

**CONSTITUTION AND RULES OF  
AVIATION, TOURISM AND TRAVEL  
TRAINING ORGANISATION INCORPORATED**

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**RULE 1: NAME**

The name of the organisation shall be **AVIATION, TOURISM AND TRAVEL TRAINING ORGANISATION INCORPORATED**, hereinafter referred to as the **ATTTO**.

**RULE 2: ESTABLISHMENT OF ATTTO**

ATTTO shall be established under the Incorporated Societies Act 1908 to attain recognition under the Industry Training Act 1992.

**RULE 3: REGISTERED OFFICE**

The registered office of ATTTO shall be situated at such a place in New Zealand as the Board of ATTTO may, from time to time, determine. Due notice of every change of the place of the registered office shall be given to the Registrar of Incorporated Societies.

**RULE 4: OBJECTS**

- (1) ATTTO is established for the exclusively charitable objects and purposes of the advancement of education, learning and knowledge to develop and manage for its industries high quality industry training linked to nationally recognised qualifications. In particular, the basic objectives and purposes of ATTTO is to promote the advancement of education by:
  - (a) Defining National Training Standards and Training Paths to meet the requirements of its industries and the New Zealand Qualifications Authority.
  - (b) Undertaking training needs and resource forecasting analyses on behalf of ATTTO associated industries for all skills levels and occupations.
  - (c) Specifying and setting standards of competency or skills expected of a trained person and the appropriate mix of off job training, on job training and practical experience to achieve these standards.
  - (d) Considering for all groups the required education and training from point of entry into the relevant industry to

the later upgrading of skills or the re-skilling for new technology.

- (e) Co-ordinating and reviewing learning programmes developed by specialist advisory groups to ensure they reflect industry standards.
- (f) Gaining New Zealand Qualifications Authority validation for programmes defined by the various advisors.
- (g) Stimulating, encouraging and promoting vocational education and training to all groups previously and traditionally disadvantaged and creating equity of employment.
- (h) Supporting, in conjunction with the New Zealand Qualifications Authority, a national system for recording details of those persons having training agreements registered with ATTTO who achieve credits, attain specified competencies and standards and relevant certification.
- (i) Conducting reviews of, and recommending changes as required to, existing training programmes and arranging for the delivery of integrated new programmes particularly in association with company based training programmes.
- (j) Providing support, information, advice or other assistance under contract or otherwise to such organisations as the Ministry of Education, New Zealand Qualifications Authority, Tertiary Education Commission, Crown Agencies, Training Providers and other Industry Training Organisations.
- (k) Collecting, managing, investing and administering funds from Government Agencies and other sources for the purposes authorised by these objects.
- (l) Independently, or in conjunction with the New Zealand Qualifications Authority, monitoring, by means of quality audits, Industry Training Providers in respect of accreditation, moderation and assessments.
- (m) Negotiating with accredited Training Providers for any provision of off job training courses.
- (n) Administering the industries' apprenticeships and traineeships.

- (o) Calling for and approving nominations of well informed Industry representatives as required for the establishment of Training Councils and Industry Sector Advisory Groups.
- (p) Doing all such other things as in the opinion of the Board of ATTTO are conducive or incidental to the attaining of these objects or any of them, provided always that they fall within the charitable purposes of ATTTO.

**RULE 5: MEMBERSHIP**

- (a) Membership of the ATTTO will consist of two classes:
  - (i) Voting Members: The appropriately incorporated industry association for each sector covered by ATTTO (as recognised by the Tertiary Education Commission (or any replacement body)), shall be the voting members of ATTTO.
  - (ii) Non-Voting Members: Any other relevant industry organisation shall also be entitled to join the organisation and participate as a member except that such organisations shall not be entitled to vote.

together being “Members.”

- (b) Applications for membership shall be in such form as may be prescribed by the Board, and the Board, on being satisfied that an applicant is eligible for membership, may in its discretion, admit such applicant as a Member.
- (c) Members of ATTTO shall be entitled to attend all general meetings of ATTTO and to speak thereat. Only Voting Members shall be entitled to exercise voting rights at such meetings. Where a Member is a company, incorporated society or organisation it may appoint from time to time a person to represent it at general meetings of ATTTO and, if a Voting Member, to exercise its voting rights at such meetings.
- (d) No Member of ATTTO or any person associated with a Member shall participate in or materially influence any decision made by ATTTO in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever.

