

1.1 CONSTITUTION AND RULES



CONSTITUTION AND RULES

(These rules rescind all previous rules)

TABLE OF CONTENTS

1	Constitution	10	Composition of the National Executive
2	Name	11	Management by the National Executive
3	Objects	12	Registered Office
4	Powers	13	Execution of Documents
5	Membership	14	General Meetings
6	Admission of Members	15	Alteration of Rules
7	Subscriptions	16	The Annual Conference of the Federation
8	Cessation of Membership	17	Standing Rules
9	Readmission of former Members	18	Winding Up

1 Constitution

- 1.1 The Federation was incorporated at Wellington on 28 August 1992.
- 1.2 These rules were adopted by way of amendment on 9 September 2025.

2 Name

- 2.1 The name of the Federation is **New Zealand Principals' Federation - Ngā Tumūaki o Āotearoa Incorporated** ("the Federation").

3 Objects

- 3.1 The primary objects of the Federation are to:
 - (a) Respect and honour the principles of Te Tiriti o Waitangi in the context of the objects of the Federation;
 - (b) Uphold the status of the principal as the school leader;
 - (c) Examine the developing needs of Members individually and collectively, and respond appropriately;
 - (d) Promote the development of Members' professional leadership and management skills;

- (e) Ensure recognition as a professional organisation actively representing the special interests of Members;
- (f) Maintain liaison with relevant organisations and stakeholders;
- (g) Represent and promote the interests of members of the Federation, and
- (h) Do any act or thing incidental or conducive to the attainment of any of the above objects.

4 Powers

4.1 In addition to its statutory powers, the Federation:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient;
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
- (c) May invest in any investment in which a trustee might invest;
- (d) Shall have the power to borrow or raise money by debenture, bonds, mortgage and other means, with or without security, but such borrowing powers shall not be exercised other than by the specific resolution of the National Executive, and
- (e) Subject to these rules and to the Incorporated Societies Act, shall have the rights, powers and privileges of a natural person.

4.2 Notwithstanding any other provision, the Federation shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member.

4.3 Any transactions between the Federation and any Member, Officer or Member of the National Executive, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Federation would deal with third parties not associated with the Federation, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed;
- (b) Reimbursement of expenses properly incurred;
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5 Membership

5.1 The classes of membership and the method by which members are admitted to different classes of membership are as follows:

(a) **Full Member**

A Full Member is an individual admitted to membership under Section 6 who has not ceased to be a Member under any other Rule.

(b) **Life Member**

A Life Member is a person honoured by the Federation following retirement from the profession in recognition of an exceptional and meritorious contribution to the New Zealand Principals' Federation, school leadership and education. Life Membership may be awarded to Past Presidents of the Federation, National Executive Members, ordinary or other recognised educational professionals whom, following nomination from the Membership, the Awards Committee maintains is worthy by deed or example of such recognition and is subsequently ratified by the National Executive.

A Life Member shall have all the rights and privileges of a Full Member and shall be subject to all the duties of a Full Member except:

- may not stand for Election to the National Executive, or nominate or second a candidate for election to the National Executive;
- the payment of subscriptions and all rules under Sections 7 & 8 herein.

5.2 Every Full Member shall advise the National Office of any change of address.

5.3 The National Office shall keep a membership register recording members' names, addresses and other salient details as determined from time to time by the National Executive.

5.4 All members shall promote the interests and the objects of the Federation and shall do nothing to bring the Federation into disrepute.

5.5 A copy of this constitution shall be provided on request.

5.6 The following awards may be conferred on Members according to the policies and procedures of the Federation: Life Membership, Associate of the Federation and Service with Distinction.

5.7 Complaints & Dispute Resolution

(a) Definitions

For the purposes of this clause:

- A "dispute" means a disagreement or conflict between: members and members, members and officers, officers and the NEW ZEALAND PRINCIPALS' FEDERATION - NGA TUMUAKI O AOTEAROA INCORPORATED (NZPF) , or similar combinations, where the disagreement involves alleged misconduct, breach of duty under this Constitution or the Act, or damage to member(s)' rights or interests.
- A "complaint" is a procedural step initiated by a member, officer, or NZPF itself, in accordance with this clause, to resolve a dispute.

