

ADULT AND COMMUNITY EDUCATION AOTEAROA (INC)

'Kua tawhiti ko te haerenga mai, kia kore e haere tonu
He tino nui rawa ou mahi, kia kore e mahi nui tonu.'

'We have come too far, not to go further
We have done too much, not to do more.'

Ta Hemi Henare, 1988.

1. Name:

ADULT AND COMMUNITY EDUCATION AOTEAROA (ACE Aotearoa) INC.

2. Vision

Ko te pae tawhiti whāia kia tata, ko te pae tata whakamaua kia tīna

Seek out distant horizons, and cherish those you attain

Transforming Communities and Whanau through Adult and Community Education.

3. Mission Statement:

“Ko te manu kai i te miro, nōna te ngahere. Ko te manu kai i te mātauranga nōna te ao.”

“The bird who eats of the miro, the forest is theirs. The bird who eats of knowledge, the world is theirs.”

Adult and Community Education Aotearoa (ACE Aotearoa) exists to enable life through learning, creating confident communities, actualising the intent of Te Tiriti o Waitangi.

4. Organisation Characteristics

ACE Aotearoa is a dynamic network of adult and community educators committed to a society based on Te Tiriti o Waitangi, a guiding framework that enables ACE Aotearoa to give due recognition to the status of Māori as Tāngata whenua, and Tāngata Tiriti as citizens of our shared country. It actively promotes and supports the diversity of lifelong learning in Aotearoa New Zealand and fosters collaboration and co-operation to the advantage of adult learners, educators and providers.

5. Values:

The Treaty driven and Treaty responsive values from which this Society operates are:

1. **Whakamanahia Te Tiriti o Waitangi:** enlivening Te Tiriti o Waitangi
2. **Whakamanahia te whanau/hāpori:** leadership in the sector and being inclusive
3. **Whakamanahia ngā taura tāngata:** building & developing enduring relationships
4. Whakamanahia te iti kahurangi: Excellence, high trust, high integrity, high quality
5. **Whakamanahia te tāngata ahakoa ko wai, ahakoa no hea:** Independence, respecting and reflecting diversity in the ACE Sector
6. **Whakamanahia ngā tirohanga:**....being aspirational, sharing dreams & connecting to achieve them

6. Objects:

The Objects of the Society will be exercised in accordance with the Values:

- 6.1 To utilise Te Tiriti o Waitangi as a guiding framework to represent all, and providing specific support to the voice of all iwi Māori of Aotearoa to redress issues of imbalance for the benefit of all New Zealanders;

- 6.2 To be a national umbrella organisation for adult learning in Aotearoa New Zealand.
- 6.3 To actively develop, promote and implement ACE-based professional development for tutors, providers, practitioners and organisers, in communities.
- 6.4 To develop, implement and maintain currency of ACE-based professional standards for tutors, providers, practitioners and organisers, in communities.
- 6.5 To encourage membership from the broadest range of people and organisations involved in adult and community education.
- 6.6 To actively support the formation of local branches of ACE Aotearoa and act as national representative of these groups.
- 6.7 To support other specialist adult learning areas, networks and organisations, including educators, management, governance and administrative support, and foster co-operation and collaboration between these groups at local and national levels.
- 6.8 To (advocate) to remove barriers to learning for adults and to promote life-long learning opportunities and policies.
- 6.9 To foster inquiry, research, critical comment and publication of information to ensure the issues of the adult and community education sector are subject to informed debate.
- 6.10 To encourage opportunities for debate and discussion and professional development through the organisation of conferences, seminars and other training activities.
- 6.11 To support the recognition and celebration of International Adult Learners week as a national event in Aotearoa New Zealand.
- 6.12 To develop and maintain relations with international organisations in the field of adult and community education.
- 6.13 To operate as part of the world wide adult learning community, contributing to and working with our counterparts in UNESCO, ASPBAE and CONFINTEA.
- 6.14 To undertake such other functions as are in conformity with the objectives of the Society and are approved by the Society.

