



## Minutes

### NZACE Inc. Annual General Meeting

#### Held by Zoom

Wednesday, 22 April 2020 at 12 noon

#### Present:

Institutional members: Jenny Fleming, Sally Rae, Sonja Gallagher, Patricia Lucas, Yvonne Wood (AUT); Regan Cotter, Tom Hartley (EIT); Andy Martin (Massey University); Denisa Hebblethwaite (UNITEC); Alvin Yeo, Clare Hewins, Hayley Ferrier-Kerr, Jen McNeill, Jewal Morrison, Karsten Zegwaard, Natalie Kusabs, Sandy Muller (University of Waikato); Carine Stewart, Ewa Kusmierczy (& Universities NZ Group), Matt Stevens (University of Victoria Wellington); Klaus Reiter (Wintec).

Individual members: Chantal Arpe; Karen Vaughan; Kim Park; Katharine Hoskyn.

**Chair:** Jenny Fleming

**Minutes:** Yvonne Wood

#### 1. Welcome and apologies

##### Welcome:

The chair welcomed members to the meeting.

The chair noted that the meeting was being recorded purely for the purpose of assisting with the minutes. She suggested that people contribute by “chat” function of Zoom if they did not wish to have their voice recorded

Apologies: Simon Lowe

#### 2. Confirmation of minutes of previous meeting of 2019

Moved that the minutes of the AGM 16th April 2019 be accepted

**Moved:** Tom Hartley

**Seconded:** Karsten Zegwaard

**Carried:** 20 (95%) Yes, - No, 1 (5%) Abstain  
(Poll #4)

##### Matters Arising/Notes:

Matthew Stevens present at 2019 meeting but not recorded (this has been amended on minutes)

Accounting Software Proposal: After consultation, a full accounting package was found to be surplus to our needs, therefore it was more effective to take onboard the assistance of a retired accountant (with GST experience).

#### 3. Reports

##### 3.1 Chair's Report

read by Jenny Fleming then moved to be accepted

**Moved:** Jenny

**Seconded:** Tom

**Carried 22 (100%) Yes, - No, - Abstain**  
(Poll #5 – TIME 12.09)

Karsten added Jenny had also received the Ralph Tyler Award from the CEIA in the United States, for outstanding and distinguished achievement. This is to be formally recognised in next year's report.

### 3.2 Treasurer's Report

read by Katharine Hoskyn then moved to be accepted

**Moved:** Katharine Hoskyn      **Seconded:** Denisa Hebblethwaite  
**Carried 22 (100%) Yes, - No, - Abstain**  
(Poll #6 – TIME 12.22)

**ACTION:** Jenny to follow-up WACE – institutional membership for 2020

## 4. Elections for 2020 – from 12.25

### 4.1. Office Bearers (President, Vice-President, Secretary, Treasurer)

		<b>Nominated</b>	<b>Seconded</b>	<b>Vote</b>
<b>President</b>	<b>Jenny Fleming</b>	Katharine	Andy	22 (100%) (Poll #9)
<b>Vice President</b>	<b>Karsten Zegwaard</b>	Tom	Karen	22 (100%) (Poll #10)
<b>Secretary</b>	<b>Yvonne Wood</b>	Jenny	Klaus	21 (100%) (Poll #11)
<b>Treasurer</b>	<b>Katharine Hoskyn</b>	Denisa	Tom	20 (100%) (Poll #12)

### 4.2. Executive Board Members (up to eight members or number as agreed as AGM)

<b>Name</b>	<b>Nominated</b>	<b>Seconded</b>
<b>1. Andy Martin</b>	Tom	Karsten
<b>2. Karen Vaughan</b>	Katharine	Andy
<b>3. Regan Cotter</b>	Klaus	Tom
<b>4. Klaus Reiter</b>	Yvonne	Regan
<b>5. Tom Hartley</b>	Regan	Matt
<b>6. Matt Stevens</b>	Klaus	Katharine
<b>7. Carine Steward</b>	Katharine	Karen
<b>8. Ewa Kusmierczyk</b>	Carine	Jenny
<b>9. Sandy Muller</b>	Karsten	Natalie
<b>10. Chantal Arpe</b>	Katharine	Karen
<b>11. Denisa Hebblethwaite</b>	Tom	Regan
<b>12. Patricia Lucas</b>	Katharine	Karsten
<b>13. Gina Robertson</b>	Katharine	Carine
<b>14. Otago/Canterbury - tba</b>		

Approval of all nominations for Executive Board

**Moved:** Katharine Hoskyn      **Seconded:** Denisa Hebblethwaite  
**Carried 22 (100%) Yes, - No, - Abstain**  
(Poll #13)

Grateful thanks were extended to Kim Park, who had advised prior to the meeting that she was not able to stand for election to the Board. Many thanks for her contribution over the past years.

