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**REGGIO EMILIA PROVOCATIONS INCORPORATED**  
**CONSTITUTION**

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**REGGIO EMILIA PROVOCATIONS INCORPORATED**  
**CONSTITUTION**

**1 Name**

1.1 The Society shall be named Reggio Emilia Provocations Incorporated (“REP”).

**2 Registered Office**

2.1 The registered office of the Society shall be at:

- i 15 Dilworth Avenue, Remuera, Auckland; or
- ii Such other place as the Committee shall from time to time determine.

2.2 The Registrar of Incorporated Societies shall be notified of any change of location of the registered office.

**3 Objectives**

3.1 To facilitate the dissemination and exchange of information about the Philosophy, theory and practice of educationalists in Reggio Emilia, Italy, within Aotearoa/New Zealand.

3.2 To advance early childhood education by supporting educators throughout New Zealand to develop their knowledge by such means as is appropriate, including but not limited to organising seminars to provide opportunities to share information and be involved in ongoing dialogue and debate.

3.3 To ensure that the educational philosophy of Reggio Emilia is developed in a way that is complimentary to the cultural context of Aotearoa/New Zealand.

3.4 To ensure the principles of Te Tiriti o Waitangi are honoured and that the Society's relationship with the Tangata Whenua is strengthened through partnership and participation.

**4 Membership**

4.1 Any person may become a member of the Society upon:

- i Receipt of registration for any professional learning provided by REP.
- ii Payment of the subscription which shall be deemed to be included in the registration fee.

4.2 Membership shall cease:

- i upon the death of the member;
- ii termination in accordance with rule 4.3; or
- iii resignation;

4.3 Any member who acts in a manner deemed by the Executive Committee to be contrary or prejudicial to the interests of the Society, may be suspended from membership or have his or her membership terminated in accordance with the requirements of rules 4.4 and 4.5

- 4.4 Where the Executive Committee deems any member to have acted in such a manner, notice shall be given to the member setting out:
- i The nature of the Executive Committee's concerns;
  - ii The date, time and location of a meeting (not to be less than 14 days after the date of notice) to be convened by the Executive Committee in order to allow the member to respond to the Executive Committee's concerns.
- 4.5 The member shall be expelled from the Society if seventy five (75) percent of the Executive Committee in attendance vote in favour of the member's expulsion, after hearing and considering the members response, or lack of response.

## **5 Subscriptions**

- 5.1 The annual subscription shall be set at the Annual General Meeting or at a Special General Meeting on the recommendation of the Executive Committee.

## **6 Financial Year**

- 6.1 The financial year of the Society shall commence on 1 January and cease on 31 December of that same year.

## **7 Executive Committee**

- 7.1 The Executive Committee shall consist of the following positions:
- i Chairperson;
  - ii Secretary;
  - iii Treasurer; and
  - iv at least three (3) and not more than ten (10) general members.
- 7.2 Only members of the Society can be elected to the Executive Committee
- 7.3 Any elected member of the Executive Committee who is absent from three (3) consecutive meetings without leave of absence shall be deemed to have resigned and that member's position on the Executive Committee may be filled in accordance with clause 10.1. Leave of absence shall be deemed to have been granted if an apology has been tendered and accepted for any meeting.
- 7.4 Any member of the Executive Committee who wishes to resign during his or her term of office may do so by forwarding a letter of resignation to the Secretary. The resignation shall be effective from the date stated in the resignation letter or sooner if the Executive Committee so determines.
- 7.5 All persons shall be deemed to hold office, (except in the case of death, resignation or termination from the Society) until the conclusion of the Annual General Meeting following their election. All Executive Committee members shall be eligible for re-election.
- 7.6 The Executive Committee shall have the power to co-opt additional persons with specific skills to assist in the achievement of the objectives of the Society. Any persons so co-opted shall have no voting rights. The Executive Committee may remove any person co-opted in accordance with this clause at any time.