7. Membership:

Membership shall be open to any individual, group or organisation in the following categories whose aims are in harmony with those of ACE Aotearoa:

7.1 Individual Membership

Any person who is involved in the field of adult and community education may apply to the Board for membership by completing the membership application form or by applying in writing.

The Board will consider the application against the following criteria, and will approve membership if the criteria are substantially met:

7.1.1 (i) The individual has empathy with and commitment to the mission and objects of ACE Aotearoa Incorporated.

7.1.1 (ii) The individual is, or has been, engaged in the provision of, or facilitating and supporting the provision of, adult learning/ education

Individual membership will carry the following rights and responsibilities:

- 7.1.2 (i) Access to all membership rights in the Constitution or as may be decided from time to time by the Annual General Meeting
- 7.1.2 (ii) Voting rights as per clause 14.1
- 7.1.2 (iii) Agreement to abide by the Constitution.

7.2 Organisational Membership

Any group or organisation which is involved in the field of adult and community education may apply to the Board for organisational membership by completing the membership application form or by applying in writing. The purpose of organisational membership is to provide additional influence and support for the Society and the adult and community education sector.

The Board will consider the application against the following criteria, and will approve membership if the criteria are substantially met:

- 7.2.1 (i) The organisation has a mission and objects which are consistent with, and a commitment to the mission and objects of ACE Aotearoa Incorporated.
- 7.2.1 (ii) The organisation is engaged in the provision of, or facilitating and supporting the provision of, adult learning/ education

Organisation membership will carry the following rights and responsibilities:

- 7.2.2 (i) Access to all membership rights in the Constitution or as may be decided from time to time by the Annual General Meeting
- 7.2.2 (ii) Voting rights as per clause 14.3
- 7.2.2 (iii) Agreement to abide by the Constitution.

7.3 A register of members of the Society will be maintained by the Board (Secretary) in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent amendments.

8. Branches:

- 8.1 Six or more members may establish a Branch of the Society within a defined geographical region as approved by the Board.
- 8.2 The objects of the Branch shall be consistent with, and where possible the same as, the objects of the Society.
- 8.3 The members will advise the Board of their intention to establish a Branch, and advise the contact details of a nominated representative.
- 8.4 The Board will review the status of membership and consistency of the Branch objects with those of the Society, and if these criteria are met, will approve the establishment of the Branch.
- 8.5 Operations and processes within the Branch shall be determined by the branch members and will at all times be consistent with the mission and objects of the Society.
- 8.6 The Secretary (Director) will liaise with each Branch representative prior to each Board meeting, seeking input to the Board agenda from that Branch.

- 8.7 Each Branch will also pro-actively communicate with the Secretary or Co-chairs to ensure the Board is aware of any relevant issues.

9. Representation: Tāngata Whenua and Tāngata Tiriti

Tāngata Whenua and Tāngata Tiriti representation will have equal weight in respect of voting on the Board regardless of relative numbers present. There will be a Tāngata Whenua Caucus and a Tāngata Tiriti Caucus so that all members can raise and discuss freely and frankly issues of relevance to their particular communities, thereby ensuring that decisions made by the Society are fully informed.

9.1 Tāngata Whenua Caucus:

Māori members of the Society shall constitute membership of the Tāngata Whenua Caucus.

The roles and responsibilities of Tāngata Whenua Caucus are as follows:

- 9.1 (i) To elect members to the Board who are Tāngata Whenua, in accordance with Clause 14 (Voting).
- 9.1 (ii) To take responsibility for Treaty implementation of the Society's objectives.
- 9.1 (iii) To provide a consultative body for Tāngata Whenua members of the Board.
- 9.1 (iv) To provide an umbrella of relevant knowledge and wisdom, and ensure tikanga is observed.
- 9.1 (v) To ensure the Society's policies, practices and communications reflect consistency with Te Tiriti o Waitangi.

9.2 Tāngata Tiriti Caucus:

Tāngata Tiriti members of the Society shall constitute membership of the Tāngata Tiriti Caucus.

