**MEMORANDUM**

This memorandum outlines the proposed changes to the Constitution of Dunedin Kindergartens Incorporated, driven primarily by the requirements of the Incorporated Societies Act 2022. The changes include mandatory updates to comply with new legislation and recommended governance improvements to enhance operational clarity and member participation.

* **Legislative Compliance Updates:** The constitution is updated to reflect the requirements of the Incorporated Societies Act 2022, including mandatory changes highlighted in green in the attached document.
* **Membership Structure Revision:** Membership is redefined so that kindergartens themselves, rather than individual parents or caregivers, are members. Life members remain but without voting rights, and interested persons over 18 may apply for non-voting membership. Employees are generally excluded from membership unless life members.
* **Kindergarten Representation:** Each kindergarten appoints an eligible caregiver—a parent or caregiver with a child enrolled or on the waiting list—to represent and vote on its behalf at meetings. This nominee system replaces the previous individual membership voting model.
* **Board Composition and Election:** The board will include two teacher representatives elected by teaching staff, an increase from one, and elected board members must be eligible caregivers or kindergarten representatives. Terms last until the third annual meeting following election, including for eligible caregivers who cease to be eligible during a Board term.
* **Board Meeting Procedures:** The board may conduct meetings and make decisions via audio or audiovisual conference calls and written ballots, with resolutions recorded in minutes. Committees can regulate their own proceedings.
* **Governance Powers:** The board can co-opt additional persons or consultants to assist with objectives and has authority to frame binding policies, which must be available to members upon request.
* **General Meetings and Voting:** General meetings can be held with members participating in person or electronically. Voting rights belong to kindergarten representatives, with provisions for proxy voting and ballots for board elections. Quorum requirements are set at 50% for both general and board meetings.
* **Financial Oversight:** Board decisions involving transactions exceeding 35% of Dunedin Kindergartens’ assets require approval by at least 66% of voting members at a general meeting.
* **Document Execution:** Contracts and obligations must be executed pursuant to board resolutions, with specific signing authorities defined based on the nature of the obligation. This replaces the Common Seal.
* **Dispute Resolution:** The constitution adopts the dispute resolution process outlined in the Incorporated Societies Act 2022, covering conflicts involving members, board members, and the society itself.