

Constitution of TESOLANZ Incorporated

1. Name

The name of this association [“the Association”] is Teachers of English to Speakers of Other Languages Aotearoa New Zealand Incorporated (TESOLANZ Incorporated). The Māori name is Te Rōpū Kaiwhakaako Reo Ingarihi ki Iwi Reo Kē.

2. Charitable Status

Not for profit

3. Definitions

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

***Act** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.*

***The Association** means TESOLANZ.*

***Executive** means the governing body of TESOLANZ.*

***Notice to Members** includes any notice given by email, post, or courier to all members.*

***Officer** means a natural person who is a member of the Executive.*

***SIG** means Special Interest Group.*

4. Act and Regulations

Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

5. Restrictions on Association Powers

- a) The Association must not be carried on for the financial gain of any of its members.
- b) Should the Association need to borrow money for purposes related to the objects of the Association, prior authorisation for any borrowings must be obtained by means of a resolution passed at an annual general meeting or a special general meeting.
- c) The Association does not have the power to loan money.
- d) The Association can invest surplus funds with a bank that has a credit rating of at least AA-only.

6. Registered Office

- a) The registered office of the Association shall be at such place in New Zealand as the Executive from time to time determines.

- b) Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
 - i) at least 5 working days before the change of address for the registered office is due to take effect, and
 - ii) in a form and as required by the Act.

7. Contact Person

- a) *The Association shall have at least 1 but no more than 3 contact person(s) whom the Registrar of Incorporated Societies can contact when needed, in accordance with sections 113-116 of the Act.*
- b) *The President shall be the primary contact person.*
- c) *Other contact person(s) can be appointed by the Executive or elected by the Members at a General Meeting.*

8. Purposes

The purposes for which the Association is established are:

- d) To promote the professional interests and cater for the needs of teachers of English to learners from language backgrounds other than English.
- e) To promote the interests and cater for the needs of learners from language backgrounds other than English.
- f) To co-operate with community language action groups in identifying and pursuing common goals.
- g) To publish research, materials and other documents appropriate to the Association's aims.
- h) To affirm the maintenance of Te Reo Māori under the Treaty of Waitangi.

9. Membership

- a) Membership of the Association is open to any person aged 16 or above upon application to be a member and payment of the annual subscription.
- b) The amount of the annual membership subscription shall be determined from time to time at the annual general meeting and in a manner to be fixed by the National Executive.
- c) Each member shall be assigned by the National Executive to a regional branch, and the branch concerned notified of such membership.
- d) *A member of the Executive, or other person delegated by the Executive, shall have responsibility for maintaining an up-to-date register of members which shall contain:*
 - i) The name of each member*
 - ii) the last known contact details of each member*
 - iii) the date on which each person became a member, and*
 - iv) all other information prescribed by the regulations (if any).*
- e) *Members shall promote the interests of the Association and do nothing to bring it into disrepute.*
- f) *Members shall have the right to access meetings, publications, communications and online material as determined from time to time by the National Executive, Branches and SIGs. Members shall also have the right to access, on request, minutes of meetings of the Branch or SIG they belong to, or of the National Executive Committee, with the exception of sections designated "in committee".*

10. Honorary Life Membership

- a) On the recommendation of the National Executive, following guidelines set down for the purpose, any person who has contributed extended and outstanding service to the

Association may be awarded an Honorary Life Membership. Extended outstanding and exceptional service to TESOLANZ shall include:

- i) Length of service to TESOLANZ
- ii) Consistency of initiative beyond the ordinary
- iii) Quality of service over and above routine service to a TESOLANZ branch, SIG, National Executive, or other area of responsibility, and
- iv) The conferring of benefits on the ESOL sector beyond those accrued by normal performance or service.

Honorary Life Members shall retain all the rights and privileges of other members of the Association, but shall not be liable to pay any annual subscription.

11. Branches and Special Interest Groups

- a) Branches may be created with a minimum of ten members.
- b) A Branch Handbook shall be made available to branches and shall set out the responsibilities and accountability of branches to their members and to the National Executive.
- c) Each branch shall be paid an allowance of 30% of the total of membership subscriptions received from members of that branch for each financial year, *distributed annually by the Treasurer.*
- d) Special Interest Groups may be set up.