**RULE 6: CESSATION OF MEMBERSHIP**

- (a) Membership shall forthwith cease and be terminated;
  - (i) If the Member gives written notice of their resignation.
  - (ii) If, in the opinion of the Board, the Member ceases to be eligible to be a Member and the Chief Executive by notice in writing to the Member at the Member's last known address, advises the Member that their membership has been terminated.

**RULE 7: GENERAL MEETINGS**

- (a) A general meeting, to be called the annual general meeting, shall be held once in every year, within six (6) months after the end of ATTTO's financial year, at such time and place as may be determined by the Board.
- (b) A special general meeting may be convened in New Zealand at any time by the Board, or convened by the Board following a signed requisition of five (5) Members, which requisition shall set out the resolutions proposed to be moved thereat.
- (c) Not less than fourteen (14) days' notice of any general meeting specifying the day, hour and place of the meeting, and, in case of special business, the general nature of such business, shall be given as provided by these Rules to all Members, but the accidental omission to give such notice or the non-receipt thereof by any Member shall not invalidate the proceedings of any such meeting.
- (d) Five (5) Members personally present shall constitute a quorum for any general meeting. If at any annual general meeting or any special general meeting convened by the Board, (other than a meeting convened by the Board pursuant to a requisition of Members), a quorum shall not be present within fifteen minutes of the time fixed for the meeting, the meeting shall be adjourned to such time and place as the chairperson shall determine, and at such adjourned meeting the Members present shall form a quorum. If at any general meeting convened by the Board pursuant to a requisition of Members a quorum shall not be present within fifteen minutes after the time fixed for the meeting, the meeting shall be dissolved:

**RULE 8: PROCEEDINGS AT GENERAL MEETINGS**

- (a) The Chairperson of the Board shall be entitled to take the chair at every general meeting at which he/she is present, but if the Chairperson is absent, or if the Chairperson shall be unwilling to act, the Members present shall choose another Member of the Board to act as chairperson of that general meeting.
- (b) Every question submitted to a general meeting shall be decided in the first instance on a show of hands; and in the case of an equality of votes the Chairperson shall, both on a show of hands or on a poll, have a casting vote in addition to any vote to which such Chairperson may be entitled as a Member.
- (c) The Chairperson or any three Members present may demand a poll, and if a poll is demanded it shall be taken in such a manner as the Chairperson may direct.

**RULE 9: THE BOARD OF ATTTO**

- (a) The management of the affairs of ATTTO shall be vested in a Board, which shall comprise:
  - (i) Not more than four (4) persons with relevant industry experience who shall be elected, in accordance with this Rule 9, at an Annual General Meeting of ATTTO (the elected Board Members). Board Members shall be elected for and shall hold office (subject to Rule 9(l) below) for a term of two (2) years. There shall be no more than one person elected from each of the sectors within the coverage of the organisation.
  - (ii) Not more than three (3) persons who are to be appointed by the Board and who are to be persons the Board believes will be capable of bringing an independent external perspective to the Board's deliberations (the Appointed Board Members).
  - (iii) An independent chairperson to be appointed by the Board (the Chairperson).
- (b) At the Annual General Meeting in every year all elected Board Members who have served a term of two (2)

years shall retire from office but every such Board Member shall be eligible for re-election.