The roles and responsibilities of Tāngata Tiriti Caucus are as follows:

- 9.2 (i) To elect members to the Board who are Tāngata Tiriti, in accordance with Clause 14 (Voting).
- 9.2 (ii) To take responsibility for Treaty implementation of the Society's objectives.
- 9.2 (iii) To provide a consultative body for Tāngata Tiriti members of the Board.
- 9.2 (iv) To provide collective knowledge and wisdom
- 9.2 (v) To ensure the Society's policies, practices and communications reflect consistency with Te Tiriti o Waitangi.

10. Cessation of Membership:

- 10.1 Members shall cease to be members if they submit their resignations in writing or have not paid their annual subscriptions within twelve months of the expiry of their last subscription.

- 10.2 A special General Meeting of the Society may terminate membership within the practice of natural justice, when a member is considered to have acted in a manner contrary to the values and objects of the Society.

11. The Society:

The controlling body is and shall be the Society constituted by these rules. The Society shall be the policy making body, and shall consist of the Board and the members. The role of the Society is to achieve the Vision and Mission Statements, Values and Objects as specified in Sections 2, 3, 5, 6.

12. Alterations to the Constitution:

- 12.1 The constitution shall not be altered, added to or rescinded other than in accordance with the procedures set out in this rule.
- 12.2 If the matter is considered urgent, a Special General Meeting may be called for the purpose in accordance with rule 13.4 of these rules.
- 12.3 Notwithstanding the above, the Annual General Meeting or Special Meeting or ACE Aotearoa Board may decide that the amendment shall be put to a postal ballot of the members of ACE Aotearoa in accordance with rule 14.
- 12.4 Any notice of proposed resolution to alter, add to or rescind the constitution shall be carried if two thirds of those so entitled pursuant to clause 14 (Voting) vote in favour of the proposed resolution.
- 12.5 The amendment shall come into force on the date it is registered with the Registrar of Incorporated Societies.
- 12.6 Notice of the proposed resolution shall be given in writing to the Secretary forty two (42) days before the meeting at which it is to be tabled and notice of the proposed resolution shall be sent to all members at least thirty (30) days before such meeting.
- 12.7 No alteration shall be made that in any way limits the charitable nature of the Society.

13. Meetings of the Society:

- 13.1 The Society shall meet at least once a year at the Annual General Meeting.
- 13.2 At all Annual General Meetings of the Society any twenty (20) members present, or 15% of membership, whichever is the greater, shall form a quorum. At any Society meeting where less than twenty members, or 15% of membership, whichever is the greater, are present, no official business can be conducted.
- 13.3 An Annual General Meeting of the Society shall be held before November 1st each year, at which in addition to the election of the Board of the Society (ref clause 9 and clause 14), a report of the Society's operations and duly audited statement of accounts for the year shall be presented. At least sixty (60) days notice shall be given in writing to members of each Annual General Meeting.
- 13.4 A Special General Meeting of the Society may be convened at any time by direction of the Board or on the written request signed by not less than ten (10) members specifying the object of the meeting. The meeting shall be convened within forty two (42) days after receipt by the Board (Co-chair or Secretary) of the Society of the written request. Notice specifying the reason for the Special General Meeting shall be sent to members at least thirty (30) days before the meeting.

