

**11. COMMON SEAL**

(a) The President shall keep or cause to be kept the Common Seal.

(b) When required the Common Seal shall only be affixed to any deed or document required by law or by these rules to be under seal following resolution to that effect by the Governance Group and such affixing shall be witnessed by two members of the Governance Group.

**12. ACTIVITIES LIMITED TO NEW ZEALAND**

The activities of the Federation will be limited to Aotearoa New Zealand.

**13. WINDING UP AND DISPOSITION OF SURPLUS ASSETS**

(a) The Federation may be wound up if at an Annual General Meeting or a General Meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.

(b) Any surplus assets after the satisfaction of all liabilities shall be held as follows:

- i) the balance of any surplus property real and personal shall transfer to one or more WEAs who are members of the Federation at the time of the winding up to be held upon trust for any similar Federation which may be formed with similar objectives. If, five years after winding up, no such organisation has formed then the property shall be distributed on a pro rata basis to those WEAs that were members of the Federation at the time of the winding up and are still operating at the expiration of five years
- ii) the funds and assets associated with the activities of the BDS will be transferred to such other charitable organisation with objectives similar to the Federation that exists or is established to continue charitable work by way of a book discussion scheme, or, if that is not possible, to one or more WEAs which are members of the Federation at the time of the winding up, to be held on the same terms as those set out in clause 13 (b) i, with the proviso that those WEAs that were members of the Federation at the time of the winding up may at any time within the five years agree by 2/3 vote to transfer the assets as in 13 (b) i.

**14. THIS COPY INCLUDES ALL AMENDMENTS TO DATE**

Signed and dated

President

Member

Member

## **7. INDEMNIFYING OF OFFICERS AND COMMITTEE MEMBERS**

(a) No officer or member of the Governance Group or any sub-committee shall be liable for the acts or defaults of any other officer or member of the Governance Group or any sub-committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

(b) The officers, Governance Group, sub-committees and each of their members shall be indemnified by the Federation for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

## **8. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE OBJECTS**

(a) Any income, benefit or advantage will be applied to the charitable objects of the Federation.

(b) No member of the Federation or any person associated with a member shall participate in or materially influence any decision made by the Federation in respect of any payment to or on behalf of that member or associated person or 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 provision and effect of this clause shall not be removed from this Constitution and shall be applied into any document replacing this Constitution.

## **9. ALTERATION TO RULES**

(a) These rules shall only be altered by a resolution passed by a two-thirds majority vote at an Annual General Meeting of the Federation.

(b) The President must receive the proposed changes at least 40 days before the meeting.

(c) All proposed changes to be discussed at an AGM must be notified to WEAs and the BDS Committee at least 30 days before the meeting.

(d) No alteration shall affect the charitable status of the Federation.

## **10. CUSTODY OF THE RULES**

(a) The President shall keep a copy of the rules and amendments.

(b) Copies of the rules and amendments shall be available for perusal or supply to members.

- iv) resigns his or her office by notice in writing to the Governance Group, or
  - v) has for more than two meetings been absent from or unrepresented at Governance Group meetings without a prior arrangement with the Governance Group, or
  - vi) ceases to be a member of the WEA or the BDS being represented.
- (i) Power to Delegate
- i) the Governance Group may from time to time appoint Sub-Committees and may delegate any of its powers and duties to any such Sub-Committees or to any person/s. The Sub-Committees or person/s may, without confirmation by the Governance Group, exercise or perform the delegated powers or duties in the same way and with the same effect as the Governance Group itself may have done. Any such Sub-Committee shall have at least one member of the Governance Group as a member
  - ii) any Governance Group Sub-Committee or person to whom the Governance Group has delegated powers or duties will be bound by the objects of the Federation and any terms or conditions of the delegation set by the Governance Group including ensuring adequate reporting
  - iii) the Governance Group will be able to revoke such delegation at will and no such delegation will prevent the exercise of any power or the performance of any duty by the Governance Group.

## 6. FINANCE

- (a) The Governance Group shall control the funds of the Federation consistent with the annual plan and budgetary goals as approved at Annual General Meetings or by the Governance Group.
- (b) Subject to the Powers of the Annual General Meeting, the BDS Committee shall control the funds and assets associated with the activities of the BDS and report regularly to the Governance Group on the affairs, activities and accounts of the Scheme.
- (c) Any other Sub-committees may have such control of funds and assets delegated to them by the Governance Group.
- (d) The financial year of the Federation will be from 1 January to 31 December.
- (e) The Governance Group will decide by resolution the following:
- i) how money will be received by the Federation
  - ii) who will be entitled to produce receipts
  - iii) what bank accounts will operate for the ensuring year, including the purposes of and access to accounts
  - iv) who will be allowed to authorise the production of cheques and the names of cheque signatories
  - v) policy concerning the investment of money by the Federation including what type of investments will be permitted.
- (f) The Treasurer will ensure that true and fair accounts are kept of all money received and expended.

- ii) ensuring that the Federation is appropriately and efficiently managed in accordance with principles approved by the AGM
- iii) ensuring that the interests of all the WEAs and the BDS are represented.

