

# Annual Conference 2025



## CONSTITUTIONAL CHANGES TO MEET LEGAL REQUIREMENTS

A PAPER FOR THE NZPPTA ANNUAL CONFERENCE 2025



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## RECOMMENDATIONS

1. That the report be received.
2. That the draft Constitution as attached be accepted as the revised constitution for the New Zealand Post-Primary Teachers Association with effect from its acceptance by and subject to any changes required by Registrar of Incorporated Societies .
3. That New Zealand Post-Primary Teachers' Association Incorporated will re-register under the Incorporated Societies Act 2022 and do all necessary steps to re-register under the Incorporated Societies Act 2022 including submission of the revised constitution to the Registrar of Incorporated Societies.
4. That there is agreement to adopt the revised constitution in the form that is accepted and registered by the Registrar of Incorporated Societies then New Zealand Post-Primary Teachers' Association.
5. That Rule 94 of the current constitution be amended to enable the Executive to approve any further amendments required by the Registrar of Incorporated Societies to the revised constitution to enable re-registration under the 2022 Act.

FROM:

94. (i) These Rules or any of them may be added to deleted from repealed rescinded amended or altered (hereinafter collectively referred to as an alteration) by resolution of any Annual Conference or Special Conference of the Association PROVIDED that at least one calendar month's notice in writing of intention to propose such alteration shall have been given to each Branch before the meeting at which the proposal is made.

(ii) No proposal for the alteration of any Rule or Rules shall be deemed to have been carried at any such meeting unless it shall have been approved by a majority of at least two-thirds of those present and entitled to vote.

TO:

94. (i) These Rules or any of them may be added to deleted from repealed rescinded amended or altered (hereinafter collectively referred to as an alteration) by resolution of any Annual Conference or Special Conference of the Association PROVIDED that at least one calendar month's notice in writing of intention to propose such alteration shall have been given to each Branch before the meeting at which the proposal is made.

(ii) No proposal for the alteration of any Rule or Rules shall be deemed to have been carried at any such meeting unless it shall have been approved by a majority of at least two-thirds of those present and entitled to vote.

(iii) The Executive is empowered to approve any further amendments required by the Registrar of Incorporated Societies to the revised constitution to enable re-registration under the 2022 Act.

## 1. BACKGROUND

- 1.1 Legislation that governs the actions of Incorporated Societies (like New Zealand Post-Primary Teachers Association Incorporated) was changed in 2022. Currently we are still registered under the Incorporated Societies Act (1908). However, by 5 April 2026 we must register under the Incorporated Societies Act 2022 (2022 Act).
- 1.2 In order to be compliant with the 2022 Act we are required to make a number of changes to the way in which we operate and to our constitution. Changes include:
  - Holding our AGM within 6 months of our end of financial year/balance date so that we can file our financial statements within that 6 month period.
  - Ensuring that as an incorporated society all parts of the Association operate under a single constitution.
  - Ensuring that we keep the Registrar of Incorporated Societies informed of who our contact and officers are.
  - Ensuring that our constitution is compliant with the 2022 Act. This has meant some changes, such as the inclusion of a disputes resolution process.
  - All regions and branches become sub-committees of the Association and will not have separate constitutions or separate bank accounts/finances, and must act consistent with this revised constitution
  - Regions will have budget and approval responsibilities for all regional funds allocated to them by the Executive. However, all funds must be held and managed centrally.
- 1.3 To prepare for the deadline the General Secretary has been working with a lawyer to ensure that our processes and constitution are likely to be compliant. We will not know for certain until we go through the reregistration process. Hence this paper outlines an approval process should the Registrar of Incorporated Societies require such a change.
- 1.4 We have confined these proposed changes to those deemed critical for meeting the requirements under the 2022 Act.