14. Voting:

- 14.1 Each individual financial member is entitled to one vote, which may be exercised by proxy submitted in writing to a Co-Chair or the Secretary not less than ten (10) days prior to the meeting or by postal ballot in accordance with clause 14.
- 14.2 Such proxy votes are limited to remits circulated in advance of the meeting.
- 14.3 Each organisational financial member is entitled to one vote per organisation, which may be exercised by proxy submitted in writing to a Co-Chair or the Secretary not less than ten (10) days prior to the meeting or by postal ballot in accordance with clause 14.
- 14.4 Decisions at all meetings of the Society and of the Board shall be by consensus. If consensus cannot be achieved the decision will be made by majority vote. Such voting will be on the voices, or by the show of hands, or in case of doubt, or on request, by ballot.
- 14.5 Notwithstanding the above, voting at Board meetings shall be weighted to ensure Tāngata Whenua and Tāngata Tiriti representatives have equal voting power.
- 14.6 Conflict in policy, priorities and/or processes will be resolved by negotiation between an equal number of representatives of Tāngata Whenua and Tāngata Tiriti.
- 14.7 Postal Ballots: Annual General Meeting or Special Meeting or the Board may resolve to put any notice of proposed resolution or other issues which they consider require the consideration of the membership, pursuant to clause 14, to a postal ballot of the members of ACE Aotearoa, entitled to vote, in accordance with the procedures in this rule:
 - 14.7.1 When a postal ballot is resolved to be held, the Board shall appoint a returning officer and a scrutineer, independent of the Board, who shall be responsible for the conduct of the ballot and advise the returning officer in writing of the question to be decided.
 - 14.7.2 The returning officer shall ensure that ballot papers are transmitted to each member entitled to vote at least 21 days prior to the closing date of the ballot. Transmission may be by ordinary mail, by facsimile, by email or other electronic means.
 - 14.7.3 The ballot paper shall show:
 - Notice of Proposed Resolution or other issue in respect of which the member is asked to vote;
 - The instructions on how to record the vote;
 - The closing date of the ballot;
 - The manner by which the ballot paper should be returned.
 - 14.7.4 The returning officer and the scrutineer shall count the votes as soon as practicable after the closing date and declare and transmit the outcome to the membership.
 - 14.7.5 A resolution shall be carried by simple majority, except changes to the Constitution pursuant to clause 10.5, where the majority of votes required shall be a two-thirds majority of the members of the Society present and voting; or if the vote is by post or ballot then by a two third majority of those members who vote.
 - 14.7.6 Minutes, once approved and adopted as a true and accurate record, are to be treated as conclusive proof or evidence of what occurred. Following adoption of the Minutes, they cannot be altered, but any corrections may be made by later motion. The subsequent motion and the date of its adoption are to be noted in the margin of the Minutes being corrected.

15. Board:

- 15.1 The affairs of the Society between Society meetings shall be controlled and managed by a Board.
- 15.2 The Board shall consist of eight members. There will be a core of elected representatives (3 from the Tāngata Whenua Caucus and 3 from the Tāngata Tiriti Caucus, at least one of whom will be a Pacific Island representative) and 2 appointed for their professional expertise (eg finance/ business/ legal/ governance/ communications).
- 15.3 Elected and appointed members of the Board have equal status, full voting rights and commitment to decisions.
- 15.4 For the purposes of continuity, institutional knowledge and member relationships, all positions have a minimum term of three (3) years. At each Annual General Meeting any vacant positions from each caucus shall be elected or appointed for a three year term. Members of the Board have the right of re-election or reappointment (for up to 3 consecutive terms).
- 15.5 Members who have served 3 consecutive terms can be re-elected or re-appointed after a recess period of a minimum of 3 years. Subject to the recess provision being implemented following each consecutive 3 terms, there is no limit to the number of terms a Board member may serve.
- 15.6 As a transition mechanism, those candidates elected at the Annual General Meeting (AGM) 2010 shall serve until the AGM of 2013. Candidates elected at the AGM of 2011 shall serve until the AGM of 2014.
- 15.7 The Board will approve a position description for Board members. The position description will be general, and will list the wide range of skills/ experience relevant to the position of Board member. The position description and identification of impending or current vacant positions on the Board will be circulated to members a minimum of 90 days prior to the Annual General Meeting with a request for nominations for candidates who would be available to fill those positions.
- 15.8 The process of nomination for the Board will enable flexibility. There will be two opportunities to make nominations. Nominations will be called for 60 days prior to the AGM, and those received 42 days before the AGM by the Board Secretary, will be circulated to all members a minimum of 30 days prior to the AGM. A further call for nominations will be made 5 days before the AGM, and may be received from the floor during caucus time.
- 15.9 Nominations must be fully completed on the official form provided and will include a resume and statement of intent by each candidate focused on identifying the relevant skills which s/he will bring to the Board. Each candidate will also include a declaration of any existing interests or activities which might affect his/her ability to serve independently (objectively) on the Board.
- 15.10 Where insufficient nominations are received to fill existing vacancies, the provision relating to unfilled positions (clause 15.11) shall apply.
- 15.11 Following the election, the Board will review the full skill mix, and when there is one or more vacancies in the appointed positions will seek to ensure that there are no critical skill gaps by appointing (up to 2) people with appropriate professional expertise. The resume and statement of intent and declaration of interests of each appointed member will also be circulated to members for information.
- 15.12 In cases of casual vacancies or unfilled positions on the Board, the Board may decide whether, and how, the position will be filled with regard to balance and representation. The resume,

statement of intent and declaration of interests of each member who so fills such a position will also be circulated to members for information.