## 5. Conference 2021

**Location: Hamilton, co-hosted by the University of Waikato and Wintec**

Tentative dates: 28-30th April 2021

Karsten & Klaus: Plan to duplicate the plans from the postponed conference from 2020 and tentatively book now

## 6. Notices of motion

a) Changing organisation name to

Work-Integrated Learning New Zealand Incorporated (WILNZ Inc)

**MOTION 1: That the association change its name from the New Zealand Association of Cooperative Education Incorporated to Work-Integrated Learning New Zealand Incorporated.**

**Moved by:** Jenny Fleming

**Seconded by:** Karsten Zegwaard

**Motion carried = 21 (100%) YES / - No / - Abstention.**

(Poll #1 – TIME 12.53)

*Discussion / Notes: This change brings the association in line with terminology that it now accepted nationally and internationally. The full rationale for the change of name was given in an email to members on 22 November 2019. The survey showed extremely strong support for the change of name. The use of WIL reflects global changes, including IJWIL and CEWIL Canada.*

b) Fellowship of the organisation

**MOTION 2: That the association establish a Fellow Award for outstanding academic contribution to the Work-Integrated Learning community on recommendation of the Executive Board and approved at a General Meeting**

**Moved by:** Jenny Fleming

**Seconded by:** Andy Martin

**Motion carried = 19 (100%) YES / - No / - Abstention.**

(Poll #2 - TIME: 12.58)

*Discussion / Notes: A number of other organisations have this as a way of recognising contributions to the academic field and providing an inspiration to other academics, students and globally.*

## 7. Notice of motion to change the constitution

Changes to the constitution to enact items a) and b) and other changes arising from review of the constitution

**MOTION 3: That the constitution of the New Zealand Association of Cooperative Education Incorporated be changed to read as in the attached file named NZACE Inc/WILNZ Inc 2020 Modified Constitution**

**Moved by:** Jenny Fleming

**Seconded by:** Katharine Hoskyn

**Motion carried = 20 (100%) YES / - No / - Abstention.**

(Poll #3 – TIME: 13.00min)

## 8. General Business

### 8.1 Nomination for honorary life membership – Katharine Hoskyn – Joined in the 1990's

**Nominated** by Jenny Fleming

**Seconded** by Carine Stewart

**Carried** 20 (100%) Yes, - No, - Abstain  
(Poll #7)

Katharine has made significant contribution to NZACE. She has been a member for over 20 years and has held numerous positions including President, secretary and treasurer, as well as organising several conferences. She highly deserves this acknowledgement of her contribution.

### 8.2 Nomination for Richard Coll and Karsten Zegwaard to become Fellows of NZACE/WILNZ

Professor Richard Coll and Karsten Zegwaard have shown sustained excellence in contribution to NZACE, APJCE/IJWIL and on a national and international level with writing in journals, the international handbook and overall academic inspiration.

**Nominated** by Andy Martin

**Seconded** by Jenny Fleming

**Carried** 21 (100%) Yes, - No, - Abstain  
(Poll #8 – TIME 13.06)

#### Documents attached

- i. Presidents report to NZACE AGM 2020
- ii. 2020 Financial Statements for the Year ended 31 December 2019
- iii. Amended Constitution with Summary of changes

**MEETING OFFICIALLY CLOSED at 13.13pm**

## Presidents Report to AGM of NZACE Inc: 22 April 2020

I am pleased as the President of NZACE to present this report that covers the activities for 2019.

Over the last year, the importance of WIL and the role of NZACE nationally and globally has been clearly evident. Early in 2019 the Deputy Vice Chancellors Committee (Academic) of Universities New Zealand decided they needed an advisory group for WIL. Five members of NZACE (Andy Martin, Karsten Zegwaard, Carine Stewart, Kath Hay and myself) were appointed by their universities to this group, also indirectly providing NZACE with a voice. We were able to contribute significantly to the development of a Universities NZ strategic framework for WIL and able to have some input into the place of WIL in the draft Tertiary Education Strategy. It is great that we have had opportunities to create some influence at a political and government level.

Later in the year, NZACE nominated Regan Cotter for the working group on work based learning for the new NZ Institute of Skills and Technology. This was an important connection for us to have as they developed this new entity. Thanks Regan for all your hard work and for providing us with a voice in this forum.

In the global setting, in August on behalf of NZACE, I signed the first Global Charter for Co-op and Work-Integrated Education. The charter formalises a commitment to increase the number and quality of partnerships between students, industries and universities around the world. NZACE was one of the 50 initial signatories of the agreement, along with Massey University and the University of Waikato, at the World Association of Co-operative Education conference, hosted by the University of Cincinnati, United States. Over the coming year, we look forward to finding ways for NZACE to make a contribution to the goals of the charter.