(b) Membership

- i) President
- ii) a representative of the BDS, selected by the BDS Committee
- iii) a representative of each WEA, selected by each WEA
- iv) each WEA and BDS has the right to designate an alternate representative who shall have the same rights as a representative when acting for that person
- v) the Governance Group may co-opt up to two people who have a strong interest in, or a skill set appropriate to, the business of the Federation; any co-opted person will participate without voting rights
- vi) the senior FWEA staff member has membership of the Governance Group without voting rights.

(c) Officers

- i) at the first meeting of the Governance Group following an AGM, the President shall nominate a Vice-President. If the President does not wish to exercise that right, the Governance Group shall appoint the vice-president
- ii) at the first meeting of the Governance Group following an AGM, the Governance Group shall appoint one of its members to act as Treasurer or, failing this, an appropriately qualified and experienced Treasurer shall be co-opted from outside the Group; any co-opted person will participate without voting rights.

(d) Meetings

- i) the Governance Group shall meet at least three times in the period between Annual General Meetings
- ii) meetings may be called at any time by the President.

(e) Quorum

A quorum shall be a simple majority of the voting members.

(f) Resignation of Governance Group member

- i) if the President resigns, the Governance Group shall elect a replacement
- ii) if a WEA or BDS representative resigns, the relevant WEA or BDS shall select the replacement.

(g) Governance Group will ensure that a minute book is maintained which is available to any member of the Federation and which, for each meeting of the Governance Group, records:

- i) the names of those present
- ii) all decisions
- iii) any other matters discussed at the meeting.

(h) Disqualification of a Governance Group Member

The office of member of the Governance Group (including that of any office bearer) shall be vacated if the member:

- i) goes bankrupt or makes any arrangement or composition with his/her creditors generally, or
- ii) becomes of unsound mind,
- iii) or

## 5.2 Annual General Meeting

The Annual General Meeting (AGM) is held within 4 months of the financial year end or as otherwise decided by special resolution of the Federation in a General Meeting and on a date and at a time and place to be fixed by the Governance Group for the following purposes:

- i) to receive the annual report, balance sheet, and statement of accounts for the preceding year
- ii) to appoint the auditor for the following year
- iii) to decide any resolution which is submitted to the meeting
- iv) to attend to general business
- v) to receive reports from the BDS and any other sub-committee of the Federation
- vi) to elect the President; if the AGM is unable to do this it will appoint an acting president who will hold office until the first Governance Group meeting. In such circumstances the AGM delegates the election of the President to the Governance Group at its first meeting. In the event that the Governance Group is unable to elect a president, the Acting President appointed by the AGM shall continue to hold office until a general meeting to elect a president is held
- vii) to approve the strategic plan and any changes to it and to receive reports on its implementation
- viii) to ratify the appointment of the Chair and members of the BDS sub-committee and any other sub-committee established pursuant to the powers contained in clause 4 of this Constitution, such endorsement not to be unreasonably withheld
- ix) to carry out any other business allowed for in this Constitution.

## 5.3 General Meetings

General Meetings may be called by resolution of the Governance Group or by written notice to the Governance Group signed by either any 4 WEA's, or by the BDS and any 3 WEAs, stating the reason for calling the meeting.

## 5.4 Procedure for Annual and General Meetings

- (a) All members are entitled to attend Annual and General Meetings.
- (b) A quorum exists if either 5 WEAs or if 4 WEAs plus the BDS are represented in person.
- (c) Voting
  - i) each WEA and BDS will be entitled to one vote
  - ii) decisions will ordinarily be made by consensus unless the issue being discussed is so divisive as to require a vote. At this time resolution will require a simple majority in a show of hands or a secret poll before a decision is final and binding. The President has a casting but not a deliberative vote.
- (d) All other aspects of procedure applicable to Annual and General Meetings shall be as set out in Federation policy.

## 5.5 Governance Group

- (a) Role
  - i) governing the Federation within the objectives and powers specified in this Constitution

corporates whose activity is connected with or beneficial to the Federation.

(c) Honorary Life Membership: People who have given distinguished service within the Federation may be awarded the title of Honorary Life Member at the discretion of the Annual General Meeting. The Honorary Life Members of the Federation at the time of the adoption of this Constitution are:

1. Noel Parsloe
2. Katherine Peet
3. Claire-Louise McCurdy

(d) Associate Membership: The Federation may at its AGM grant Associate Membership to individuals who, because of geographical location, cannot participate in the activities of existing WEAs, but who support the Aims and Objectives of the Federation.

#### 4.2 Applications for membership

Applications for membership in categories (a), (b), (c) and (d) must be approved by the Annual General Meeting. In the case of affiliates their rules must be approved by the Federation through its Governance Group.

#### 4.3 Conditions of membership

(a) To be considered for membership of the Federation all members must support the aims and objectives of the Federation as stated in clauses 2.1 and 2.2 of this Constitution.

