the time of giving notice unless the councillor waives that right.
- (c) Notice to a councillor of a meeting of the Council may be:
- (i) delivered to the councillor;
 - (ii) posted to the address given by the councillor to the Association for the purpose of receiving notices of meetings of the Council by post;
 - (iii) sent by facsimile transmission to the telephone number given by the councillor of the Association for the purpose of receiving notices of meetings of the Council by facsimile transmission;
 - (iv) sent by electronic means in accordance with any request made by the councillor from time to time for such purpose.
- (e) A notice of meeting must specify the date, time and place of the meeting.
- (f) A notice given to a councillor pursuant to this clause is deemed to be given:
- (i) in the case of delivery, by handing the notice to the councillor or by delivery of the notice to the address of the councillor;
 - (ii) in the case of posting, three days after it is posted;

- (iii) in the case of facsimile transmission, when the Association receives a transmission report by the sending machine which indicated that the facsimile was sent in its entirety to the telephone number given by the councillor;
 - (iv) in the case of electronic means, at the time of transmission.
- (g) An irregularity in the notice of a meeting or a failure to give notice is waived if all councillors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all councillors agree to the waiver.

Methods of Holding Council Meetings

9.3 A meeting of the Council may be held either:

- (a) By the number of the councillors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b) By the contemporaneous linking together by telephone or other means of communication of the councillors constituting a quorum, whether or not any one or more of the councillors are absent from New Zealand and such meeting shall be deemed to be properly held provided the following conditions are met:
 - (i) all the councillors to receive notice of a meeting of the councillors shall have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such meeting;
 - (ii) each of the councillors taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear each of the other councillors taking part;
 - (iii) at the commencement of the meeting each councillor must acknowledge his or her presence for the purpose of a meeting of the Council to all the other councillors taking part;
 - (iv) a councillor may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained the express consent of the Chair of the meeting, and a councillor shall be presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the Chair of the meeting to leave the meeting.
- (c) The Treasurer shall be entitled to attend all meetings but shall have no right to vote. The Chair shall afford the Treasurer a reasonable opportunity to speak at any meeting.

Quorum

- 9.4 (a) A quorum for a meeting of the Council, other than an adjourned meeting, shall be a majority of councillors.
- (b) No business may be transacted at a meeting of the Council if a quorum is not present.
- (c) If a quorum is not present within one hour of the time appointed for the commencement of the meeting, the meeting shall be dissolved.

Voting

- 9.5 (a) Every councillor has one vote.
- (b) The Chair shall not have a casting vote.
- (c) A resolution of the Council is passed if a majority of the votes cast on it are in favour of it.
- (d) A councillor present at a meeting of the Council is presumed:
- (i) in respect of a resolution which is passed, to have agreed to, and to have voted in favour of the resolution unless he or she expressly abstains from voting, or dissents from, or votes against, the resolution at the meeting; and
 - (ii) in respect of a resolution which is not passed, to have disagreed with, and to have voted against, the resolution unless that councillor expressly votes in favour of, or expressly abstains from voting on the resolution.

Minutes

- 9.6 The Council must ensure that minutes are kept of all proceedings at meetings of the Council.

Unanimous Resolution

- 9.7 (a) A resolution in writing, signed or assented to by letter, telegram, cable, telex, facsimile or other written form by all councillors then entitled to receive notice of a Council meeting, is as valid and effective as if it had been passed at a meeting of the Council duly convened and held.

- (b) A resolution pursuant to Regulation 9.7(a) may consist of several documents (including facsimile or other electronic means of communication) in like form, each signed or assented to by one or more councillors.
- (c) A copy of any such resolution must be entered in the minute book of Council proceedings.

Presence by Telephone

9.8 A councillor may attend any meeting of the Council by telephone or other instantaneous audio (or audio and visual) communication provided such councillor has given notice in writing of his or her intention so to do to the Association at least 2 days prior to the scheduled commencement time of such meeting. The requirements as to such notice may be waived by the Council. Any such councillor:

- (a) must throughout the meeting be able to hear each of the other councillors taking part;
- (b) must at the commencement of the meeting, acknowledge his or her presence for the purpose of the meeting, to all the other councillors taking part;
- (c) may not leave such meeting by disconnecting his or her telephone or other means of communications unless he or she has first obtained the express consent of the Chair;
- (d) shall (for the purposes of this Constitution) be conclusively presumed to have been physically present and to have formed part of the quorum at all times during the meeting, unless he or she first obtained the express consent of the Chair of the meeting to leave the meeting as aforesaid. Neither the meeting, nor any business conducted thereat, shall be invalidated if a councillor does leave a meeting conducted as aforesaid, without the express consent of the Chair.