The Executive Board of NZACE met face to face in Wellington in August and determined some key strategic priorities for the rest of the year. A key agenda item was whether the name NZACE was still appropriate in the changing landscape in New Zealand and globally. There is a lot of history associated with the name NZACE and this was acknowledged. After a robust discussion and some possible suggestions, it was decided to seek the views of our membership as well as examining what was happening internationally. The results of the survey, that many of you completed, provided us with a clear direction that a name change was deemed appropriate. Thank you to all who participated and gave your feedback. A motion for the name change to Work-Integrated Learning New Zealand will be put to a vote later in this meeting.

As part of the executive board we have key working groups that include Sponsorship and external relationships; Website and IT; Communication; and Professional Development and Research. I will summarise some key activities in these areas.

Sponsorship is an important part of our income to enable us to keep membership fees at a reasonably low level. In 2019 we continued our sponsorship from Massey University and we thank Massey for this ongoing support. Other sponsors for 2019 were Catalyst, who provide the software Mahara, and Quantum IT who represent InPlace software. Unfortunately, with our conference postponed this year, we have been unable to thank our sponsors in the usual way at the conference, but I would like to provide our sponsors with a special acknowledgement at this meeting. Thank you for your support. We are always looking for new sponsorship opportunities so we can expand our activities, so if any members have contacts that they would like to share please get in touch with one of the executive.

Being connected with other National Associations for WIL is important for gaining a global perspective. As President of NZACE, I connect regularly via video conferencing with National Associations in the UK, Canada, US, Thailand, Japan, South Africa and Australia through our WACE National Association committee. I also sit on the Board of directors for WACE and have been able to provide input to a number of changes proposed to the way that WACE will operate in the future. Our close association with ACEN is valuable as we share resources and professional development activities, and it has been great to see so many NZACE members at our combined NZACE /ACEN webinars.

During 2019 we made further progress on developing Institutional Memberships, rather than individual membership. We now have the following as Institutional members: AUT, EIT, Massey University, Unitec, University of Waikato, Victoria University Wellington, and Wintec. Earlier this year University of Canterbury, and Weltec/Whiterea also became institutional members. Institutional membership enables anyone from that institution to be a member under the one membership fee. For those members present here at the AGM from institutions that are not yet Institutional members please contact one of the executive for further information about this process.

Communication is an important part of any organisation. A big thanks to Tom Hartley, for developing our website and to Matt for taking over the maintenance of this. Thanks to Regan Cotter and Katharine Hoskyn for looking after the newsletter and also to

Katharine and Yvonne Wood for email communication to and from members. We are keen to keep you up to date with news, so if any you have items of interest for the web or newsletter, please make sure that you forward this to us using the NZACE email address or contacting one of the executive.

The conference is always a highlight of the year, providing us with opportunities to network together and hear about the latest research and developments. The 2019 conference was held in Wellington with an appropriate opening by the Honourable Grant Robertson. The political theme continued with updates on the Review of Vocational Education (ROVE) which was being completed at the time, followed by our conference dinner being held at the Beehive. The conference abstracts and proceedings, along with some photos have been displayed on the NZACE website. For 2020, it was a tough decision initially to postpone our conference, but we look forward to being in Hamilton in 2021 instead. We hope you will all be able to join us.

In 2019 we offered a webinar for members on Risk in Work Integrated learning presented by Craig Cameron from Griffith University in Australia. He discussed concepts and practices around managing risk in WIL and provided some great insights and also resources that he was happy to share. The links for these are on the website. As mentioned earlier, we also combine with ACEN for webinars and also for their 'Research Conversations' sessions so keep an eye out for these opportunities in our newsletter communications. Recently, although not related to 2019, Carine and Andy along with our colleagues at ACEN, have been offering a range of webinars related to Covid -19. Thanks so much for helping to facilitate these for us all. If you have topics that you think would be of interest to our members, we are keen to expand the webinar series. Please come and share your ideas.

NZACE provides the financial support for the International Journal of Work-integrated Learning. Dr Karsten Zegwaard continues in the role of Editor-in Chief and is supported by Associate editors Dr Anna Rowe (University of New South Wales, Australia) and Judene Pretti (University of Waterloo, Canada). A special thank you to Karsten for his ongoing hard work, and thanks to the editorial board and reviewers for all their efforts to ensure that the journal remains a high quality publication. I big thanks to our copy editor Yvonne, who does an amazing job behind the scenes.

