

Constitution of the Religious Studies Teachers' Association of Aotearoa New Zealand Incorporated (RSTAANZ)

BACKGROUND

- A. The Religious Studies Teachers Association of Aotearoa New Zealand ("the Association") wishes to apply for charitable status pursuant to s 17 of the Charities Act 2005 for the objects described in clause 2 herein.
- B. To this end the Association has amended its constitution to record and reflect the charitable purposes set out below and to comply with any other requirements for charitable status to be granted to the Association.

1. Name

The name of the Association shall be the **Religious Studies Teachers' Association of Aotearoa New Zealand Incorporated (RSTAANZ)**. This will be hereafter referred to as 'the Association' for the purposes of this document.

The letters RSTAANZ are the recognised contraction for the name of the Association.

2. Charitable Purpose

The purpose of the Association shall be to advance education and religion by:

- 2.1. promoting the study and teaching of Religious Studies;
- 2.2. providing a forum for those interested or engaged in teaching Religious Studies to express views, exchange ideas and share knowledge;
- 2.3. developing and promoting professional learning opportunities for teachers of Religious Studies;
- 2.4. connecting and collaborating with individuals, groups and other associations with an interest in promoting the study of religion and the aims of Religious Studies.

3. Tangata whenua

- 3.1. In attaining its purposes the Association shall recognise the views and expectations of tangata whenua.

4. Membership of the Association

Membership of the Association shall be open to:

- 4.1. Institutional members: Institutions involved with Religious Studies that are Schools, Universities or similar organisations may, on application, in writing, to the secretary of the Association and, on payment of the appropriate membership subscription, become institutional members. Religious Studies staff of institutions with institutional membership will have full membership rights.
- 4.2. Individual members: An individual working in the Religious Studies teaching/education field may, on application in writing to the secretary of the Association and on payment of the appropriate membership subscription become an individual member.
- 4.3. Honorary members: The Association Executive may invite people whose service to religious studies is deemed worthy to become Honorary Members of the Association. Such membership may be Associate, offered on a two-year basis, or Life membership. Associate membership will be ratified at the annual meeting of the Association. There shall be no membership subscription payable by honorary members.
- 4.4. Membership of the Association shall be subject to the payment of the appropriate membership subscription that shall be determined annually by the Association Executive.
- 4.5. An updated register of members shall be maintained by the public officer of the Association. A copy of the register of members shall be made available at all meetings of the Association.
- 4.6. Voting rights in the affairs of the Association shall be apportioned to all financial members on the basis of:
 - 4.6.1. one vote per individual member;
 - 4.6.2. one vote per institutional membership (providing that the voting representative of the institutional member is identified at the beginning of a meeting).
- 4.7. Where the actions of any member are determined to be, persistently prejudicial to the objectives of the Association or the interests of its members, that member may be expelled from the Association.
- 4.8. Expulsion from the Association shall be by a majority vote of the members in attendance at a special general meeting after a recommendation of the Executive.
- 4.9. Cessation of membership. Membership of RSTAANZ ceases when: a member tenders a written resignation or the member fails to pay the annual dues for the year without an acceptable explanation to the RSTAANZ committee.

5. Executive

- 5.1. The Association Executive shall consist of:
 - Chairperson;
 - Vice-Chairperson;
 - Secretary;
 - Treasurer;