Proceedings in Case of Vacancy

9.9 The continuing councillors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the minimum number of councillors, the continuing councillors or councillor may act only for the purposes of increasing the number of councillors to the said minimum number or to summon a meeting of the Association but for no other purpose.

10.0 Appointment and Removal of Councillors

Number of Councillors

- 10.1 The number of councillors shall be not less than five (5) nor more than nine (9) or such other number as is fixed by an ordinary resolution of members. The Councillors must elect from amongst their number a President and Vice President. A councillor elected to one of these offices shall hold office until he or she dies or resigns, or is removed by council. The Vice President shall act in the place of the President should the President be unwilling or unable to act at any time.

Nomination for Appointment

- 10.2 (a) No person (other than a councillor retiring at the meeting) shall be elected as a councillor at a meeting of members unless that person has been nominated by a member entitled to attend and vote at the meeting. The closing time for nominations shall be ten (10) working days before the meeting at which the election is to take place. There shall be no restriction on the persons who may be nominated as councillors nor shall there be any precondition to the nomination of a councillor other than compliance with the time limits in accordance with this clause. If time reasonably permits, the Association shall send notice of every nomination validly received, together or as part of the notice of meeting, to all persons entitled to attend the meeting. If not received prior to the dispatch of the notice or within a reasonable time prior to dispatch, the nomination shall be read to the meeting at the opening of the meeting.
- (b) A person must not be appointed a councillor of the Association unless he or she has consented in writing to be a councillor.
- (c) No person shall be eligible for appointment (or if appointed, continuation in office) as a councillor who:
- (i) Has not turned eighteen years of age; or
 - (ii) Is mentally disordered (within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or any replacement legislation; or
 - (iii) Is a bankrupt who has not yet obtained an order of discharge or whose order of discharge is suspended for a term not yet expired, or subject to conditions not yet fulfilled; or
 - (iv) Has been convicted of an offence punishable by imprisonment;
 - (v) Is precluded at law from holding the office of director of a company within the meaning of the Companies Act 1993.

or if the appointment would result in more than one teaching staff member of the Association being a councillor immediately following the appointment.

- 10.3 Subject to clause 10.8 all councillors of the Association must be appointed by an Ordinary Resolution of the members.

Rotation

Compulsory Retirements

- 10.4 (a) At the annual meeting in every year at least one third of the number of councillors for the time being (or if one third of such councillors is not a whole number then the nearest whole number) shall retire from office. A retiring councillor shall continue to hold office until he or she is re-elected or, if he or she is not re-elected, until the members at any meeting at which he or she retires, (or any adjournment) thereof, elect someone in his or her place or, if the meeting does not do so, until the end of that meeting or any adjournment thereof. A retiring councillor shall be eligible for re-election unless disqualified pursuant to Regulation 10.6.

Order of Retirement

- (b) The councillors to retire at an annual meeting pursuant to Regulation 10.4(a) shall be selected as follows:
- (i) first, any councillor who wishes to retire and does not offer himself or herself for re-election; and
 - (ii) secondly, those of the other councillors who have been longest in office since their last election and whose retirement is necessary to satisfy Regulation 10.4(a). As between individuals who became councillors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

Removal

- 10.5 A councillor of the Association may be removed from office by an Ordinary Resolution of the members passed at a meeting called for the purpose of or for purposes that include the removal of the councillor.

Vacating of Office

- 10.6 The office of councillor of the Association is vacated if the person holding that office:

- (a) Resigns by signing a written notice of resignation and delivering it to the Association, such notice to be effective when it is received at that address or at a later time specified in the notice; or
- (b) Is removed from office in accordance with Regulation 10.5; or
- (c) Becomes disqualified from being a councillor pursuant to Regulation 10.2(c); or
- (d) Dies; or
- (f) Absents himself or herself from attendance at meetings of the Council continuously for the space of three months without special leave of absence from the Council; or
- (g) Retires from office under Regulation 10.4(a) and is not re-elected.

