

# **CONSTITUTION OF THE FLEXIBLE LEARNING ASSOCIATION OF NEW ZEALAND INCORPORATED**

## **THE ASSOCIATION**

### **1. NAME**

The name of the Association shall be "The Flexible Learning Association of New Zealand Incorporated" hereinafter referred to as "the Association".

### **2. OBJECTIVE**

The objective of the Association shall be to foster high standards in the practice of open, flexible and distance learning in New Zealand.

### **3. PURPOSES OF THE ASSOCIATION**

3.1 In pursuit of the Association's objective, the purposes of the Association are to:

- i. Ensure that the spirit of partnership embodied in Te Tiriti o Waitangi is upheld and that the articles of Te Tiriti are honoured by the Association.
- ii. Undertake any activities which from time to time are seen by the Association to be in the interests of open, flexible and distance learning in New Zealand.
- iii. Advise and make representations on any matters relevant to open, flexible and distance learning in New Zealand.
- iv. Establish liaison with the international open, flexible and distance learning community.
- v. Promote discussion about research and development in open, flexible and distance learning, disseminate the results of relevant research and identify areas in which research and development are particularly needed.
- vi. Organise regular conferences for the discussion of open, flexible and distance learning.
- vii. Organise special interest seminars and workshops on open, flexible and distance learning.
- viii. Publish a newsletter at regular intervals and such other publications as the Association shall determine from time to time.
- ix. Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Association.

## **MANAGEMENT OF THE ASSOCIATION**

### **4. EXECUTIVE COMMITTEE**

4.1 The Association shall have an Executive Committee (“the Committee”), comprising the following persons:

- i. The President;
- ii. The Vice President;
- iii. The Secretary;
- iv. The Treasurer; and
- v. Such other Members as the Association shall decide.

4.2 Only Members of the Association may be Committee Members.

### **5. OFFICERS OF THE ASSOCIATION**

5.1 The Officers of the Association's Executive Committee will be the President, Vice-President, Secretary and Treasurer.

5.2 The Officers shall be elected at each Annual General Meeting.

5.3 The Officers shall hold office in an honorary capacity.

5.4 The office of Treasurer shall not be held by either the President or Secretary.

5.5 Retiring Officers may be eligible for re-election up to a maximum of (4) four consecutive years in any position on the Executive Committee and, if desirable, eligibility for re-election may be extended as the Association sees fit.

5.6 No paid employees of the Association or its sub-committees shall be eligible to hold a position on the Executive Committee or the Association's sub-committees.

5.7 No honoraria shall be granted to any officer of the Association.

5.8 The President or a nominee approved by the Executive will represent the Association on any committees or advisory councils as from time to time the Association may direct.

### **6. ELECTION**

6.1 The nomination of Officers and other members of the Executive Committee of the Association shall take place in the following manner:

- i. Any two members of the Association shall nominate any other member who agrees to be nominated to serve as an Officer or other member of the

Executive Committee;

- ii. The nomination, which must be in writing and signed by the member and the proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting is to take place;
- iii. Should at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting;
- iv. The election will be conducted by secret ballot and scrutineers appointed if necessary.

## **7. VACANCIES.**

- 7.1. If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.2. Any office bearer may resign from office by giving notice in writing to the secretary, and such resignation shall only take effect at the time such notice is received by the secretary unless some later date is specified.
- 7.3. The position of any office bearer absent from three consecutive general meetings without leave of absence or apology shall automatically become vacant.
- 7.4. Officers may be removed from office at a Special General Meeting called for that purpose. At any such meeting the Officer shall be given the opportunity to present a case fully, whether orally or in writing. Voting on this issue shall be by secret ballot and by simple majority.
- 7.5. The Association shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the Executive Committee until the next Annual General Meeting.
- 7.6. The continuing members of the Executive Committee may act until such time as a vacancy is filled notwithstanding any casual vacancy in the Executive Committee.

## **8. FUNCTIONS OF THE EXECUTIVE COMMITTEE**

- 8.1. Except as provided by these rules and subject to resolutions of the members of the Association carried at any General Meeting, the Executive Committee is to:
  - i. Administer, manage, and control the Association;
  - ii. Carry out the purposes of the Association, and Use Money or Other Assets to do that;

- iii. Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- iv. Set accounting policies in line with generally accepted accounting practice;
- v. Delegate responsibility and co-opt members where necessary;
- vi. Ensure that all Members follow the Rules;
- vii. Decide how a person becomes a Member, and how a person stops being a Member;
- viii. Decide the times and dates for Meetings, and set the agenda for Meetings;
- ix. Decide the procedures for dealing with complaints;
- x. Set Membership fees, including subscriptions and levies;
- xi. Make regulations.