## 2. PROCESS

- 2.1 The approval of the new constitution by Annual Conference is the first stage in the process. The proposed Constitution will then be submitted to the Registrar of Incorporated Societies as part of the reregistration process. At this point the Registrar may deem some other changes necessary. While every effort has been made to ensure that the changes made to the Constitution mean it will be compliant, it is possible that further changes are needed. As time has gone on and more groups have been through this process the advice to those reregistering has been refined, so our lawyer is hopeful that change will not be necessary.
- 2.2 Rule 94 will need to be changed to delegate authority to Executive to approve those type of minor changes. At this stage future changes do not need to be approved by the Registrar but the Constitution will at all times need to be compliant with the 2022 Act and New Zealand Law.
- 2.3 Once any additional minor changes have been made the Constitution will be resubmitted to the Registrar. At this point it should now be compliant.

- 2.4 There will also need to be resolutions passed at the conference to define the officers and name them and to define the contact people for the purposes of the Registrar of Incorporated Societies and name them. This will be completed during the Thursday morning session when annual report and accounts are presented.
- 2.5 The officers will be made up of the elected members of the Executive.
- 2.6 The contact people will be the General Secretary and the President.

## APPENDIX: CHANGES TO THE CONSTITUTION

MAIN CHANGES	REASON/ ASPECT OF INCORPORATED SOCIETIES ACT 2022 <sup>1</sup>
<b>Rule 1</b>	Clarity that the PPTA is an incorporated society and this is the Constitution
<b>Rule 2. (ii)</b>	Sections 5(1), 110, and 111
<b>Rule 3 extra terms and/or changes to definitions:</b>	
“Act”	2022 Act
“Annual General Meeting”	Section 84
“Branch Sub-Committee”	<p>A Committee is now required and defined – it is the governing body of the Association however described</p> <p>Section 5, 26, Subpart 4 of the Act 2022</p> <p>Members of Committee are also Officers – there cannot be more than one Committee so to continue with Branches as their own entity without them having to be separate individual incorporated societies who could not be part of the PPTA they need to change their structures and way of operating</p>
“Complaint”	Section 38
“Conflicts Register”/ “Interests Register”	Section 62 and 73
“Contact person” and “contact details”	Sections 5, 112 to 116

<sup>1</sup> Not exhaustive list of cross-references.

Note - the 2022 Act came into force on 5 October 2023 and if your incorporated society wants to continue operating as an incorporated society it must reregister under the 2022 Act before April 2026. The 1908 Act continues to apply at this stage until the PPTA re-registers under the 2022 Act, provide PPTA does so before 5 April 2026.

*If your society does not reregister before 5 April 2026, it will cease to exist. This means it would no longer be an incorporated society which has the following implications:*

- *This removes your right to make decisions on behalf of your society, such as, deciding what happens to any assets it owns. The Registrar could direct how to distribute them instead.*
- *This takes away the separate legal identity your society previously had. This means members could be held personally liable for debts or obligations (such as leases) owed by the society. Similarly, your society could not sign any new contracts in its name.*
- *The name your society used will no longer have any protection – another group could incorporate using the same name.*

Unions must be an incorporated society – section 13 Employment Relations Act 2000.

There are also regulations made under the 2022 Act – at this stage the Incorporated Societies Regulations 2023.

“Constitution”	Clarity
“Dispute”	Section 38
“Executive” – being clear that this is the Committee that governs the Association	A Committee is now required and defined – members of Committee are also Officers  Section 45
“Interested Member” for Conflicts Register	Sections 62
“Matter”	For disputes section
“Members” – clear they consent to be a member	Section 26 and 76
“Notice”	
“Officer”	Section 5 (1)
“Regional Sub-Committee”	A Committee is now required and defined – it is the governing body of the Association however described  Section 5, 26, Subpart 4 of the Act 2022  Members of Committee are also Officers – there cannot be more than one Committee so to continue with Regions as their own entity without them having to be separate individual incorporated societies who could not be part of the PPTA they need to change their structures and way of operating
Register of Members	Section 26 and 79
Secretary	Clarity
Working Days	Legal definition given - Various actions need to be done within x working days, for example, if change address of registered office
Rule 4 – Objects – currently unchanged but will need Registrar’s approval	Section 12
Rule 5 – 10 Membership, subscriptions, levies, duration and cessation of membership rules	Section 26 and 76
Rule 6 (ii)(c) – removal of references to setting up a student branch and regions	A Committee is now required and defined – it is the governing body of the Association however described  Section 5, 26, Subpart 4 of the Act 2022  Members of Committee are also Officers – there cannot be more than one Committee so to continue with Branches as their own entity without them having to be separate individual incorporated societies who could not be part of the PPTA they need to change their structures and way of operating