(b) Notification of Complaint

1. A member or officer may initiate a complaint by delivering a written notice to the NZPF Executive (or a designated Complaints Subcommittee), stating:

- that the party is initiating a dispute resolution process,
- the nature and essence of the alleged misconduct or breach, 43
- the identity of the respondent, and ○ any supporting particulars reasonably required to allow a response.

2. The New Zealand Principals Federation may itself initiate a complaint against a member or officer via similar written notice, outlining allegations and relevant particulars

(c) Preliminary Assessment

On receipt of a valid complaint, the NEW ZEALAND PRINCIPALS' FEDERATION - NGA TUMUAKI O AOTEAROA INCORPORATED National Executive or Subcommittee must promptly assess whether it falls within this clause's jurisdiction and determine any immediate procedural steps, including whether to offer alternative resolution pathways (e.g. mediation, tikanga-based practice, facilitation)

(d) Dispute Resolution Procedures (Schedule 2)

The NEW ZEALAND PRINCIPALS' FEDERATION - NGA TUMUAKI O AOTEAROA INCORPORATED adopts the procedures set out in Clauses 2–8 of Schedule 2 of the Act, which are deemed consistent with natural justice and include:

1. How the complaint is filed and acknowledged;
2. The respondent's right to respond in writing and receive evidence;
3. Provision for hearings and right to be heard;
4. Timeframes for various stages;
5. Fair decision-making process;
6. Issuance of a written decision with reasons.

The society may add further procedural steps or modify formatting, provided they remain consistent with those principles

(e) Types of Resolution

The Constitution requires or allows disputes to proceed via:

- Consensual resolution (e.g. mediation, tikanga-based facilitation), or
- Determinative resolution (e.g. arbitration under the Arbitration Act 1996), either as mandatory or optional routes, depending on dispute type.

(f) Confidentiality & Appeal Rights

All dispute processes must be treated as confidential, with records kept secure and only disclosed as required by law. The procedures may include limited internal appeal rights to a higher internal body or unrelated subgroup, as consistent with natural justice.

6 Admission of Members

- 6.1** Applicants for Membership as Full Members shall complete any application form provided by the National Executive and supply such information as may be required by the National Executive.
- 6.2** Membership applications may be considered by the National Executive who may interview representatives of an applicant Full Member.
- (a) The National Executive shall have discretion whether or not to admit a Membership applicant and shall advise the applicant of its decision.
- 6.3** Only principals of Āotearoa New Zealand schools who hold a Current New Zealand Teachers Full Practising Certificate shall be eligible for Membership under Section 5.1 (a)

7 Subscriptions

- 7.1** The annual subscription to the Federation shall be set by resolution of the Annual Meeting.
- 7.2** Any Member failing to pay the annual subscription by 25 August in the year to which the annual subscription relates, shall be considered as unfinancial and shall have no membership rights.

8 Cessation of Membership

- 8.1** Any Member may resign from membership by written or electronic notice to the National Office, and each such resignation shall take effect immediately.
- 8.2** The National Executive may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt or reaching a compromise with creditors pursuant to Part 14 of the Companies Act 1993

9 Readmission of Former Members

- 9.1** Any former Member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the National Executive.

10 Composition of the National Executive

- 10.1** The following shall be elected biennially:
- (a) A President
- (b) A Vice-President
- (i) Nomination to the Office of President and Vice President is restricted to current National Executive Members who have served a minimum of 2 years (1 term) on the NZPF National Executive, at the time of nomination
- (ii) Upon completion of the two-year term as President, the President shall remain an officer as the Immediate Past-President for one year
- 10.2** 10.2 The following shall be elected biennially from the Members of the Federation:

- (a) One (1) Executive Member, Tumuaki Māori, who holds a current New Zealand Teachers Full Practising Certificate and is nominated and elected by the Tumuaki Māori Roll.
- (b) Eleven (11) National Executive Members who hold a current New Zealand Teachers Full Practising Certificate

10.3 The NZPF National Executive Shall Comprise:

The President, Vice President and eleven (11) executive members, together with the Immediate Past President (President prior to the current President) and the Tumuaki Māori shall be the Federation's National Executive and shall be known as the "National Executive".