As part of a combined professional development initiative, Karsten, Katharine Hoskyn and myself are involved with the Global WIL course that is offered through NZACE, ACEN, CEWIL and Vila (Sweden). In 2019, this online course included three modules concurrently for 8 weeks – Global perspectives of theory and practice, Industry engagement and Quality Assurance. This year, 2020, they are continuing to offer these modules, as well as an additional module on Assessment in WIL. If you are looking for professional development opportunities, some of these module will be available to start later in the year and the details will be on our website.

It is pleasing to be able to acknowledge the international recognition gained by two of our members in 2019. In particular, I acknowledge Dr Karsten Zegwaard who was awarded the James Wilson Award by the Cooperative Education and Internship Association based in the US. This award was for outstanding contributions to research. I also would like to acknowledge Associate Professor Kath Hay, firstly on her appointment as an Associate Professor and also for receiving the annual Social Work Field Placement Recognition Award from the Australia New Zealand Social Work and Welfare Education and Research Association. She is only the second new Zealander to receive this award. Congratulations to you both. If others have received awards that we may not be aware, my apologies, but please make sure you share these with us in the future so we can promote your achievements on our website.

Finally, a big thanks to the Executive board for all their hard work this year, in particular in the way they have come together to provide good debate and discussion on the future of NZACE as an association. Thanks also to all the members that make NZACE a great organisation to be part of.

This concludes my report on the activities of NZACE for 2019.

*Dr Jenny Fleming*

*22 April 2020*

**New Zealand Association for Cooperative Education Incorporated (NZACE Inc)**  
**Notes for the Financial Statements for the Year ended 31 December 2019**

Attached are the Financial Statements for 2019: Statement of Income and Expenditure and Statement of Assets and Liabilities. A comparison with the previous year is shown.

The philosophy of NZACE Inc is that the running expenses and standard conference costs should be covered by subscription and conference income. Special costs and development costs related to conference such as speakers is covered by sponsorship. The costs associated with the journal are regarded as development costs and funded from sponsorship for special issues of the journal and our asset base, if needed. Apart from income close to the end of the financial year, NZACE Inc uses cash basis for accounting (recognizing income and expenditure in the period in which the funds are received/paid).

By the end of 2019, NZACE Inc had Net Assets of \$47,419. Part of this sum stems from the surplus and subsequent interest from an Asia-Pacific Conference held several years ago, which is regarded as a development fund.

In 2019 the standard running of NZACE Inc and conference shows a surplus of \$10,530. However last year Massey University paid its membership and sponsorship for two future years. Even without this sponsorship income, the income covered the running expenses for last year and most of the cost of the International Journal of Work-Integrated Learning (IJWIL).

The payments and receipts for IJWIL are shown separately to conference and running expenses. The cost of the journal is regarded as a development cost. Costs were on a par with previous years. Sponsorship for the WACE special issue was received.

**2019 key points:**

Key points of note for 2019 are:

- a) We are appreciative of our sponsors. Ongoing sponsorship and support is received from Massey University and Catalyst. These two organisations have profile at our conferences in recognition of their support. For 2019 conference our conference received sponsorship from Quantum IT (InPlace).
- b) With higher attendance, the costs and income from 2019 conference were higher than the previous year.
- c) At the end of 2019, we had seven institutional members (One additional institutional member compared with the previous year).
- d) We paid for accounting work in 2019 (shown as administration in the accounts).
- e) High attendance at our Executive Board meeting.
- f) Institutional membership of WACE was again taken out which enables all our members to attend WACE events at a lower registration rate.
- g) The increase in the asset base is \$5,188. Without the Massey sponsorship, the surplus would be just over \$1,000.

**Long term trends**

For subscriptions and journal expenses it is helpful to look at the long term pattern, as these figures fluctuate considerably from one year to the next.

	<b><u>2019</u></b>	<b><u>2018</u></b>	<b><u>2017</u></b>	<b><u>2016</u></b>	<b><u>2015</u></b>	<b><u>2014</u></b>
Subs	5,342	2500	4852	2500	2400	1300
Journal	8,630	9210	3590	8027	8220	5856
NZACE net surplus/loss	5,188	-10831	-2438	4896	3716	62

### **Responsibilities in 2019:**

During 2019 responsibility for finances was handled as follows:

- Katharine Hoskyn was Treasurer
- Accounts were prepared during the year and verified by Graham Moore, who was paid to undertake this work and also to complete IRD requirements.
- Payments and general book-keeping were undertaken by Katharine Hoskyn.
- The handling of invoicing and receipts has been handled by Katharine Hoskyn.
- Online conference registration was handled by AUT Events.
- IRD returns are now handled online with Katharine Hoskyn and Regan Cotter holding details about access.
- Executive Board is presented with a list of all payments and income at meetings

In 2019, signatories to our bank accounts were: Katharine Hoskyn, Regan Cotter, Denisa Hebblethwaite and Carine Stewart. The nominated contacts for IRD remain Elizabeth Lusher (previous accounts support) and Katharine Hoskyn. The IRD contact arrangement will be altered during 2020.