12. Payments to Members

- a) No members are permitted to receive or influence the distribution of any surplus property or funds to themselves or other members of the Association.
- b) No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- c) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- d) The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

13. Cessation of Membership

- a) Members may resign in writing.
- b) Members will cease to be members of the Association upon non-payment of their annual subscription.
- c) *Members may be suspended or expelled from the Association for conduct bringing discredit on the Association, as agreed at a full meeting of the National Executive.*

14. Amendments to the Constitution

- a) Rules of the Constitution may be altered, added to or rescinded only at an annual general meeting or at a special general meeting.
- b) All amendments to the Constitution must be received by the National Secretary no less than two calendar months before they are to be voted on.
- c) The National Secretary shall distribute all amendments received in accordance with rule 13(b) to all members six weeks before the meeting at which they are to be discussed.
- d) No addition to or alteration or recession of the rules shall be approved if it fails to comply with the Act.

15. National Executive

A. Purpose

- a) *The National Executive shall manage the operation and affairs of TESOLANZ.*
- b) *The National Executive shall ensure that TESOLANZ is managed and runs in accordance with this Constitution.*
- c) *The National Executive shall have no authority over the running and activities of any branch, provided that the branch is operating in accordance with this Constitution.*

B. Officers

- a) *Any member of TESOLANZ may stand for election as an officer provided they are not disqualified under Section 47 (3) of the Act.*
- b) *The National Executive of the Association shall consist of a National President, National Secretary, National Treasurer, and three other members. Each member of the Executive shall be responsible for specific task[s] or sector[s].*
- c) *Nominations for the election of members to the National Executive may be made by any member either prior to or at any Annual General Meeting and must be seconded by another member before being put to the vote.*
- e) *Voting for the National Executive shall take place through anonymous electronic voting by individual members in the month before each Annual General Meeting.*
- f) *National Executive members shall hold office for terms of three years from the Annual General Meeting at which they are appointed unless they retire or are relieved of office by a special general meeting.*
- g) *National Executive members are eligible for re-election for further terms.*
- h) *Officers of the National Executive may co-opt up to five additional members to take responsibility for special tasks or sectors. Such co-options will be until the following Annual General Meeting.*
- i) *A member of the National Executive may be removed from office by a Special General Meeting called for the purpose.*

16. Meetings

A. Annual General Meeting

- a) *An annual general meeting shall be held each year. Members shall be notified in writing not less than two months before the annual general meeting of its time, date and place.*
- b) *The quorum of the annual general meeting shall be: the National President, National Secretary and National Treasurer, or their deputies, and branch delegates representing not less than two-thirds of the membership of TESOLANZ Incorporated.*
- c) *The business of the annual general meeting shall be:*
 - i) *To receive a report from the National President on the previous year's activities*
 - ii) *to receive a statement of accounts for the preceding financial year from the National Treasurer*
 - iii) *to elect the National President, Treasurer and Secretary and the National Executive*
 - iv) *to appoint an auditor, or an accountant to carry out a Review of Financial Statements, who shall be properly qualified and not a member of the Association*

- v) to discuss business of which notice shall have been given to the National Secretary at least four weeks before the meeting and distributed by the National Secretary to all members at least two weeks before the meeting
- vi) to deal with urgent business
- vii) to set the annual subscription rates.

B. Special General Meetings

- a) The National Executive may convene a special general meeting at the request of any branch or of any five members, who must state the reason for which it is required.
- b) Notice giving the time, place, date and purpose of the special general meeting shall be sent to all members so as to be received not less than one calendar month before the meeting.
- c) The quorum of the special general meeting shall be: the National President, National Secretary and National Treasurer, or their deputies, and branch delegates representing not less than two-thirds of the membership of TESOLANZ Incorporated.