8.2 The Committee has all of the powers of the Association, unless the Committee's power is limited by these Rules, or by a majority decision of the Association.

8.3 Decisions of the Committee bind the Association, unless the Committee's power is limited by these Rules or by a majority decision of the Association.

## **9. MEETING OF THE EXECUTIVE COMMITTEE**

9.1 Committee meetings may be held online, or other formats as the Committee may decide.

9.2 The Executive Committee should meet at least once every calendar month or as from time to time determined by the Association during the year to exercise its functions.

9.3 A special meeting of the Executive Committee shall be convened by the Secretary on the requisition in writing and approved by not less than one third of the members of the Executive Committee. The notice shall clearly state the reasons why such special meeting is being convened and the nature of business to be transacted thereat.

9.4 At every meeting of the Executive Committee a simple majority of members elected and/or appointed to the Executive Committee shall constitute a quorum.

9.5 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President, or the person presiding, shall have a casting vote, that is, a second vote.

9.6 A member of the Executive Committee shall not vote in respect of any contract or proposed contract with the Association in which that person is interested, or any matter arising thereat, and if the person does vote, the vote shall not be counted.

- 9.7. Not less than three clear days' notice shall be given by the Secretary to all members of the Executive Committee of any special meetings of the Executive Committee. Such notice shall clearly state the nature of business to be conducted.
- 9.8. The President shall preside as Chairperson at every meeting of the Executive Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may vote one of their number to be Chairperson of the meeting.
- 9.9. If within half an hour from the time appointed for the commencement of an Executive Committee meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Executive Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to any such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

## **10. SUB-COMMITTEES**

- 10.1. The Association may delegate any of its powers to a sub-committee for special purposes consistent with the objectives of the Association.
- 10.2. Sub-committees shall perform such duties allotted to them under the general supervision and control of the Association. The Association will determine the rules under which the sub-committee operates. The Association shall, where appropriate, appoint a chairperson, secretary and if funds are to be raised or expended, a treasurer, and the sub-committee shall meet at such times as it may decide.

## **ASSOCIATION MEMBERSHIP**

### **11. CLASSES OF MEMBERSHIP**

- 11.1 The membership of the Association shall consist of any of the following classes of members:
  - i. Ordinary Members
  - ii. Life Members
  - iii. Institutional Members

iv. Student Members

11.2. Except in the case of Life Members, membership of the Association is annual and shall be renewable each year.

## **12. ELIGIBILITY FOR MEMBERSHIP**

Any person expressing an interest in or an involvement with open, flexible and distance learning and who is over the age of 18 years shall be eligible for membership.

## **13. ADMISSION OF MEMBERS**

13.1. All applications for registered membership of the Association shall be by completing an application form such as the Association from time to time prescribes.

13.2. The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

## **14. REGISTER OF MEMBERS**

14.1 The Secretary shall keep a Register of Members.

It shall contain:

- the member's name and address;
- the date on which the person becomes a member;
- current financial membership status;
- occupation; (optional) and
- interests, talents/skills that may be valuable to the Association. (optional)

14.2. The Secretary shall make the Register available at any meeting of the Association for the purpose of confirmation of membership and recording of new members.

14.3. If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

## **15. MEMBERSHIP FEES**

- 15.1. The membership fees shall be as the Association will from time to time determine at any general meeting.
- 15.2. The membership fees for registered membership shall be payable at such a time as the Association sees fit.

## **16. CESSATION OF MEMBERSHIP**

- 16.1 Any Member may resign by giving written notice to the Secretary.
- 16.2 Membership may be terminated in the following way:
  - i. If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
    - a) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association;
    - b) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership;
    - c) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership;
    - d) State that if the Committee terminates the Member's Membership, the Member may appeal to the Association.
  - ii. Fourteen days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Association at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
  - iii. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at an Association Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Association Members have had sufficient time to consider the

Member's Explanation, the Member may defer his or her right to be heard until the following Association Meeting.

- iv. When the Member is heard at an Association Meeting, the Association may question the Member and the Committee Members.
- v. The Association shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Association's decision will be final.

## **CONDUCT OF MEETINGS**

### **17. ASSOCIATION MEETINGS**

- 17.1 An Association Meeting is either an Annual General Meeting or a Special General Meeting.
- 17.2 Association Meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 17.3 The Annual General Meeting shall be held once every year no later than five months after the Association's balance date. The Committee shall determine when and where the Association shall meet within those dates.
- 17.4 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 17.5 The Secretary shall:
  - i. Give all Members at least 14 days Written Notice of the business to be conducted at any Association Meeting
  - ii. Additionally, the Secretary will provide:
    - a) A copy of the Chair/President's Report on the Association's operations and of the Annual Financial Statements as approved by the Committee;
    - b) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
    - c) Notice of any motions and the Committee's recommendations about those motions;
    - d) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.