Appointment of Councillors by Council

Casual Vacancies

- 10.7 Where a councillor ceases to hold office by virtue of the vacating of office pursuant to Regulation 10.6 the continuing councillors shall have power at any time thereafter to appoint any other qualified person to hold office as a councillor in such councillor's stead until the annual meeting next following such councillor's vacating of office. That councillor shall be eligible for re-election at the meeting but shall not be taken into account in determining the number of councillors to retire by rotation at the meeting.

Contracts/Interests

- 10.8 A councillor shall be entitled to hold office or place of profit in the Association, and act as a professional adviser for profit, and may contract with the Association provided that the councillor first discloses his or her interest and shall not vote in regard to the appointment to any office or in respect of any contract in which he or she is interested.

Payments

- 10.9 (a) The President shall be paid out of the funds of the Association an honorarium in each financial year of an amount which must be approved annually by the members in General Meeting for the current financial year.
- (b) The honorarium shall be paid quarterly in arrears for each full quarter's service by the President.

- (c) The honorarium approved by members must not exceed the amount recommended by the Council.

10.10 Every Councillor shall be entitled to receive out of the funds of the Association:

- (a) reasonable travelling, hotel and other expenses in connection with attendance at meetings and any business undertaken by a Councillor in relation to the business of the Association; and
- (b) such special remuneration as may be awarded by the Council for work undertaken by a Councillor additional to that usually required of Councillors;

provided that in each case the expenses or special remuneration is approved in advance by the Council.

11.0 Auditor

11.1 The Association must, at each annual meeting, appoint an auditor to:

- (a) Hold office from the conclusion of the meeting until the conclusion of the next annual meeting; and
- (b) Audit the financial statements of the Association for the accounting period next after the meeting.

11.2 The Council may fill any casual vacancy in the office of auditor, but while the vacancy remains, the surviving or continuing auditor, if any, may continue to act as auditor.

12.0 Alteration of Constitution

12.1 This Constitution may be altered at any time by Special Resolution. No alteration shall detract from the charitable nature of the objects of the Association.

13.0 Accounts

13.1 The Council must ensure that, within 5 months after the balance date of the Association, financial statements that comply with the Financial Reporting Act 1993 are:

- (a) Completed in relation to the Association and that balance date; and
- (b) Dated and signed on behalf of the councillors by 2 councillors of the Association, or, if the Association has only one councillor, by that councillor.

14.0 Annual Report

14.1 The Council must, within 5 months after the balance date of the Association, prepare an annual report on the affairs of the Association during the accounting period ending on that date.

14.2 The Council must cause a copy of the annual report to be sent to every member of the Association with the notice convening the annual meeting.

14.3 Every annual report for the Association must be in writing and be dated.

15.0 Contracting/Common Seal

15.1 A contract or other enforceable obligation which, if entered into by a natural person, would by law be required to be by deed, may be entered into on behalf of the Association in writing pursuant to a resolution of the Council, signed under common seal in the presence of the President, and two councillors.

- 15.2 A contract or other enforceable obligation which, if entered into by a natural person, is by law, required to be in writing, may be entered into on behalf of the Association, in writing, by a person acting under the Association's express or implied authority.
- 15.3 A contract or other enforceable obligation which, if entered into by a natural person, is not by law, required to be in writing, may be entered into on behalf of the Association, in writing or orally, by a person acting under the Association's express or implied authority.
- 15.4 The common seal shall be kept in the custody of the General Manager or the Treasurer.

SCHEDULE 1
(Words & Phrases Defined)

"**Association**" means the Auckland Kindergarten Association.

"**Areas**" means the group of Constituent Kindergartens and Establishment Committees designated as such by the Council from time to time.

"**By-Laws**" means the by-laws, regulations and standing orders framed by and adopted by the Council from time to time pursuant to the authority to do so set out in Regulation 7.2(b) of this constitution. For the purposes of certainty, the by-laws set out in Schedule 2 are deemed to have been adopted by the Council.