Rule 7 i – add words “and subject to that person consenting to be a member for life”.	Section 26 and 76 – must consent to be a member
Rule 9 ii – need to amend the proviso to reflect natural justice and dispute resolution process obligations and that the Ethics Committee process is being replaced by the general disputes resolution process and keeping the Code of Ethics but any alleged breach needs to go through the disputes procedure	Section 26, 38 to 44 and Schedule 2
Rule 9 (iv)	Addition from Constitution template from Registrar/good practice
Rule 10 (iii)	Addition from Constitution template from Registrar/good practice
<b>Rule 11 – Register of members</b>	
Rule 11 (i)	Information required under section 26 and 79
Delete Rule 11 (ii) re purging register every 12 months	Non-compliant with section 26 and 79
Add/new Rule 11(ii) and (iii)	Information required under section 26 and 79, and Constitution template from Registrar/good practice
<b>Rules 13 to 20 Branches</b>	
Rule 13, 14, 15 amended to reflect sub-committee structure and clarify secretary at branch sub-committee level is not the same as the only Secretary at an Association level	<p>A Committee is now required and defined – it is the governing body of the Association however described</p> <p>Section 5, 26, Subpart 4 of the Act 2022</p> <p>Members of Committee are also Officers – there cannot be more than one Committee so to continue with Branches as their own entity without them having to be separate individual incorporated societies who could not be part of the PPTA they need to change their structures and way of operating</p> <p>So branches can only be a sub-committee of the Association and are not a separate entity</p>
Rule 15 (iii) (a) which stated “act as Secretary of the Branch” removed	See above
Rule 16 old 16 (i) deleted as branches cannot have its own separate financials or membership – a person is either a member of the Association or not, irrespective of whether or not they also join into the Branch sub-committee, and can only have one register of members	For reasons set out above and under membership and Register

Rule 19 re affiliation and Rule 20 re: if a Branch Sub-Committee dissolves – deleted	<p>A Committee is now required and defined – it is the governing body of the Association however described</p> <p>Section 5, 26, Subpart 4 of the Act 2022</p> <p>Members of Committee are also Officers – there cannot be more than one Committee so to continue with Branches as their own entity without them having to be separate individual incorporated societies who could not be part of the PPTA they need to change their structures and way of operating</p> <p>So branches can only be a sub-committee of the Association and are not a separate entity and cannot hold money or property etc in its own right, it all belongs to the Association</p>
Regional Organisations are now going to be structured and operate as Regional Sub-Committees	<p>A Committee is now required and defined – it is the governing body of the Association however described</p> <p>Section 5, 26, Subpart 4 of the Act 2022</p> <p>Members of the Committee are also Officers – there cannot be more than one Committee so to continue with Branches or Regions as their own entity without them having to be separate individual incorporated societies who could not be part of the PPTA they need to change their structures and way of operating</p> <p>So branches and regions can only be a sub-committee of the Association and are not a separate entity and cannot hold money or property etc in its own right, it all belongs to the Association</p>
Rule 52 - The AGM will be held at the Annual Conference	Need an AGM
<b>Rule 93</b> – remove disputes going to Executive and then appeal to Conference re interpretation of the Rules	Disputes need to go through one / same disputes process
<b>Rule 96</b>	Not contravene the 2022 Act or its regulations
<b>Rule re contact person</b>	Section 112 to 116
<b>Minimum numbers and consent</b>	Subpart 10
<b>Membership</b>	Subpart 10
<b>Officers</b>	Section 54 to 61
<b>Interests register</b>	Section 62 to 73 – conflicts of interest disclosure rules, section 73 Interests register
<b>Meaning of dispute and complaint and disputes process</b>	Section 38, 39 to 44

## ATTACHMENTS

### Current Constitution



PPR\_CONSTITUTION JAN 2025.pdf

### Proposed revised constitution



PPR\_CONSTITUTION REVISED.pdf