10.4 The newly elected National Executive shall appoint members from amongst their number to positions of responsibility including:

- National Secretary - will oversee the recording of all minutes of all annual, general and other meetings and proceedings as directed by policies and procedures of the Federation and all such minutes, when confirmed by the next such meeting and signed by the Chairperson of that meeting, shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting; will oversee that a record of all such minutes is retained by the National Office; The National Secretary shall oversee the process for the election of the National Executive and the election of the Tumuaki Māori Executive Member and shall perform such duties as directed by the National Executive.
- Finance Convener - will oversee that systems are in place for receiving, recording and banking of all monies received by the federation, paying all amounts as approved by the National Executive; ensuring that each year a Budget for the Income and Expenditure of the funds of the Federation is introduced, discussed and accepted; ensuring that accurate records of the financial transactions of the Federation are kept and arranging for final accounts to be prepared for presentation to the Annual Meeting and at the Annual Meeting, appointing of an auditor (who is a member of the Institute of Chartered Accountants and not a Member of the Federation) to audit the annual accounts of the Federation and provide a certificate of correctness of the same.

10.5 The President (and, in the absence of the President, the Vice-President or Immediate Past President) shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Federation.

10.6 The election of Officers and the National Executive shall be conducted as follows:

- (a) Written nominations for nominees under Rule 10.1-10.3, accompanied by the written consent of each nominee, shall be received by the National Office from 1 May and up to and including 5 August.
- (b) The National Secretary shall oversee the establishment of an Electoral Roll of financial Members and oversee that the roll is sent to the independent NZPF Election Administrator by or on 1 September, together with the electronic ballot material, listing all Officer and National Executive nominees alphabetically, including such information as may be supplied to the National Office by or on behalf of each nominee in support of the nomination, including a digital passport-type photograph and a statement not exceeding 200 words.
 - (i) The National Secretary shall oversee the establishment of a Tumuaki Māori Electoral Roll of Tumuaki Māori financial Members and ensure that the roll is sent to the independent NZPF Returning Officer by 1 October. This roll shall be accompanied by electronic material listing all nominees alphabetically, including a digital passport-type photograph and a statement not exceeding 300 words.
 - (ii) To be eligible to be on the Electoral Roll, members of the Federation, including the Tumuaki Māori Electoral Roll, must have paid their subscription fees by 25 August.
- (c) During September three email reminders will be sent to members reminding them to complete e-voting.
- (d) No e-voting return will be accepted after noon 20 September.

- (e) Results of the NZPF elections, excluding the Tumuaki Māori position, shall be processed by the Returning Officer and forwarded to the current President via the National Office, who shall declare the results no later than 24 September.

Results of the NZPF Tumuaki Māori election shall be processed by the Returning Officer and forwarded to the current President via the National Office, who shall declare the results no later than 1 December.

- (f) In the event of a tied vote for National Executive Members (excluding the Tumuaki Māori Member), the tie shall be resolved by the current National Executive.

In the event of a tied vote for the Tumuaki Māori Member, the tie shall be resolved by the Members listed on the current NZPF Tumuaki Māori Roll.

- (g) If there are insufficient valid nominations received under sub rule (a) above, but not otherwise, the National Executive may co-opt from the Federation Membership.
- (h) Any complaint concerning the election process or results must be received in writing by the National Secretary no later than 10 October.
- (i) At the last National Executive meeting of the year, the National Secretary shall table an election report.

10.7 Vacancies

- (a) If a vacancy in the position of President occurs, that vacancy shall be filled first by the next highest polling presidential candidate (if there is one); or secondly, by the Vice President (if agreeable) or thirdly, by the National Executive from within the National Executive.
- (b) If a vacancy in the position of Vice President occurs, that vacancy shall be filled first, by the next highest polling vice-presidential candidate (if there is one); or secondly, by the National Executive from within the National Executive
- (c) If a vacancy in the position of National Secretary, or Finance Convener occurs, that vacancy shall be filled by the National Executive from within the National Executive.

10.8 Other Vacancies

- (a) If a vacancy occurs within the elected positions on the National Executive, excluding the Tumuaki Māori position, and outside those positions contained in clause 10.7, the Executive shall appoint the next highest polling candidate. If no such candidate exists, the Executive may co-opt a Member for the remainder of the term.
- (b) If a vacancy occurs for the Tumuaki Māori elected position on the National Executive, the Members of the NZPF Tumuaki Māori Roll shall appoint the next highest polling candidate. If no such candidate exists, the Members of the Tumuaki Māori Roll may co-opt a Tumuaki Māori Member for the remainder of the term.