- 17.6 All Members may attend and vote at Association Meetings.
- 17.7 No Association Meeting may be held unless at least 15 (fifteen) eligible Members attend at an Annual General Meeting or seven at a Special General Meeting. (This will constitute a **quorum**.)
- 17.8 All Association Meetings shall be Chaired by the President. If the President is absent, the Association shall elect another Committee Member to Chair that meeting. Any person Chairing an Association Meeting has a casting vote.
- 17.9 On any given motion at an Association Meeting, the Chair/President shall in good faith determine whether to vote by:
- i. Voices;
  - ii. Show of hands; or
  - iii. Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

- 17.10 The business of an Annual General Meeting shall be:
- i. Receiving any minutes of the previous Association's Meeting(s);
  - ii. The Chair/President's report on the business of the Association;
  - iii. The Treasurer's report on the finances of the Association, and the Annual Financial Statements;
  - iv. Election of Committee Members;
  - v. Motions to be considered;
  - vi. General business.
- 17.11 The Chair/President or his nominee shall adjourn the meeting if necessary.
- 17.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Association Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **18. MOTIONS AT ASSOCIATION MEETINGS**

- 18.1 Any Member may request that a motion be voted on ("Member's Motion") at a

particular Association Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least 10 % of eligible Members:

- i. It must be voted on at the Association Meeting chosen by the Member; and
- ii. The Secretary must give the Member's Information to all Members at least 14 days before the Association Meeting chosen by the Member; or
- iii. If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting.

18.2 The Committee may also decide to put forward motions for the Association to vote on ("Committee Motions") which shall be suitably notified.

## **MONEY AND OTHER ASSETS OF THE ASSOCIATION**

### **19. USE OF MONEY AND OTHER ASSETS**

19.1 The Association may only Use Money and Other Assets if:

- i. It is for a purpose of the Association;
- ii. It is not for the sole personal or individual benefit of any Member; and
- iii. That Use has been approved by either the Committee or by majority vote of the Association.

### **20. JOINING FEES, SUBSCRIPTIONS AND LEVIES**

20.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Association, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Association) have no Membership rights and shall not be entitled to participate in any Association activity.

### **21. ADDITIONAL POWERS**

21.1 The Association may:

- i. Employ people for the purposes of the Association;

- ii. Exercise any power a trustee might exercise;
- iii. Invest in any investment that a trustee might invest in;
- iv. Borrow money and provide security for that if authorised by Majority vote at any Association Meeting.

## **22. FINANCIAL YEAR**

- 22.1 The financial year of the Association begins on the first day of April of every year and ends on the last day of March of the next year.

## **23. ASSURANCE ON THE FINANCIAL STATEMENTS**

- 23.1 An auditor shall be appointed at each Annual General Meeting to conduct a full audit in any Conference year and a review of the accounts in any non-conference year. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Association's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Association. If the Association appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement. The Committee is responsible to provide the auditor with:

- i. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- ii. Additional information that the auditor may request from the Committee for the purpose of the audit; and
- iii. Reasonable access to persons within the Association from whom the auditor determines it necessary to obtain evidence.

## **COMMON SEAL**

### **24. COMMON SEAL**

- 24.1 The Committee shall provide a common seal for the Association and may from time to time replace it with a new one.
- 24.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

## **ALTERING THE RULES**

### **25. ALTERING THE RULES**

- 25.1 The Association may alter or replace these Rules at a Association Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 25.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10% of eligible Members and given in writing to the Secretary at least 28 days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 25.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **WINDING UP**

### **26. WINDING UP**

- 26.1 If the Association is wound up:
- i. The Association's debts, costs and liabilities shall be paid;
  - ii. Surplus Money and Other Assets of the Association may be disposed of:
    - a) By resolution; or
    - b) According to the provisions in the Incorporated Societies Act 1908; but
  - iii. No distribution may be made to any Member;
  - iv. The surplus Money and Other Assets shall be distributed to any other incorporated association having aims and objectives broadly similar to those of the Association

## **DEFINITIONS**

### **27. DEFINITIONS AND OTHER MISCELLANEOUS MATTERS**

27.1 In these Rules:

- i. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- ii. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Association.
- iii. "Association Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- iv. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- v. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- vi. It is assumed that:
  - a. Where a masculine is used, the feminine is included;
  - b. Where the singular is used, plural forms of the noun are also inferred;
  - c. Headings are a matter of reference and not a part of the rules.
- vii. Matters not covered in these rules shall be decided upon by the Committee.