### **Verification for 2020:**

That Graham Moore verify the accounts and prepare the Annual Tax Return. Treasurer reports to Executive Board, with a list of payments being presented to Executive Board. Payments are handled by Treasurer and bank signatories, with invoices passed on to bank signatories prior to their being asked to approve a bank payment.

For 2020 the use of Google Drive will again being used for storing of invoices so that Executive Board have access to all documents.

With revisions to the Incorporated Societies Act the organisation will need to check to ensure that it meets the new requirements under the act. Compliance is required by December 2021.

A decision will also be needed about whether membership subscriptions for 2020 will be extended to cover 2021.

Katharine Hoskyn  
April 2020

NEW ZEALAND ASSOCIATION OF CO-OPERATIVE EDUCATION			
STATEMENT OF INCOME AND EXPENDITURE			
Y/E 31.12.2018	FOR THE YEAR ENDED 31 DECEMBER 2019		
\$	INCOME		\$
13,305	Conference Registration		16,582.91
	Less		
13,106	Conference Costs		14,360.21
3,033	Speakers		
16,139			14,360.21
- 2,834	Conference Surplus		2,222.70
2,500	Subscriptions		5,342.43
3,400	Sponsorship		5,456.52
902	Interest Received		1,011.07
6,802			11,810.02
3,968	Total Income		14,032.72
	EXPENDITURE		
472	Administration		348.75
26	Web & Email		47.50
2,456	EB/Council Costs		2,330.91
789	WACE		775.11
3,743			3,502.27
	OTHER EXPENDITURE		
9,210	IJWIL/APJCe-Production		8,630.00
1,846	IJWIL/APJCe-Renaming Development		
	Less Sponsorship		- 3,287.50
11,056			5,342.50
- 10,831	NET SURPLUS (DEFICIT)		5,187.95

NEW ZEALAND ASSOCIATION OF CO-OPERATIVE EDUCATION				
STATEMENT OF FINANCIAL POSITION				
Y/E 31.12.2018	AS AT 31 DECEMBER 2019			
\$	ASSETS		\$	
7,972	Westpac Cheque Account		11,027	
17,709	ASB T/D #72		18,016	
15,000	ASB T/D #73		15,000	
500	Accounts Receivable		3,287	
150	Payments in Advance - Conference		-	
	RWT Paid 2019		333	
298	RWT Paid 2018			
373	RWT Paid 2017			
42,002	Total Assets		47,663	
	LESS LIABILITIES			
41	GST Payable		514	
	Receipts in Advance			
41	Total Liabilities		514	
41,961	NET ASSETS		47,149	
	EQUITY			
52,792	Funds at 1st January 2019		41,961	
- 10,831	Less Deficit			
	Plus Surplus		5,188	
41,961			47,149	
	VERIFICATION REPORT			
	The attached financial statements have not been subject to audit.			
	They have been completed from records and explanations as supplied by the Office Bearers.			
	I have reviewed the records, and verify that the Statement of Financial Position			
	represents an accurate record of the New Zealand Association of Co-operative Education			
	as at 31 December 2019.			
	.....	.....		
	Graham Moore CA			

# Summary of Changes to the NZACE Constitution

In summary:

- Change the name of the organisation throughout the document to read Work-Integrated Learning New Zealand Incorporated or Work-Integrated Learning New Zealand Inc.
- Clause 1.2 has been added (and subsequent clause re-numbered). This clause formalises the use of the acronym and shortened name.

Clause 1.2 states

“The society is also known by the acronym WILNZ Inc or by the shortened name Work-Integrated Learning NZ Inc.”

- Spelling the word Association with a lower case ‘a’ and reduce the use of the term. (The term is still appropriate for the organisation but as association is no longer part of the name, it is more appropriate to be lower case.)