- 7.7 The New Zealand Member Representative of Reggio Children will be an Ex Officio member of the committee with speaking and voting rights. For the sake of clarity, the Ex Officio position is a position on the Executive Committee in addition to those referred to in 7.1 above.
- 7.8 The governance of the affairs of the Society shall be vested in the Executive Committee and the Executive Committee shall be authorised to take such steps it deems necessary to meet the objectives of the Society.
- 7.9 The Executive Committee may form Sub-Committees to deal with matters delegated by the Executive Committee from time to time. A Sub-Committee must report to the Executive Committee for approval before any business is conducted on behalf of the Society by the Sub-Committee.
- 7.10 The Executive Committee shall meet at least five (5) times per annum to conduct the affairs of the Society.

## **8 Conflict of Interest**

- 8.1 Where, a member of the Committee has or suspects that he or she has a conflict of interest in any matter being considered by the Executive Committee that member must declare that potential conflict of interest to the Executive Committee as soon as possible.
- 8.2 If the Executive Committee decides that a conflict of interest exists, that member will have no right to vote on any motion in relation to that matter but may stay in the meeting and take part in any discussion on the matter, unless the Executive Committee requests the member to leave the meeting.

## **9 Vacancies on the Executive Committee**

- 9.1 Where the office of Chairperson, Treasurer or Secretary becomes vacant or the number of general members on the Executive Committee falls below 3, the Executive Committee may appoint a member or members to fill that vacancy or those vacancies as they may arise. The appointed member(s) will hold office until the next Annual General Meeting.

## **10 Nominations**

- 10.1 The Executive Committee shall give preliminary notice of an Annual General Meeting at least one calendar month prior to the Annual General Meeting. Such notice will also call for nominations for candidates to be elected to the Executive Committee.
- 10.2 Nominations called for in accordance with rule 10.1 shall be made in writing on the prescribed form. Nominations are required to have a proposer and seconder, both of whom must be members of the Society.
- 10.3 The nominations should include biographical notes about the person being nominated, for distribution to all members with the notice of meeting.
- 10.4 Nominations must be received at the Registered Office of the Society at least twenty one (21) days prior to the Annual General Meeting.

## **11 Notice of Motion for Annual General Meeting**

- 11.1 Any notice of motion which includes changes to the constitution must be received at the Registered Office of the Society at least twenty one (21) days prior to the Annual General Meeting or Special General Meeting at which the motion is to be considered.

11.2 All notices of motion are required to have a proposer and seconder, of whom both must be members of the Society.

## **12 Annual General Meeting**

12.1 An Annual General Meeting shall be held as soon as possible after the end of each financial year (31 December) but not later than 30 April in each year, at a time and place to be fixed by the Executive Committee.

12.2 At least fourteen (14) days notice of the Annual General Meeting and the general nature of the business to be brought before the Annual General Meeting shall be given to all members, and accompanied with the prescribed proxy form. The notice will include any notices of motion and nominations for elected positions.

12.3 The business of an Annual General Meeting shall consist of:-

- i the presentation and consideration of the Annual Report of the Executive Committee;
- ii the presentation and consideration of the audited annual accounts of the Society;
- iii business arising out of the above reports and any other general business raised by any member of the meeting;
- iv notices of Motion that have been circulated to all members prior to the Annual General Meeting;
- v election of a Chairperson, Secretary and Treasurer;
- vi election of at least 5 and not more than 10 general members to act jointly with the Chairperson, Secretary, Treasurer, and the New Zealand member representative Reggio Children as the Executive Committee;
- vii election of an Auditor;
- viii any other general business relevant to the affairs of the Society.
- ix Setting of the Annual Subscription Fee.

## **13 Special General Meeting.**

13.1 The Society shall upon receipt of a written request from at least 10 members, call a Special General Meeting of the Society for the purpose of dealing with the matter or matters specified in the written request for such a meeting.

13.2 The Executive Committee may also call a Special General Meeting of the Society to be held at such time and for such purpose(s) as is deemed necessary by the Executive Committee.

13.3 A Special General Meeting shall be held not less than twenty one days (21) or more than one calendar month after the receipt of the written request referred to in clause 12.1.