10.9 Any officer or other Member of the National Executive may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two thirds majority of those present and voting.

10.10 Any Member of the National Executive who:

- (a) Gives notice of resignation in writing; or
- (b) Absents themselves from three (3) consecutive meetings of the National Executive without leave or sufficient reason; or
- (c) Dies, or ceases to be a Member of the Federation as defined in this constitution; or
- (d) Becomes bankrupt or is convicted of any indictable offence as defined by the Crimes Act 1961 and its subsequent amendments; or
- (e) Becomes mentally disordered or a protected person in terms of the Personal and Property Rights Act 1988; or
- (f) Takes up employment or secondment outside of school for more than twelve consecutive weeks;

Shall ipso facto cease to be a Member of the National Executive and his/her position for the balance of their term shall be filled by the National Executive in the manner herein provided.

11 Management by the National Executive

- 11.1** From the 1st day of January to the 31st day of December the Federation shall be administered, managed and controlled by the National Executive, which shall be accountable to the Members for the implementation of the policies of the Federation as approved by any General Meeting.
- 11.2** Subject to these Rules and the resolution of any General Meeting, the National Executive may exercise all the Federation's powers, other than those required by statute or by these Rules to be exercised by the Federation in General Meeting.
- 11.3** The National Executive shall meet at least eight times a year (but need only meet once in the December/January period) at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or National Secretary.
- 11.4** All National Executive meetings shall be chaired by the President or in the President's absence by the Vice-President or Immediate Past President or in the absence of all three of them by some other National Executive Member elected for the purpose by the meeting and any such chairperson shall have a deliberative and casting vote.
- 11.5** The National Executive may co-opt any Member to the National Executive for a specific purpose, or for a limited period, or generally until the end of the current term of the National Executive.
- 11.6** The quorum for National Executive meetings is half plus one.
- 11.7** Only National Executive members elected under Rule 10.1 or 10.2 (a) or 10.2 (b), or appointed under Rule 10.8 (a) or 10.8 (b), or co-opted under Rule 10.6 (g) or 11.5, who are present in person or via digital means, shall be counted in the quorum and entitled to vote.
- 11.8** The National Executive may appoint subcommittees consisting of such persons (whether Members of the Federation or not) and for such purposes as it thinks fit. Unless otherwise resolved by the National Executive:
 - (a) The quorum of every subcommittee is half the Members of the subcommittee,
 - (b) No subcommittee shall have power to co-opt additional Members,
 - (c) No subcommittee may commit the Federation to any financial expenditure without express authority, and
 - (d) No subcommittee may delegate any of its powers
 - (e) A subcommittee must report to the National Executive to have motions ratified
- 11.9** The National Executive and any subcommittee may act by resolution approved by a simple majority of the Members present or participating by digital means
- 11.10** The National Executive from time to time may make and amend Standing Rules, regulations, bylaws and policies for the conduct and control of Federation activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies shall be provided to any Member on request.
- 11.11** The President (and in the absence of the President the Vice-President) shall, in addition to all other duties described in these rules, generally supervise and direct the affairs and business of the Federation.
- 11.12** Other than as prescribed by statute or these Rules, the National Executive may regulate its proceedings as it thinks fit.
- 11.13** Members:
 - (a) Of the National Executive excepting the President, shall receive an honoraria as set by resolution of the National Executive.

- (b) Of the National Executive and of subcommittees shall be entitled to be reimbursed by the Federation for any reasonable actual expenses incurred by them on behalf of the Federation as approved by resolution of the National Executive.

11.14 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the National Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.

11.15 The National Executive may employ any person or company to administer or manage the affairs of the Federation.

11.16 Indemnity for National Executive:

- (a) No Officer or Member of the National Executive shall be liable for the acts or defaults of any other Officer or Member of the National Executive or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.
- (b) The Officers, National Executive and each of its 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 willful default.

12 Registered Office

12.1 The Registered Office of the Federation shall be at such place as the National Executive from time to time determines.