Examples of where the word has been removed or replaced:

- Clause 18.1 c) is removed. Association Meetings are now simply known as General Meetings.
- The term has been removed where it was inherent in the clause or repeated within a clause.
- Other changes enabled through slight rewording in clauses

## Other changes:

- Modification of the purposes of the association to bring in line with the name change
- In Clause 2.1 c) Best practice is replaced by good practice
- Clause 3.2 includes the word ‘may’ prior to the list of potential membership types
- Correction to numbering of Constitution

There is currently an error in the numbering of the Constitution from clause 11 onwards. The subsequent clauses begin at Clause 13 (with the number 12 omitted)

- The current Clause 13, be re-numbered to Clause 12 and all subsequent clauses re-numbered in sequence.
- As a consequence of this re-numbering, two references to prior clauses in the new clause 16.4 : the winding up clause is clause15 and the personal benefit clause is clause 12.4
- Removal of telephone numbers from 3.4.1
- Removal of confusing statement on section 3.4.4 (based on feedback from a previous AGM). This statement is no longer part of the sample constitution for Incorporated Societies

# **Constitution**

## **Work-Integrated Learning New Zealand Incorporated**

### **The Association**

#### **1.0 Name**

- 1.1 The name of the Society is Work-Integrated Learning New Zealand Incorporated (herein referred to as “the association” or “Work-Integrated Learning New Zealand Inc.”).
- 1.2 The society is also known by the acronym WILNZ Inc or by the shortened named Work-Integrated Learning NZ Inc.
- 1.3 The Society is constituted by resolution dated 22<sup>nd</sup> April, 2013.

#### **2.0 Purposes of the Association**

- 2.1 The purposes of Work-Integrated Learning New Zealand Inc. are to:
  - a) To promote awareness of all forms of Work-Integrated Learning including Cooperative and Work-Integrated Education(CWIE)
  - b) To encourage and assist the development and ongoing provision of programmes
  - c) To disseminate good practice
  - d) To encourage on-going research to increase the body of knowledge
  - e) To establish and foster national and international networks (with organisations such as World Association of Cooperative Education (WACE) and other national/WIL organisations)Other purposes may be added by Work-Integrated Learning New Zealand Inc Executive Board.
- 2.2 Pecuniary gain is not a purpose of Work-Integrated Learning New Zealand Inc .

### **3.0 Membership**

#### **3.1 Admission of Members**

Membership is open to academics and practitioners who have an interest in the New Zealand context of Cooperative Education or Work-Integrated Learning. Work-Integrated Learning New Zealand Inc Executive Board may require practitioners seeking membership to complete an application form (as in Schedule A), providing relevant information. Application for membership may be declined by Executive Board and that decision shall be final.

#### **3.2 Types of Members**

Membership will comprise different classes of membership as decided by Executive Board may include:

- a) Individual membership held by an individual on payment of the annual fee. Individual members have one vote at General Meetings.
- b) Corporate membership held by an organisation on payment of an annual fee. The number of voting members will be determined by Work-Integrated Learning New Zealand Inc Executive Board.
- c) Institutional membership held by any educational organisation on payment of an annual fee. The institution may nominate up to twelve employees who have voting rights at General Meetings.
- d) Student membership held by an individual currently enrolled as a full-time student in a programme offered in a co-operative education format. Student members have one vote at General Meetings.
- e) In addition, Honorary Life membership may be conferred, on nomination from Work-Integrated Learning New Zealand Inc Executive Board and elected at a General Meeting for outstanding contribution to the objectives of the association. Honorary Life members have one vote at General Meetings (as in Schedule B).

### **3.3 Fellowship**

The Fellow award is for outstanding academic contribution to the Work-Integrated Learning community on recommendation from the Executive Board of Work-Integrated Learning New Zealand Inc and approved at a General Meeting.

### **3.4 Register of Members**

- 3.4.1 The Secretary shall keep a register of members, which shall contain the names and contact details of all members.
- 3.4.2 Each member shall provide such other details as the Executive Board requires.
- 3.4.3 Work-Integrated Learning New Zealand Inc Executive Board shall have reasonable access to the register of members.

### **3.5 Cessation of Membership**

- 3.5.1 Members shall abide by the Constitution of Work-Integrated Learning New Zealand Inc. Membership may be terminated by either party.
- 3.5.2 Any member may resign by giving written notice to the Secretary. A resigning member remains liable for any subscription or fees outstanding at the time of resignation.
- 3.5.3 If any member has not renewed the required subscription by commencement of the Annual General Meeting in any year, then their membership will cease.
- 3.5.4 Suspension or expulsion:
  - a) The Executive Board may, by resolution, suspend temporarily or terminate the membership of any person whose conduct is in Executive Board's opinion prejudicial to the interests of the association.
  - b) Before suspending or terminating any person's membership, the Executive Board shall notify the person concerned, in writing, stating the reasons for the proposed suspension or termination and giving that person the opportunity of replying and of appearing before Executive Board, if the member so wishes, to seek revocation of the suspension or termination or proposed suspension or termination.
  - c) Within 14 days of receiving notice of termination or suspension, the member may appeal against the termination or suspension by giving written notice to the Secretary.
  - d) The person whose membership has been suspended or terminated by the Executive Board shall have the right of appeal at the next Annual General Meeting of the association. If the majority of the votes available to be cast at the meeting are cast in favour of confirming the suspension or termination, then it shall be so confirmed. Otherwise it is revoked.