13.4 The notice for a Special General Meeting must include the specific nature of the business to be raised and accompanied by the prescribed proxy form. The notice and proxy form should be forwarded to members at least fourteen (14) days prior to the meeting.

13.5 No further business may be discussed.

## **14 Voting.**

- 14.1 The Society's members are entitled to attend all Annual General Meetings and Special General Meetings of the Society.
- 14.2 Where a member is an Early Childhood Education and Care Centre, that Centre shall nominate in writing a representative to attend the Annual General Meeting or Special General Meeting to vote and speak on its behalf. Such nomination must be received at the Registered Office of the Society at least three (3) days before the Annual General meeting or Special General Meeting.
- 14.3 Each member is entitled to speak on any matter coming before such meeting, in the order and manner at the discretion of the Chairperson.
- 14.4 Each member is entitled to one vote.
- 14.5 Voting on matters other than the election of Elected Members shall be determined by voice, a show of hands or by ballot. A ballot shall be taken at the discretion of the chairperson or at the request of three (3) or more members.
- 14.6 A member, who is situated outside the Greater Auckland Area, and who is unable to attend the Annual General Meeting or Special General Meeting may exercise the right to vote by proxy.
- 14.7 A proxy must be appointed by notice in writing signed by the member and the notice must be on the proxy form prescribed as sent out with the notice of meeting.
- 14.8 No proxy is effective in relation to a meeting unless a copy of the notice of appointment is received at the Registered Office of the Society 3 days prior to the date of meeting.
- 14.9 The Chairperson is entitled on every motion to one vote and in the case of an equality of votes the Chairperson shall have a casting vote as well as a deliberative vote.
- 14.10 Unless otherwise required in this Constitution a matter being voted on shall be approved by a simple majority of those entitled to vote and voting on the matter.
- 14.11 A ballot shall be used for the election of each Elected Member.
- 14.12 Prior to any ballot being taken at least two (2) independent scrutineers shall be appointed by the members present.
- 14.13 The person polling the highest votes will be elected to that position.
- 14.14 All voting papers are to be destroyed. All voting papers are to be destroyed following verification from Scrutineers.

## **15 Quorum**

- 15.1 The quorum for all Annual General Meetings and Special General Meetings shall be ten (10) members or proxies.
- 15.2 The quorum for all Executive Committee meetings shall be five (5) members of the Executive Committee who are entitled to vote.
- 15.3 Where the Executive Committee falls below five (5) members, the quorum for Executive Committee meetings shall be all existing members of the Executive Committee.

## **16 Finances**

- 16.1 All funds of the Society shall be held in the name of the Society and shall only be lodged in bank accounts or investments authorised by the Executive Committee.
- 16.2 All expenditure of Society funds must be authorised by the Executive Committee. The Executive Committee shall only authorise expenditure for purposes which it deems to be in accordance with the objects of the Society.
- 16.3 The authorised signatories of the Society shall be the Treasurer and two other Executive Committee members to be appointed by the Executive Committee.
- 16.4 The Treasurer together with one other authorised signatory shall be authorised to execute all documents relating to expenditure relating to the day to day running of the Society provided that such expenditure is not higher than \$1000.00.
- 16.5 Any capital expenditure or expenditure in excess of \$ 1000.00 must be authorised by the Executive Committee at a meeting of the Executive Committee.
- 16.6 The Society's accounts shall be audited annually by the auditor appointed at the Annual General Meeting.

## **17 Investments**

- 17.1 The Executive Committee at its discretion may invest funds of the Society provided that such investment is made in accordance with and in furtherance of the objectives of the Society.

## **18 Borrowing Powers**

- 18.1 The Society may at the discretion of the Executive Committee raise or borrow money upon any mortgage or debenture or other security having any of the real or personal property of the Society or any part or parts thereof and the Society may borrow any money either by way of overdraft or otherwise without security upon such terms as the Executive Committee may from time to time decide.