C. General Meetings of Local Branches

- a) Branches shall consult all members assigned to them on issues notified for discussion at annual general meetings and special general meetings of TESOLANZ Incorporated, and shall represent the views of these members at such meetings.
- b) General meetings of branches shall be held not less than three times annually. Members shall be notified in writing not less than seven days before the meeting. The purposes of general meetings shall be:
 - i) to host visiting speakers on relevant topics
 - ii) to exchange and demonstrate teaching ideas, resources and developments in the field of English language teaching
 - iii) to conduct the business of the branch
 - iv) to discuss issues relevant to TESOL and to the meetings of TESOLANZ Incorporated.

D. Voting at Annual and Special General Meetings of TESOLANZ

- a) Resolutions may be proposed by any member either prior to or at any annual general meeting or special general meeting and shall be seconded by another member before being put to the vote.
- b) Each branch shall have one vote per ten members.
- c) The voting entitlement of each branch shall be based on its membership one week prior to the date of the meeting and shall be announced at the start of the meeting.
- d) Each branch may assign some or all of its votes to one or more authorised delegates from that branch by notifying the National Secretary in writing.
- e) Any branch that is not represented at an annual general meeting or special general meeting by a member of that branch may assign all or part of its votes to the Chairperson of the meeting, or to any other member of TESOLANZ Incorporated who is attending the meeting, by notifying the National Secretary in writing.
- f) Voting shall be by show of hands of authorised branch delegates, or of cards issued by the National Secretary to indicate multiple voting entitlements. In the event of a tied vote, the status quo shall be maintained.

E. National Executive Meetings

- a) The National Executive shall hold at least one face-to-face meeting each year, and shall hold at least two other meetings each year.
- b) The quorum shall be five.
- c) *The National President shall hold a deliberative and casting vote.*

- d) The National Executive shall give branches at least two weeks' notice of all its meetings, and shall send branches minutes and reports after each Executive meeting giving full explanations of its actions and decisions.
- e) National Executive meetings may be held in any form, providing a quorum of members is participating at the same time.

17. Disputes

- a) *All bodies within TESOLANZ (Branches, SIGs, National Executive) shall hear any dispute raised with them and apply natural justice and fairness to seeking a solution.*
- b) *Before escalating any dispute, members should attempt to resolve it with the person(s) or body concerned.*
- c) *Where (b) is does not satisfy the member, they shall have the right to escalate the dispute to the National Executive, which shall make a final decision at a meeting held under Section E within one calendar month.*

18. Funds

- a) The funds of the Association shall be managed by the National Treasurer, whose duties shall be:
 - i) to receive subscriptions, donations and proceeds from sale of materials
 - ii) to write receipts
 - iii) to open and operate appropriate bank accounts
 - iv) to prepare an annual statement of accounts and reports on the financial affairs of the Association for presentation at the annual general meeting and meetings of the National Executive.
 - v) to provide the Registrar of Incorporated Societies with annual financial statements as required by the Act.
- d) Three members of the National Executive shall be signatories to all bank accounts operated by the Association. Two of the three signatories shall be required to authorise each transaction.
- e) *The Balance Date shall be March 31*

19. Power to Borrow Money

Should the Association need to borrow money for purposes related to the objects of the Association, prior authorisation for any borrowings must be obtained by means of a resolution passed at an annual general meeting or a special general meeting.

20. Winding Up

- a) The Association may be wound up voluntarily upon a resolution to that effect passed at a special general meeting called for that purpose in accordance with rule 6d.
- b) Notification for such a special general meeting must be given as for amendments to the Constitution under Section 14.
- c) Voting shall be in accordance with Section 16D.
- d) If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other organisation or body having objects similar to the objects of the Association, or to some other charitable organisation or purpose within New Zealand.
- e) A second special general meeting shall be called to confirm the resolution passed at the first meeting that the Association be wound up, after which the National Executive shall conclude the business of the Association and dispose of the remaining assets in the manner agreed by the meeting.

This update of the TESOLANZ constitution was passed at the society's Annual General Meeting in accordance with the Constitution on .

Signed

(President).....

Date.....

(Secretary).....

Date.....

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Date.....