- 15.13 The Board so elected and appointed shall determine any office each member shall hold within the Executive. At least the offices of Co- Chairpersons (one (1) from Tāngata Whenua and one (1) from Tāngata Tiriti) and Treasurer shall be specified. The Secretary of the Board is the Director, ACE Aotearoa who shall be present at meetings of the Board but is not a member of the Board.
- 15.14 The Board shall have full power to direct and manage all the affairs and business of the Society, appoint sub-committees (see Clause 15.20) to authorise payment out of the funds of the Society of all accounts, and such disbursements as the Board may deem necessary for carrying on the work of the Society.
- 15.15 The Board shall record the proceedings of all meetings of the Board and of the Society, shall keep all other appropriate records, shall report on its actions to each Society meeting, and shall present an annual report to the Annual General Meeting.
- 15.16 The Board shall meet at regular intervals, preferably quarterly. At all meetings of the Board four Members shall form a quorum, with the proviso that at any meeting, elected members must outnumber appointed members. Any Board Member may at any time summon a meeting on seven (7) days notice in writing stating the place, day, date and time of the meeting transmitted by that Board Member by ordinary mail, facsimile, or email or other electronic communication, to each of the other Board Members, unless all of the Board Members shorten or waive the period of notice.
- 15.17 Within the boundaries of cost-effectiveness and overall affordability, Board members may be paid meeting fees (for kanohi ki te kanohi/ face to face meetings) / honoraria.
- 15.18 Contemporaneous linking together by telephone or by any other means of audible or electronic communication, of enough of the Board Members to constitute a quorum shall be deemed to constitute a meeting of the Board so long as the following conditions are met:
 - 15.18.1 The Board Members must have received notice of the meeting (or have waived notice) under clause 15.15 and must constitute a quorum.
 - 15.18.2 Each of the Board Members taking part in the meeting must be able to hear or read or otherwise communicate seriatim with each of the other Members taking part at the commencement of the meeting and, subject to a Board Member leaving the meeting, throughout the meeting.
 - 15.18.3 At the commencement of the meeting each of the Board Members must acknowledge his or her presence to all the other Board Members taking part in the meeting.
 - 15.18.4 A Board Member must not leave a meeting (whether by departing or by disconnecting his or her telephone or other means of communication) unless she/he has previously obtained the express consent of the chairperson of the meeting. A Board Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless she/he has previously obtained the express consent of the Chairperson to leave.
 - 15.18.5 There is a record made of the Board meeting (minutes or decision record) preferably by a person present or attending the meeting.

- 15.19 Board meetings other than those held by contemporaneous linking by telephone or by any other means of audible or electronic communication (cf clause 15.17), shall be open to all Society members but only Board Members will have voting rights. All Board meetings shall be publicly notified at least 30 days prior to the meeting (including venue, date and time) so that Society members can make their own (including travel and accommodation) arrangements to attend.
- 15.20 If any case occurs which in the opinion of the Board is not provided for by this constitution it shall be determined by the Board in such manner as it shall think fit. Such decision will be binding until the next Annual General Meeting, were it shall be presented to the Society for ratification.
- 15.21 The Board shall have full power to appoint subcommittees to progress the work of the Society. Each sub-committee will be chaired by a member of the Board. The core membership of each sub-committee will comprise two or more Board members (including the chair of the sub-committee).
- 15.22 Further, each subcommittee may co-opt people with particular skills/ expertise to assist with overseeing particular areas of work. Any such co-opted person is not a member of the Board, but may at the request of the Sub-Committee Chair provide advice to the full Board.
- 15.23 All matters and questions to be discussed by the Board should be decided by resolution of the majority of the Board Members present at a meeting.
- 15.24 Subject to prior compliance with clause 15.17 in the case of a question or matter to be decided by a majority of Board Members present at a meeting in accordance with clause 15.15, a resolution in writing signed by a majority of Board Members who constitute a quorum at such meeting shall be as effective as if it had been passed at a meeting. Such a resolution may consist of several like documents each signed by one or more of the Board Members and may be transmitted by facsimile or other electronic means.
- 15.25 Any resolution of the Board Members may be rescinded or varied from time to time by the Board in the same manner as it was passed.