- Three other members.
- 5.2. The two highest polling candidates from non-Catholic schools are elected by right.
 - 5.3. The highest polling South Island candidate is elected by right.
 - 5.4. No two Executive members can be from the same institution.
 - 5.5. In the event of a casual vacancy occurring in the membership of the Executive, the Executive may invite a member to fill that vacancy, providing that the vacancy is then declared open for nominations at the next Annual General Meeting of the Association.
 - 5.6. The functions of the Executive shall be to promote the charitable purposes of the Association and to act on matters referred to it by members.
 - 5.7. The duties of Executive members are as follows:
 - 5.7.1. The Chairperson shall chair all meetings of the Association and represent the Association in all professional forums. The Chairperson shall also have the casting vote in any and all votes taken by the Executive or the members of the Association. The Chairperson shall also be a signatory to the Association's accounts. The Association will have a common seal which will be kept with The Chairperson or Chairperson's nominee. The seal will be used to ratify documents used in the circumstances of the Association.
 - 5.7.2. The Vice-Chairperson shall fulfil the duties of the Chairperson in her/his absence. The Vice-Chairperson shall also be a signatory to the Association's accounts. The Vice Chairperson is not elected as he/she is the most recent past Chairperson.
 - 5.7.3. The Secretary shall maintain a register of all formal correspondence to and from the Association as well as the minutes, attendance and apologies of all meetings of the Executive and the Association. The Secretary shall also be a signatory to the Association's accounts.
 - 5.7.4. The Treasurer shall maintain the financial records of the Association as per Clause 7 of this Constitution.
 - 5.7.5. All other Executive members shall perform duties in the administration of the Association as determined by the Executive. These duties may include maintenance of the Association's website and/or social media communications.
 - 5.7.6. The Executive may establish a secretariat to assist in these duties. The Chairperson may request the secretariat to attend such meetings as the Executive deems appropriate.

6. Meetings of the Association

- 6.1. The Association shall conduct an Annual General Meeting each calendar year at which:
 - 6.1.1. An audited financial statement shall be presented to the members;
 - 6.1.2. A report on the activities of the Association shall be presented to the members;
 - 6.1.3. Any other business conducted shall have been notified to the membership in writing with no less than fourteen (14) days' notice;
 - 6.1.4. The new Executive shall be appointed in an election year.
 - 6.1.5. The auditor for the following year is appointed.

6.1.6. All questions before the Executive shall be decided by consensus. However, where a consensus decision cannot be reached on a question, it shall, unless otherwise prescribed herein be put as a motion to be decided by a majority of votes. If the voting is tied the motion shall be lost.

- 6.2. The Association may conduct General Meetings from time to time to discuss or further its objectives. Notice of General Meetings will be given 21 days prior to the meeting.
- 6.3. A quorum for a General or Annual General Meeting shall include not less than half of the members of the Executive and not less than ten per cent (10%) of other members of the Association. Members can be present in person or by representative (proxy).
- 6.4. The Executive shall meet no less than twice (2 times) each year, at such time and place as the Executive shall determine. One of these meetings shall be face-to-face. A quorum at any such meeting shall be not less than four (4) members including not less than two (2) of the Chairperson, Secretary and Treasurer.
- 6.5. No resolution shall be approved by the Executive without a minimum 75% vote either in person during their attendance at a General or Annual General Meeting or by proxy in favour of such resolution.
- 6.6. All approved resolutions of the Association must be signed by the Chairperson and one other member of the Executive.

7. Elections

The members of the Executive shall be elected for a period of two years with the option of being re-elected at the AGM, or, between AGMs by a process to be determined by the Executive. The normal (two-yearly) election of Executive members will be conducted according to the following procedures:

- 7.1. Nominations for positions on the Executive will be called for by means of an email circular to all financial members by the end of April.
- 7.2. Online or email ballot papers will be circulated to all financial members during the months of May and June, together with a brief statement supplied by each candidate.
- 7.3. At least twenty-one days must elapse between the dispatch of ballot papers and the deadline for the receipt of all ballot papers by the secretary.
- 7.4. The election must be completed each year before the Annual General Meeting. This will take part at the biannual conference.
- 7.5. Election results shall be announced at the Annual General Meeting, and by group email or newsletter to all financial members of the Association.
- 7.6. The Chairperson, Secretary and Treasurer shall be decided by the executive at the first meeting. The immediate Past Chairperson shall automatically be appointed Vice Chairperson.
- 7.7. The functions of the Executive shall be to promote the objectives of the Association and to act on matters referred to it by members.
- 7.8. Any vacancy on the Executive shall be filled for the remainder of the term by the co-opting of the necessary person by the Executive. (See 4.5)
- 7.9. Members of the Executive must be members of the Association.