- (c) Nominations for the elected Board Members to replace those Board Members who have resigned or become ineligible to hold office pursuant to Rule 6(a) or Rule 9(l) below, or, who have served a term of two (2) years and who are required to retire pursuant to Rule 9(b) below, shall be signed by at least two (2) Board Members and deposited at the registered office of ATTTO not less than 30 days before the date fixed for the Annual General Meeting. In the event of the number of nominations exceeding the appropriate vacancies, an election shall be held at the Annual General Meeting.
- (d) The Board shall include in the Notice of the Annual General Meeting to be given to Members, the names of those nominated for the position of an elected Board Member.
- (e) In the event of there being an equality of votes for candidates for the position of an elected Board Member, the Chairperson of the Annual General Meeting shall have the casting vote.
- (f) In the event of there being less nominations for the positions of elected Board Members than there are vacancies then additional nominations may be accepted from the floor of the meeting to fill such vacancy/ies.
- (g) The Board may also, by a majority vote, co-opt persons with specific expertise at any time but any co-opted Board Member shall only hold office for a period of one (1) year but may be co-opted for further terms. Co-opted Board Members have full speaking rights, but do not have voting rights.
- (h) The Board shall have the power to fill for the unexpired term any vacancy which may occur in any office or in their own body by a concurrence of at least five (5) Members of the Board.
- (i) The Appointed Board Members shall hold office for a term of two (2) years and shall be eligible to be re-appointed by the Board.
- (j) The Chairperson shall be appointed and hold office for a term of one year. At the last Board meeting in every year the Chairperson shall retire from office. The Board shall be entitled to reappoint a Chairperson who has

retired from office for one or more further terms of one year each.

- (k) The General Manager, Corporate Services for the time being of ATTTO will act as Company Secretary to the Board. The Company Secretary to the Board does not have voting rights.
- (l) A Board Member may be removed or disqualified if they:
  - (i) Become bankrupt, of unsound mind or a protected person under the appropriate legislation.
  - (ii) Resign their office by notice in writing to ATTTO.
  - (iii) Become directly or indirectly interested in any contract with ATTTO.
- (m) Remuneration of the Board shall be approved at the Annual General Meeting.
- (n) The expressions “the Board” or “the Board of ATTTO” shall mean the Board established by this Rule.
- (o) The primary function of the Board of ATTTO shall be one of governance. The day to day management of the affairs of ATTTO shall, unless the Board otherwise directs, be delegated to and be the responsibility of the Chief Executive of ATTTO.
- (p) A Board Member, when exercising powers or performing duties as a Board Member, must act:
  - (i) in good faith;
  - (ii) with reasonable care, diligence and skill;
  - (iii) with honesty and integrity; and
  - (iv) in accordance with any code of ethical conduct that applies to ATTTO.

#### **RULE 10 : THE COMMITTEES OF THE BOARD OF ATTTO**

Without in any way restricting the generality of the powers conferred by these Rules on the Board of ATTTO, the Board shall also have the powers:

- (a) To appoint standing or ad hoc committees for such matters it shall in its discretion deem necessary to pursue the interests of ATTTO and its Members;

- (b) To delegate to such committees such power and authority as the Board shall in its discretion deem necessary;
- (c) To appoint a Chairperson of any Committee appointed by it; and
- (d) To establish codes of conduct and rules of procedure and practice, including the minuting of all business transacted by such Committees.

#### **RULE 11: PROCEEDINGS OF THE BOARD OF ATTTO**

- (a) Board meetings of ATTTO shall be held at least four (4) times in every year, at such time and place as may be determined by the Board of ATTTO. The Chief Executive shall give at least fourteen (14) days written notice of the meeting to each Board Member of ATTTO.
- (b) Additional meetings of the Board may be called by the Chairperson at his/her discretion, or in the absence of the Chairperson the Chief Executive when requested by five (5) Members of the Board.
- (c) At all meetings of the Board, the Chairperson shall preside. In the absence of the Chairperson, the Members present shall elect one of them to chair the meeting.
- (d) Questions arising at any meeting of the Board shall be decided by a majority of votes, each Board Member present shall be entitled to one (1) vote, and the Chairperson of the Board shall have a casting vote in the event of equality of votes.
- (e) Five (5) Members of the Board present at the beginning of, and throughout the meeting shall form a quorum.
- (f) The Board of ATTTO shall cause minutes to be made in books provided for the purpose of all resolutions and proceedings of general meetings and of meetings of the Board. Any such minutes, signed by any person purporting to be the Chairperson of the meeting to which they relate or at which they are read, shall be received as conclusive evidence of the facts therein stated.
- (g) A resolution in writing signed by all Members of the Board of ATTTO shall be as valid and effectual in all

respects as if it had been passed at a meeting of the Board duly convened.

**RULE 12: CONTRIBUTIONS, FEES AND OTHER FUNDS**

Donations, grants or levies may be accepted from industry employers, associations and organisations, Government, other Training organisations or other bodies and individuals in order to pursue and/or fulfil the exclusively charitable objects and purposes of the ATTTO, as outlined in Rule 4 above.