- (b) To be admitted as a member WEA that organisation must
- i) be actively engaged in adult and community education
  - ii) be a body corporate with charitable status registered with the Charities Commission or such similar appointed national body as may be set up to determine charitable status from time to time
  - iii) agree to actively participate in and report to the Federation
  - iv) uphold the FWEA Constitution.

#### 4.4 Termination of Membership

Membership shall be terminated by:

- (a) Voluntary resignation of any member shall be made in writing to the President.
- (b) Expulsion of any member upon three quarters vote of an Annual General Meeting, provided the following procedure is followed:
- i) an opportunity is given to the member to respond to the issues raised in writing, in person or by counsel
  - ii) an opportunity for appeal to the Annual General Meeting is provided
  - iii) upon appeal two thirds of the Annual General Meeting present is in favour of the expulsion.

## **5. STRUCTURE AND ORGANISATION**

5.1 The FWEA Book Discussion Scheme (BDS) is a sub-committee of the Federation that operates under a set of agreed, written conditions, with full delegation of BDS operations to the selected BDS Committee. The BDS has representation at the Annual General Meeting and at General Meetings.

### 3. POWERS

To further the above aims and objectives, the Federation shall have the following powers:

(a) To purchase, lease, hire or otherwise acquire or use any real or personal property.

(b) To enter into and be a party to contracts and agreements.

(c) To sell, let, mortgage or otherwise dispose of or deal with any of the property or assets of the Federation.

(d) To construct, maintain or alter buildings or property of the Federation.

(e) To borrow or raise money by mortgage or in such manner and on such terms as the Federation has agreed to at an Annual General Meeting or General Meeting as suitable for the purpose.

(f) To invest on such terms as may be agreed upon.

(g) The Annual General Meeting has the discretion to determine a levy on WEAs.

(h) To seek and accept and administer grants and donations.

(i) To employ, retain or engage people in paid employment or as servants on contract or as agents.

(j) To establish sub-committees, to delegate to such sub-committees certain activities, and to create rules for the operation of such sub-committees, for example, the BDS.

(k) To make a final ruling on the interpretation of any matter regarding FWEA which may or may not be included in these rules.

(l) To undertake any other lawful activities to implement FWEA aims and objectives.

### 4. MEMBERSHIP

#### 4.1 Categories

There will be four categories of membership:

(a) WEAS and such new WEAs as are admitted to membership by the Annual General Meeting from time to time. The WEAs that are members of the Federation at the time of the adoption of this Constitution are:

1. Auckland Workers' Educational Association Inc.
2. Waitakere City Workers' Educational Association Inc.
3. Kapiti Coast Workers' Educational Association Inc.
4. Hutt City Workers' Educational Association Inc.
5. Wellington Workers' Educational Association Inc.
6. Canterbury Workers' Educational Association Inc.
7. Southland Workers' Educational Association Inc.

(b) Affiliated Organisations: The Federation may at its AGM grant affiliation to body

## 1. NAME

The name of the Society shall be “The Federation Of Workers’ Educational Associations In Aotearoa New Zealand Incorporated / Te Whetereihana O Nga Kaimahi Akoranga O Aotearoa”, referred to as the Federation.

## 2. AIMS AND OBJECTIVES

### 2.1 Principal Objective

The Principal Objective of the Federation is to support the self-governing and independently constituted WEAs which share the common principal objective of the advancement, encouragement, promotion and provision of adult and community education for a just and equitable society in accordance with Te Tiriti o Waitangi / The Treaty of Waitangi.

### 2.2 Working Objectives

To be an effective and efficient national organisation that

- (a) Promotes the values of WEA which include but are not limited to:
  - i) acknowledging the crucial role of life-long education as a means of liberation, expression and realisation for individuals and groups
  - ii) promoting life-long education that strengthens just, equitable and sustainable communities and societies by promoting critical assessment of the social, economic and political processes which affect individuals and communities
  - iii) supporting adults to choose their own tools and pathways to further education, irrespective of past experience or background, either by WEA provision or through effective educational referral
  - iv) practising and promoting participatory democratic processes as tools for an equitable and less marginalised future for all peoples
  - v) supporting educational research that enhances and improves educational provision for adults
  - vi) co-operating with organisations with similar values.
- (b) Oversees the Book Discussion Scheme (BDS) and any other sub-committee of the Federation, in a constructive working relationship.
- (c) Promotes communication among the WEAs and the BDS.
- (d) Provides the means of the WEAs and the BDS getting together for shared purposes.
- (e) Organises and runs an Annual General Meeting.
- (f) Maintains a relationship with IFWEA.
- (g) Carries out any other activities that may be incidental or conducive to the attainment of any of the objects of the Society or the exercise of any of the foregoing powers within New Zealand provided that none of the objects and powers shall be pursued or exercised in a way that would deviate from the charitable nature of the Society.



**THE FEDERATION OF WORKERS' EDUCATIONAL ASSOCIATIONS  
AOTEAROA NEW ZEALAND INC**

**TE WHETEREIHANA O NGA KAIMAHI AKORANGA  
O AOTEAROA**

# **CONSTITUTION**

**[As passed at AGM 1 April 2007]**