## **MANAGEMENT OF THE ASSOCIATION**

### **4.0 Managing Executive Board**

- 4.1 Only members of the association may be Executive Board Members.
- 4.2 The office-bearers and members of the Executive Board shall be appointed by election at the Annual General Meeting.
- 4.3 The association shall have a managing Executive Board ("the Executive Board"), consisting of the following office-bearers and further members of the association:
  - a) the President;
  - b) the Deputy President;
  - c) the Secretary;
  - d) the Treasurer; and
  - e) minimum of four and not more than eight further members of the association or some other number as decided by the Annual General Meeting.
- 4.4 Those elected under clause 4.3 shall each hold office for one year and be eligible for re-election.
- 4.5 The Executive Board shall have power to fill any vacancy in an elective office between Annual General Meetings. Any Executive Board members so appointed shall serve only until the next Annual General Meeting and will then be eligible for election.

4.6 Nominations for Executive Board members must be either received from the floor at the Annual General Meeting or in writing to the secretary prior to the Annual General Meeting.

4.7 Persons cease to be Executive Board Members during their term when:

- (a) They resign by giving written notice to the Executive Board
- (b) They are removed by majority vote of the association at a General Meeting.

When a person ceases to be an Executive Board Member, that person must within one month give to the Executive Board all association documents and property.

## **5.0 Role of the Executive Board**

5.1 The role of the Executive Board is to:

- a) Administer, manage, and control the association;
- b) Carry out the purposes of the association, and use money or other assets to do that;
- c) Manage the association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d) Set accounting policies in line with generally accepted accounting practice
- e) Delegate responsibility and co-opt members where necessary
- f) Ensure that all members follow the rules;
- g) Decide how a person becomes a member, and how a person stops being a member;
- h) Decide the times and dates for meetings, and set the agenda for meetings;
- i) Decide the procedures for dealing with complaints;
- j) Set membership fees, including subscriptions and levies;
- k) Make regulations;
- l) Any other activities that meet the purposes of the association

5.2 All decisions of the Executive Board shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

5.3 Decisions of the Executive Board bind the association, unless the Executive Board's power is limited by the Constitution or by a majority decision of the association.

5.4 Documents should be signed by whomever is authorised by the Executive Board.

## **6.0 Roles of Office-Bearers**

6.1 The President is responsible for:

- (a) Ensuring that the Constitution is followed;
- (b) Convening and chairing meetings and establishing whether or not a quorum (half of the Executive Board) is present;
- (c) Overseeing the operation of the association;
- (d) Providing a report on the operations of the association at each Annual General Meeting.

6.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Holding the association's records, documents, and books except those required for the Treasurer's function;
- (c) Receiving and replying to correspondence as required by the Executive Board;
- (d) Forwarding the annual financial statements for the association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- (e) Advising the Registrar of Incorporated Societies of any changes to the Constitution.

6.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the association's financial transactions to allow the financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 5.1.d);

- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Executive Board as the Executive Board determines.

## **7.0 Executive Board Meetings**

- 7.1 Executive Board meetings may be held via video or telephone conference, or other formats as the Executive Board may decide;
- 7.2 At any Executive Board meeting, 50% of the Executive Board Members present shall form a quorum;
- 7.3 The President shall chair Executive Board Meetings, or if the President is absent, the Executive Board shall elect an Executive Board Member to chair that meeting;
- 7.4 Decisions of the Executive Board shall be by majority vote;
- 7.5 In the event of equality of votes at an Executive Board meeting, the President or person acting as chair has a casting vote, that is, a second vote;
- 7.6 Only Executive Board Members present at an Executive Board Meeting may vote at that Executive Board Meeting.

## **8.0 Sub-committees**

The Executive Board may from time to time as the need arises appoint special sub-committees and those sub-committees shall report back to the Executive Board about their activities at regular intervals.

## **9.0 Annual General Meetings**

- 9.1 The Annual General Meeting shall be held once every year no later than five months after the end of the financial year. The Executive Board shall determine when, where and how the Annual General Meeting shall be held within those dates.
- 9.2 The secretary shall give to all members at least 14 days written notice of the meeting
- 9.3 At any Annual General Meeting, 15% of members present in person shall form a quorum
- 9.5 The business of an Annual General Meeting shall be:
  - a) Receiving any minutes of the previous General Meeting(s);
  - b) Receiving the report from the President on the business of the association;
  - c) Receiving the Treasurer's report on the finances of the association and the Annual Financial Statements and statement about the proposed form of assurance of accounts to be used in the year ahead;
  - d) Election of Executive Board Members;
  - e) Motions to be considered;
  - f) General business.