**RULE 13: RESTRICTIONS ON PRIVATE PECUNIARY GAIN AND EXCEPTIONS**

No private pecuniary profit shall be made by any person involved in the ATTTO, except that:

- (a) Any Board Member elected, appointed or co-opted will be entitled to be reimbursed out of the assets of the Trust for all reasonable expenses which he or she properly incurs in connection with the affairs of ATTTO;
- (b) The ATTTO may pay reasonable and proper remuneration to any officer or employee of ATTTO (whether a Board Member or not) in return for services actually rendered to ATTTO;
- (c) Board Members may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board Member or by any firm or entity to which that Board Member belongs, employee or associate in connection with the affairs of the ATTTO; and
- (d) Any Board Member may retain any remuneration properly payable to that Board Member by any company or undertaking with which ATTTO may be in any way concerned or involved for which that Board Member has acted in any capacity whatsoever, notwithstanding that Board Member's connection with that company or undertaking is in any way attributable to that Board Member's connection with ATTTO;

provided that:

- (e) Before any such reimbursement may be regarded as properly incurred by that Board Member or any such remuneration paid to a Board Member may be regarded as reasonable or properly payable or any such charges may be regarded as usual, the amount of that reimbursement, remuneration or charge must have been approved as such by the Board;

- (f) Board Members must disclose in their annual report next published after payment of that disbursement, remuneration or charge, in respect of all such reimbursements, remuneration or charges;
- (g) The amount thereof received by each Board Member or any such firm or entity;
- (h) The nature of the reimbursement and the nature and extent of the services rendered or time expended; and
- (i) The method of calculation of the reimbursement, remuneration or charge.

**RULE 14: EMPLOYEES OF ATTTTO**

- (a) A Chief Executive hereinafter referred to as "CE" will be appointed by the Board of ATTTTO.
- (b) The CE will appoint such other employees as he or she deems necessary (within Board approved policies, and strategic and business plans, and consistent with legislative requirements) on a permanent or contract basis to assist the organisation to perform its functions satisfactorily.
- (c) The terms and conditions of employment of all employees will be set by the CE consistent with Board approved policies and strategic and business plans.
- (d) The CE in consultation with the Chairperson, on behalf of the Board, may remove employees of ATTTTO.

**RULE 15: FUNDS**

- (a) The Board on behalf of ATTTTO will authorise the CE and General Manager, Corporate Services to jointly open and operate bank accounts, receive monies, write receipts, cheques and make payments.
- (b) Notwithstanding anything to the contrary in these Rules, the cheques, orders, withdrawal slips and similar documents in respect of the bank accounts of ATTTTO shall be executed in a manner that is consistent with Board-approved policy and financial delegations and controls.

## **RULE 16: INVESTMENTS AND BORROWING**

Without in any way restricting the generality of the powers conferred by these Rules on the Board of ATTTO, the Board shall also have the powers:

- (a) From time to time to invest funds of ATTTO not immediately required for the purposes of ATTTO, in accordance with applicable rules under the Trustee Act 1956 and any other relevant laws from time to time in force in New Zealand governing investment by trustees.
- (b) For the purposes of the ATTTO and on approval of the Board by a majority vote, to purchase, take on lease or in exchange, hire and otherwise acquire any real or personal property and to sell, exchange, let or bail or lease with or without option of purchase or in any manner however dispose of any such property.
- (c) For the purposes of ATTTO, to borrow or raise money upon mortgage of the real or personal property of ATTTO or any part of it, or upon debentures, and to issue debentures or to borrow money from bankers or other persons with or without security.

## **RULE 17: AMENDMENT TO RULES**

- (a) These rules may be altered or added to or rescinded in whole or in part by a resolution passed by a 75% majority vote by Voting Members at a general meeting of the Association called and run in accordance with the Rules of this Constitution, provided that notice of intention to propose any such alteration, addition or rescission shall have been given to Members in the notice convening the meeting.
- (b) No addition to or alteration or rescission of the Rules shall be approved if it substantively affects Rules 4, 5(d), 13 or 24 of these Rules.
- (c) Every alteration to the Rules must be:
  - (i) in writing;
  - (ii) signed by at least three (3) Voting Members of ATTTO; and
  - (iii) delivered to the Registrar accompanied by a certificate by an Officer of ATTTO or solicitor certifying that the alteration has been made in accordance with the Rules.
- (d) The provisions and effect of this clause shall not be removed from this document and shall be implied into any document replacing this document.