## **19 Pecuniary Gain**

- 19.1 No member or person associated with a member shall derive any income benefit or advantage from the Society where they can materially influence the payment of the income benefit or advantage except where that income benefit or advantage is derived from:-
- i professional services to the Society rendered in the course of business, charged at no greater rate than current market rates;
  - ii interest on money lent at no greater rate than current market rates; or
  - iii reimbursement of authorised expenses incurred on behalf of the Society.

## **20 Minutes**

- 20.1 The Executive Committee shall take and minutes of all Annual General Meetings, Special General Meetings and Executive Committee meetings. The minutes shall record the names of those present and all resolutions and proceedings of each meeting.



20.2 A copy of the minutes of each Annual General Meeting and Special General Meeting will be circulated to every member.

20.3 A copy of every Executive Committee Meeting will be circulated to every Executive Committee member.

## **21 Common Seal**

21.1 The Common Seal of the Society shall be kept in the custody and control of the Secretary.

21.2 Whenever the Common Seal of the Society is required to be affixed to any deed, document, writing or other instrument, the Seal shall be affixed pursuant to a resolution of the Executive Committee by any two members of the Committee authorised to affix the Seal and the members so affixing the Seal shall sign the document to which the Seal is affixed.

## **22 Interpretation**

22.1 Where the rules of the Society are ambiguous or silent on any particular matter, the rules will be interpreted by the Executive Committee in accordance with the objects of the Society.

## **23 Amendments to Constitution**

23.1 This Constitution may be altered, added to, rescinded and replaced or otherwise amended as follows:-

- i the proposer of any change shall give the text of the proposed resolution to the Secretary at least twenty one (21) days prior to the Annual General Meeting or Special General Meeting at which it is intended that the resolution be considered;
- ii the Executive Committee shall give at least fourteen (14) days notice of the details of the proposed resolution in the manner provided by rule 12.2;
- iii a resolution must be passed by a three-fifths majority of those present and voting (including proxies) at the Annual General Meeting or the Special General Meeting called for that purpose, as the case may be.

23.2 In the event of a resolution being passed to amend the constitution, the Secretary will forward duplicate copies of the same to the Registrar of Incorporated Societies in accordance with the requirements of the Incorporated Societies Act 1908.

23.3 Any amendment to the Constitution duly passed in accordance with the rules shall not take effect until the Registrar of Incorporated Societies has registered the amendment in accordance with the requirements of the Incorporated Societies Act 1908.

23.4 No addition or alteration shall be approved if it affects the non profit aims, personal benefit arrangements or the dissolution rules. The provisions and effect of this rule shall not be removed from the constitution and shall be included and implied into any documents replacing this constitution.

## **24 Dissolution**

- 24.1 The Society shall not be dissolved except by a resolution to that effect passed:
- i at an Annual General Meeting, provided that the notice of motion has been given to the members in accordance with the requirements of Rule 11; or
  - ii at a Special General Meeting called for that purpose provided that the notice of motion has been given to members in accordance with the requirements of Rules 11 and 13.
- 24.2 In the event of a resolution being passed to dissolve the Society at an Annual General Meeting or Special General Meeting called for that purpose, the Executive Committee shall call a subsequent Special General Meeting to be held at least 30 days after the date of the resolution to dissolve the Society was passed. No such resolution to dissolve the Society shall take effect until it is confirmed at the subsequent Special General Meeting.
- 24.3 Upon the dissolution of the Society its assets (if any) shall be realised in such manner that after payment of all liabilities, the surplus (if any) shall be distributed amongst such societies, institutions, clubs or bodies of an exclusively charitable nature having objectives similar in whole or part to those of the society.
- 24.4 In the event of the resolution to dissolve the society being confirmed at the subsequent Special General Meeting, the Executive Committee will also call for a resolution to direct the method of the disposal of the Society's assets in accordance with rule 23.3. If no such resolution is passed the Executive Committee shall in its sole discretion determine the recipients of the surplus (if any) and their respective shares in accordance with rule 23.3.
- 24.5 Under no circumstances shall any of the surplus (if any) be paid or distributed amongst the members of the organisation.