"**Constituent Kindergarten**" is or means a kindergarten controlled by and making up part of the Association and recognised by the Minister of Education.

"**the Council**" means the councillors of the Association for the time being appointed in accordance with this constitution who number not less than the required quorum, acting together as a body.

"**Establishment Committee**" is a management committee elected or appointed pursuant to the objectives of the Association as being the committee working towards the establishment of a Constituent Kindergarten on behalf of the Association.

"**Family**" includes with respect to any person any other person connected with the first mentioned person, as a spouse (including de facto spouse or similar partner), by blood relationship, adoption, guardianship and through all degrees of relationship and by any number of connections and including any person commonly within the definition of family as used by any cultural group.

"**Financial Member**" is a person whose application for membership has been accepted by the Council in accordance with the Bylaws in force for the time being, and whose membership levies are fully paid in each financial year.

"**General Manager**" means the person appointed to that position by the Council pursuant to Regulation 7.7 of this Constitution, and who occupies that position for the time being.

"**Life Member**" means a person on whom the status of "Life Member" has been conferred in accordance with the Bylaws of the Association for the time being, and includes any person on whom that status has been conferred prior to the date of the adoption of this Constitution.

"**Member**" has the meaning set out in Regulation 6.1 of this Constitution.

"Ordinary Resolution" means a resolution that is approved by a simple majority of the votes of those members entitled to vote and voting on the question.

"the President" is the person elected to that office by the councillors pursuant to Regulation 10.1 of this constitution, and holding that position from time to time.

"Special Resolution" means a resolution approved by a majority of 75 percent of the votes of those members entitled to vote and voting on the question.

"the Treasurer" is the person elected to that office by the councillors pursuant to Regulation 7.8 of this constitution, and holding that office from time to time.

"the Vice President" is the person elected to that office by the councillors pursuant to Regulation 10.1 of this constitution, and holding that office from time to time.

"Working day" means a day on which registered banks are open for business in Auckland.

Schedule 2

By-Laws
of
The Auckland Kindergarten Association

Introduction and Interpretation

- (i) These By-Laws govern the day to day operation of the Association.**
 - (ii) The By-Laws must be read subject to the Constitution of the Association.**
 - (iii) The By-Laws may be repealed, amended or substituted with new By-Laws from time to time by the resolution of the Council of the Association.**
 - (iv) Words or phrases used in these By-Laws which are defined in the Constitution of the Association shall have the same meaning as in the Constitution.**
 - (v) These By-Laws regulate the following matters:**
 - 1. Control and operation of Constituent Kindergartens and Establishment Committees;**
 - 2. Appointment of Life Members;**
 - 3. Appointment of Financial Members;**
 - 4. Areas (Groups of Constituent Kindergartens and Establishment Committees).**
 - 5. Procedures at Meetings of Members**
-

- 1.7 If a Constituent Kindergarten or an Establishment Committee shall fail to hold an annual meeting, or, if having held the meeting, fail to appoint a management committee for the ensuing year, the Council of the Association shall be entitled to appoint a management committee or manager of its choosing. Any vacancy which occurs during the year in a management committee may be filled by the Committee for the unexpired portion of the year.
- 1.8 The management committee of a Constituent Kindergarten or an Establishment Committee must provide to the General Manager of the Association, such reports and information on the affairs and financial position of the Constituent Kindergarten or Establishment Committee, as the General Manager of the Association may require from time to time.
- 1.9 If at any time the Council considers that a Constituent Kindergarten or an Establishment Committee has failed to comply with the policies of the Association, or its financial position is unsound, it may remove the relevant committee member or committee as appropriate, and replace it with:
- a Commissioner for such term and with such responsibilities as the Council considers appropriate; or
 - a management committee or committee member as appropriate of its choice; or
 - if it chooses neither of these options, it may instead require a new committee member or management committee as appropriate to be elected.
- 1.10 Neither a Constituent Kindergarten nor an Establishment Committee shall be entitled to:
- incur credit or any liability in the name of the Association;
 - enter into any contract for a term exceeding 12 month's duration;
 - enter into a contract over \$500.00 (whether in one payment or staged payments);

without the prior written authority of the General Manager on each occasion.