16. Powers:

The Society will have the following powers:

- 16.1 To use its funds as the Board thinks necessary or proper in furtherance of its objectives and in payment of its costs and expenses, including the employment or dismissal of counsel, agents and staff, according to the principles of good employment and all legislative requirements.
- 16.2 To purchase, take on, lease or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Board thinks necessary or property for the purpose of attaining the objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 16.3 To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Board thinks fit.
- 16.4 To make applications to funding bodies as the Board sees fit.
- 16.5 To do all things as may time to time be necessary or desirable to the Board to give effect to and attain the objects of the Society.

17. Control and Use of Common Seal

- 17.1 The Common Seal of the Society shall be kept in the custody of the Secretary (Director).

17.2 The Common Seal of the Society shall be used and signed by both Co-Chairs of the Board, or by one Co-Chair and the Director, on the authority of the Board

18. Finance:

- 18.1 The Society's financial year shall be from 1st January to 31st December of any calendar year.
- 18.2 The annual subscription for all categories of membership shall be determined from time to time by the Annual General Meeting.
- 18.3 The annual subscription as set at the Annual General Meeting is for the purposes of maintaining the business of the national Society.
- 18.4 Branches may set an additional levy on their members for the purposes of maintaining the local branch.
- 18.5 The annual subscription shall be payable within twelve months of the expiry of the previous annual membership fee. Only current financial full members shall be entitled to hold office or vote at any meeting.
- 18.6 The Board may waive or reduce the subscription of any members of the Society.
- 18.7 The Treasurer shall keep account of all monies received and expended by the Society and of the matters in respect of which such receipts and expenditure takes place.
- 18.8 Members of the Board and such other persons shall keep the accounts of the Society at such place as the Board may decide and shall be open for inspection as the Board may from time to time determine.
- 18.9 All accounts shall be audited and certified annual by an independent auditor who shall be appointed at each Annual General Meeting of the Society.
- 18.10 The funds of the Society shall be deposited in the name of the Society with a bank approved by the Board. All cheques and other documents in connection with the bank account shall be signed in such manner and by such persons as the Board shall from time to time determine.
- 18.11 The Treasurer shall be empowered to invest funds of the Society in such manner as is approved by the Board.

19. Payments to Members:

- 19.1 The Society will not be conducted for the profit of its members and no part of the income or assets of the Society will benefit any officer or other member of the Society.
- 19.2 This section (19.1) will not prevent the payment of such expenses or remuneration to members and employees of the Society as the Board decides is reasonable and relative to open market value.
- 19.3 The provision and effect of this rule shall not be removed from this constitution and shall be included and implied into any document replacing this document.

20. Winding Up:

- 20.1 The decision to wind up must be taken at a Special General Meeting of the Society, at which notice to the effect has been circulated prior to the Special General Meeting. The decision shall be made by a two thirds majority of the members present and entitled to vote.
- 20.2 The Capital and Income available on a Winding up of the Society shall be paid or applied by decision of a Special General Meeting to such purposes or body/ies within Aotearoa New Zealand as are charitable according to the Laws of New Zealand and which are consistent with the mission, objects and values of ACE Aotearoa.
- 20.3 If the Special General Meeting cannot agree as to the payment or application of the Society's funds on a Winding up, the capital and income shall be paid or applied to such of the Society's objects, or such other purposes or objects within New Zealand that are charitable according to the Laws of New Zealand as a Judge of the High Court of New Zealand directs.