**RULE 18: ACCOUNTS AND AUDIT**

- (a) The CE shall keep full and correct accounts of all financial transactions, assets, liabilities and funds.
- (b) At the end of ATTTO's financial year which shall be 31 December the CE shall prepare an income and expenditure account showing the financial transactions for that year, together with a balance sheet as at that date for presentation to and approval by the Board.
- (c) The income and expenditure accounts and statement shall be audited.
- (d) The Auditor of the accounts of ATTTO shall be a member of the New Zealand Society of Accountants and shall be appointed by the Board. The Auditor shall retire annually from office but will be eligible for reappointment. The Auditor shall examine the accounts to ascertain the correctness of the accounts, income and expenditure and certify the correctness thereof and make such report to the Members as thought proper.

**RULE 19 : OFFICERS OF ATTTO**

- (a) The Officers of ATTTO shall be the Chairperson of the Board, the elected and appointed Board Members and the CE of ATTTO.
- (b) Such Officers shall be elected and appointed, and shall cease their terms of office, in accordance with the Rules of this Constitution.

**RULE 20: COMMON SEAL**

- (1) ATTTO shall have a Common Seal which shall be held in the safe custody of the CE or such other person(s) as the Board may from time to time direct and shall only be used with the authority of the Board.
- (2) Every instrument to which the Seal is affixed shall be signed by either:
  - (a) the Chairperson and the CE; or
  - (b) by either the Chairperson or the CE, and another officer of ATTTO

- (3) A record must be kept by the CE of all affixations of the Seal.

**RULE 21: NOTICES**

- (a) Any notice required by these Rules to be served upon any Member shall be given to that Member either personally or by post in a pre-paid letter addressed to the Member's registered address.
- (b) Any notice if served by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted. In proving such service it shall be sufficient to provide that the notice was properly addressed and posted.

**RULE 22: INDEMNITY**

Every Member of the Board, the CE and other officers or servants of ATTTO shall be indemnified by ATTTO against (and it shall be the duty of the Board out of the funds by ATTTO to pay) all costs, losses and expenses which any such Member of the Board, CE, officers or servants may incur or become liable to by reason of any contract entered into or anything done as such Member of the Board, CE, officer or servant or in any way in the discharge of his duties under authority of ATTTO.

**RULE 23: INTERPRETATION**

- (a) If at any time any matter shall arise which is not provided for in these Rules or cannot be interpreted from these Rules, the same shall be determined where appropriate by the Board of ATTTO by a 75% majority vote.
- (b) Any decision made by the Board in accordance with this Rule shall be final.

**RULE 24: WINDING UP**

- (a) ATTTO shall be wound up if, at a properly convened general meeting of ATTTO of which due notice is given of the proposed motion to wind up ATTTO, a majority of those voting pass a resolution to wind up ATTTO.
- (b) If, upon the winding up or dissolution whether voluntary or by the Registrar of Incorporated Societies or otherwise, there remains after satisfaction of all its debts and liabilities any property

whatsoever the same shall be given or transferred to some other charitable institution, organisation or society

- (i) by resolution of the Membership; or
- (ii) according to the relevant provisions of the Incorporated Societies Act 1908;

such other organisation operating for the purposes of furthering the skills and knowledge in the fields of activity appropriate to the aims and objectives of ATTTO and being approved by the New Zealand Inland Revenue Department.

SIGNED by the following voting members as a true and correct record of amendments to rules as agreed in a Special General Meeting and minuted as thus dated 1th December 2007.

\_\_\_\_\_ Dated: \_\_\_\_\_  
Fiona Luhrs, Tourism Industry Association

\_\_\_\_\_ Dated: \_\_\_\_\_  
Paul Yeo, Travel Agents Association

\_\_\_\_\_ Dated: \_\_\_\_\_  
Phillipa Tocker, Museums Aotearoa