8. Finances and Property to be Applied to Charitable Purposes Only

- 8.1. The income and property of the Association however derived, shall be applied solely towards the promotion of objectives and purposes of the Association and no portion shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any member of the Association.
- 8.2. No member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
 - (a) The provision of goods or services that advance the charitable purposes of the Association; and
 - (b) The payment of any income, benefit or advantage for any goods or services are reasonable and relative to payments that would be made for the provision of such goods or services between unrelated parties.
- 8.3. The Association shall be financed by a subscription of either an institution or an individual, the amount to be set by the AGM. The Association Treasurer is to send out yearly accounts to members - either institutions or individuals.
- 8.4. It shall be the responsibility of the Association Treasurer to maintain accurate and up-to-date records of all financial transactions of the Association, which shall be reported in the form of a summary balance sheet at each Executive meeting and an audited statement at the Annual General Meeting. The Treasurer shall be the primary signatory to the Association's accounts.
- 8.5. The financial year of the Association shall be the year 1 July to 30 June of the following year.
- 8.6. An Auditor shall be appointed at the Annual General Meeting. No member of the Executive shall be appointed as Auditor.
- 8.7. The Association shall have the power to:
 - 8.7.1. Purchase, acquire and receive any real or personal property which shall be held on behalf of the Association and sell, transfer or demise and otherwise deal with any real or personal property of the Association.
 - 8.7.2. Collect funds, raise loans, and solicit, receive, enlist and accept subscription donations, bequests and other financial aid.
 - 8.7.3. In exercising the powers contained in clause 7.7.1 and 7.7.2 above the Association shall at all times have regard to the current market value of real property and the reasonable, market rates for lending and investments investment.
 - 8.7.4. The powers contained above do not allow the Association or any member thereof or their agent(s) to:
 - (a) provide loans or advances at below market rates;
 - (b) sell, exchange or lease the Association's property at below market rates;
 - (c) Provide remuneration to individuals at above market rates whether or not such remuneration is pursuant to clause 7.2 above or otherwise.

9. Power to Delegate

- 9.1. The Executive may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any individual and the committee or person, as the case may be, may (without confirmation of the Executive) exercise or perform the delegated powers or duties in a like manner and with the same effect as if the Executive itself has exercised or performed them.
- 9.2. Any committee or person to whom the Executive has delegated powers or duties shall be at all times bound by the charitable purposes of the Association.
- 9.3. Every such delegation shall be revocable at will and no such delegation shall prevent the Executive from exercising any of its powers or performing any of its duties.
- 9.4. It shall not be a requirement that any person or committee to whom powers or duties of the Executive are delegated be a member or comprised of members of the Executive.
- 9.5. Notwithstanding any of the provisions of clause 8 above the affixing of the Association's common seal shall only be carried out in accordance with clause 12 and such power to do so shall not be delegated.

10. Indemnity

- 10.1. No office bearer, delegate or member of a committee or other group working for the Association shall be liable for the acts or defaults of any other person working for the Association or for any error of judgement on his part or for any loss or damage resulting from his duties unless it be by dishonesty or wilful negligence on his part.

11. Changes to the Constitution

- 11.1. These may be made only at the Annual General Meeting of the Association provided that:
 - 11.1.1. notice of intention to do so is given in writing to all members one month prior to the meeting; and
 - 11.1.2. at least a seventy-five per cent (75%) majority vote agrees with the change.
- 11.2. The Association may not amend, alter, add to or remove any of the charitable purposes contained in clause 2 in such a way that would affect the Association's charitable status or in such a way that would create a non-charitable purpose for the Association that is more than merely ancillary to the charitable purposes of the Association recorded in clause 2, or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable.

12. Dissolution

- 12.1. The Association shall be dissolved upon the vote of a two-thirds (2/3) majority of members present at a Special General Meeting convened to consider such question, and that resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the former meeting.
 - 12.1.1. Upon a resolution being passed in accordance with Clause 10(a) of this Constitution, all assets and funds of the Association on hand shall, after the payment of all expenses and liabilities, be handed over to such organisation(s) having the same or similar charitable purposes to those of the Association as a simple majority of the delegates

present at the above named General Meeting shall decide.

13. Common Seal

- 13.1. The Common Seal of the Association shall be kept in the custody of the Secretary.
- 13.2. The Common Seal shall only be affixed to a document by authority of a resolution passed by the Executive during an Annual General Meeting or a General Meeting.
- 13.3. The affixing of the Seal shall be done in the presence of two (2) members of the Executive, one of whom must either be the Chairperson or the Secretary.

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as a member of the RSTAANZ) _____
Executive)

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