2. By-Law 2 - Appointment of Life Members

- 2.1 Any person who is considered by the Association to have made a substantial contribution to the objectives of the Association may be conferred with the title and status of a Life Member.
- 2.2 A person may only be made a Life Member with the approval of the members of the Association at a meeting of members, the notice of which includes the proposal to appoint that person a Life Member.
- 2.3 Any member may propose a person as a Life Member. No such proposal shall proceed to a meeting of members unless it has first received the approval of Council.
- 2.4 The name of every Life Member shall be entered in the Register of Members in a section devoted to Life Members.

3. By-Law 3 - Financial Members

- 3.1 Any person who wishes to apply for membership of the Association shall make application on the form provided by the Association for that purpose.
- 3.2 Every application for membership shall be accompanied by payment in full of the membership levy applying at the time of application.
- 3.3 Each application for membership shall be considered at the meeting of the Council of the Association next following the application being submitted to the Association.
- 3.4 The Council has no obligation to accept an application for membership.
- 3.5 The name of every person accepted for membership shall be entered in the Register of Members, and his or her name removed if any levy is not paid within the time laid down by Council from time to time for that purpose, or if his or her status as a member is withdrawn pursuant to clause 3.6 below.
- 3.6 A Financial Member's status as a member may be withdrawn by Council if Council considers that the member has acted or is acting in a manner which is prejudicial to the Association or has brought or is likely to bring the Association into disrepute. If a Financial Member's status as a member is withdrawn, the Council need not refund any current membership levy or portion thereof.

4. By-Law 4 - Regulation of Areas

- 4.1 An Area shall meet at such times as designated by the Council for that purpose on not less than 14 days prior notice given to each Constituent Kindergarten or Establishment Committee making up the relevant Area.

4.2 The Chair at the meeting of an Area shall be the person designated by the Council as the Chair for the meeting in the notice convening the meeting.

4.3 The persons entitled to attend the meeting of an Area shall be:

- the General Manager of the Association
- any member of the Council of the Association
- up to two members of the management committee of each Constituent Kindergarten and Establishment Committee comprising the Area.

4.4 The quorum for any such meeting shall be persons present representing five (5) Constituent Kindergartens or Establishment Committees.

4.5 Each Constituent Kindergarten or Establishment Committee, shall be entitled to one vote at a meeting of the Area to which it belongs. Each Constituent Kindergarten or Establishment Committee, if represented at a meeting by more than one person, shall at the commencement of the meeting identify which of its representatives is entitled to vote on behalf of the Constituent Kindergarten or Establishment Committee which he or she is representing.

4.6 Each Area is subject to the overall control and authority of the Association, and must ensure that the policies, procedures and directions of the Association are complied with.

4.7 All funds donated to or collected by an Area shall be banked on behalf of the Association in the name of the "Auckland Kindergarten Association [] Area", and be under the supervision and shall be accounted for to the Treasurer and Auditor of the Association from time to time.

4.8 Subject to the limitations in clauses 4.6 and 4.7 of these By-Laws, each Area shall control the funds donated to or collected by the Area.

4.9 An area shall not be entitled to incur credit or any liability in the name of the Association, without the prior written authority of the Council on each occasion.

5.0 By-Law 5 – Procedures at Meetings of Members

5.1 The following Standing Orders shall be used at all meetings of members of members of the Association:

- a. The person who takes the chair pursuant to clause 8.3 of the Constitution of the Association is referred to as the Chairperson in this Bylaw.
- b. The Chairperson shall be heard without interruption.
- c. At any time during the meeting any member may, at the request of the

Chairperson or any Acting Chairperson for the time being in the Chair, take the Chair temporarily as Acting Chairperson.

- d. Members desiring to speak address themselves to the Chair.
- e. When two or more members desire to speak, the Chairperson shall call upon the member who in the Chairperson's opinion first indicated the desire to speak.
- f. The Chairperson shall impose the following time restrictions on each speaker; the mover of a recommendation shall speak for no more than five minutes; the seconder of a recommendation shall speak for no more than three minutes; any other person shall speak for no more than two minutes. These time restrictions may be varied at the discretion of the Chairperson.