13 Execution of Documents

13.1 The Common Seal of the Federation shall be retained by the President at the National Office of the Federation.

13.2 Documents shall be executed for the Federation pursuant to a resolution of the National Executive:

- (a) By affixing the Common Seal witnessed by the President or Vice-President and countersigned by some other Member of the National Executive, or
- (b) Where the document is not required by statute to be executed under common seal, by the President or Vice-President and some other Member of the National Executive signing on behalf of the Federation.

14 General Meetings

14.1 The Annual General Meeting shall be held in conjunction with the Annual Conference and no later than 31 October in each year at a time and place fixed by the National Executive.

14.2 Special General Meetings may be called by the National Executive or by written requisition to the National Secretary signed by not less than a quarter of the financial members.

14.3 At least 14 clear days before any General Meeting the National Secretary shall through the National Office send electronically to all Members and Life Members, notice of the business to be conducted at the General Meeting (including in the case of Annual Meetings, copies of the Annual Report, Statement of Accounts, notice of any motions and the National Executive's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.

14.4 General meetings may be attended by all members of whatever class of membership, but only financial Members and Life Members are entitled to vote.

14.5 Proxy voting shall not be permitted at any General Meeting.

14.6 All General Meetings shall be chaired by the President or in the President's absence by the Vice-President or Immediate Past President or in the absence of all three by some other National Executive Member elected for the purpose by the meeting and any such chairperson shall have a deliberative and casting vote.

14.7 Voting

- (a) Votes shall be exercised as follows:

- (i) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairperson or of any financial or Life Member present, by secret ballot, and on any secret ballot each financial or Life Member shall be entitled to one vote.
- (ii) Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
- (iii) To determine any issue already lawfully before a General Meeting (including any amendment to these Rules) the meeting may resolve to hold an electronic ballot of its Members.
- (iv) To determine any issue (including any amendment to these Rules) the National Executive may resolve to hold an electronic ballot of its Members.
- (v) In respect of electronic ballots held under this Rule:
 - Only financial and Life Members may vote in any ballot,
 - The resolution to hold an electronic ballot shall set a closing date and time for ballots to be received by the National Office, but the closing date shall be no earlier than a fortnight after the date the electronic ballot material is sent out to financial and Life Members (excluding the date of sending),
 - In respect of any motion to amend these Rules by electronic ballot, the motion shall be accompanied by reasons and recommendations from the National Executive and such motion must be passed by a two-thirds majority of those voting,
 - The National Secretary shall declare the result of the electronic ballot, and
 - The result of any electronic ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- (b) A resolution passed by the required majority at any General Meeting or by electronic ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted in the electronic ballot.

14.8 The business of the Annual Meeting shall be:

- (a) Minutes of the previous General Meeting(s),
- (b) Annual Report of the National Executive, (President)
- (c) Statement of Accounts,
- (d) Motions of which notice has been given,
- (e) General business.

14.9 Any Member wishing to give notice of any motion for consideration at the Annual Meeting shall forward written notice of the same to the National Secretary not less than 60 clear days before the date of the meeting. The National Executive may consider all such notices of motion and provide recommendations to Members in respect thereof.

15 **Alteration of Rules**

- 15.1** These rules may be amended or replaced by resolution at an Annual Meeting passed by a two-thirds majority of those Members present and voting.
- 15.2** At least 14 clear days before the Annual Meeting at which any such proposal is to be considered the National Office shall send electronically to all financial and Life Members notice of the proposed motion, the reasons for the proposal and any recommendations from the National Executive in respect thereof.
- 15.3** Copies of every such alteration, addition, amendment or decision shall be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Act.

16 **The Annual Conference of the Federation**

- 16.1** (a) The New Zealand Principals' Federation Annual Conference will be organised according to policy and procedure as directed by the National Executive.

17 Standing Rules

- 17.1** (a) Standing Rules shall be published annually in any Annual Meeting documentation and shall be altered according to the directions stated therein.
- (b) Policy and Procedures shall be held at National Office for examination by members and may be altered by resolution of the National Executive.

18 Winding up

- 18.1** The Federation may be wound up under the provisions of the Incorporated Societies Act 1908.
- 18.2** If the Federation is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes in New Zealand as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any Member.

This '**Constitution and Rules**' was adopted at the Annual General Meeting of the New Zealand Principals' Federation (Incorporated) held in Wellington on September 9, 2025.

Printed and Published by Order of the National Executive.