## **10.0 Special General Meetings**

- 10.1 Special General Meetings may be called by the Secretary on the request of either:
  - a) A simple majority of Executive Board members; or
  - b) Not less than 30% of the voting members of the association.
- 10.2 Fourteen (14) days' notice of the meeting and the business to be considered shall be given by the Secretary to all members.
- 10.3 At any Special General Meeting 15% of members present in person shall form a quorum.

### **11.0 Motions at General Meetings**

- 11.1 Any member may request that a motion be voted on at a particular General Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion.
- 11.2 The Executive Board may also decide to put forward motions for the membership to vote on which shall be suitably notified.
- 11.3 Decisions of the General Meeting shall be by majority

### **Money and other assets of the Association**

#### **12.0 Use of Money and Other Assets**

- 12.1 The association may only use money and other assets if:
- (a) It is for a purpose of the association;
  - (b) It is not for the sole personal or individual benefit of any member; and
  - (c) That use has been approved by either the Executive Board or by majority vote of the association.
- 12.2 The financial year shall end on 31 December each year.
- 12.3 The association shall hold a bank account or bank accounts. The bank account shall be operated by any two of four signatories appointed by the Executive Board. The signatories shall be the Treasurer and three other Executive Board members.
- 12.4. No part of the association's income or other funds may be used or available for the personal use of any member (including an honorary associate member) or an associated person of any member.
- 12.5 The proposed form of financial assurance to be agreed at Annual General Meeting for the year ahead. A review or audit of the annual financial statements is undertaken if requested by 5% of the members at any properly convened General Meeting.

### **13.0 Additional Powers**

The Association may:

- a) Employ people for the purposes of the Association;
- b) Exercise any power a trustee might exercise;
- c) Invest in any investment that a trustee might invest in;
- d) Borrow money and provide security for that if authorised by Majority vote at a General Meeting.

### **14.0 Common Seal**

The Executive Board shall provide a common seal for the Society and may from time to time replace it with a new one. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Executive Board. Every document to which the common seal is affixed shall be signed by the Chair and counter-signed by the Secretary or a member of the Executive Board.

### **15.0 Winding Up**

In the event of Work-Integrated Learning New Zealand Inc ceasing to function, all funds, property and other assets owned by the association shall be placed in trust with Trust Board members determined at the time of winding up. These funds should be used for re-establishment within three years or passed to an organisation with similar aims as Work-Integrated Learning New Zealand Inc as decided by the Trust Board members. Failing re-establishment within the period of trust, the funds, property and other assets shall become the sole property of a registered educational charitable trust as agreed by the Trust Board.

## 16.0 Alterations to Constitution

16.1 Any alteration or addition to the Constitution shall be made at an Annual General Meeting or a Special General Meeting.

16.2 Any alteration or addition to this Constitution requires the approval of not less than two-thirds of the members personally present.

16.3 As an alternative to voting under paragraph 16.2 of this clause, this Constitution may be altered by a resolution approved by a post or electronic means if:

- a) A postal vote or vote by electronic means on the resolution (and a timetable for despatch and return of the vote) has been approved by a majority vote of the Association Executive Board or at an Association Annual General Meeting or Special General Meeting,
- b) Voting information has been sent to each member of the Association at the member's contact last known to the Secretary,
- c) The voting information shows the resolution to be voted on and the date the vote must be made, and
- d) At least two-thirds of the total valid votes received are in favour of the resolution.

Voting papers need not to be sent to any member for whom no contact address is held by the Secretary. Irregularities in voting papers or procedure will not affect the validity of any vote if the Executive Board is satisfied these are minor in nature and unlikely to affect the outcome of the ballot.

16.4 No alteration or addition to this Constitution shall be approved if it affects the Personal Benefit Clause 12.4 or the Winding Up Clause 15.

## Definitions and Miscellaneous matters

17.1 In this Constitution :

- a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b) "Money or other assets" means any real or personal property or any interest therein, owned or controlled to any extent by the association.
- c) "Use money or other assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets.
- d) "Written notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- e) Renewal of membership is deemed to have occurred either by registration for conference or by payment or processing of an invoice for membership. Members of other national organisations attending the conference under reciprocal discount arrangements are not deemed to be members of Work-Integrated Learning New Zealand Inc unless they also pay a Work-Integrated Learning New Zealand Inc membership fee.

17.2 It is assumed that

- (ii) Where the singular is used, plural forms of the noun are also inferred
- (iii) Headings are a matter of reference and not a part of the rules

17.3 Matters not covered in these rules shall be decided upon by the Executive Board.

**Signed**

**Date**