



Social Service Providers Aotearoa RULES

1. Name

The full name of the Association shall be Social Service Providers, Aotearoa Children, Family, Community Incorporated. The shortened version shall be “SSPA”.

2. Definitions

Association –Social Service Providers, Aotearoa Children, Family, Community (Inc.)

Department - Department of Child Youth and Family Services – the body responsible for the administration of the Act.

National Executive– the National Executive as formed in accordance with these Rules.

Chief Executive – shall, in terms of the Act, be the person holding office as the Chief Executive of the Department of Child Youth and Family Services.

Co-Option – shall be by the National Executive in accordance with these Rules.

National Manager–National Manager is appointed in accordance with these Rules.

Family and Community Services - a division of the Ministry of Social Development.

Member Service Provider – any service approved by the Chief Executive in accordance with sections 396 and 403 of the Act or any non-government service provider which has a contract with the Ministry of Social Development; and which has paid its subscription for that year.

Associate Member – either: (a) any other Service Provider, holding a current relevant government contract, which in the sole discretion of the National Executive has compatible objectives to the Association or (b) any group, society or association that may not provide services but whose objectives are compatible with those of the Association; and which has paid its subscription for that year.

The Act – Children Young Persons and Their Families Act 1989.

3. Registered Office

The registered office of the Association shall be at such place as may be designated by the National Executive.

4. Objects

The objects of the Association are:

- (a) To promote the interests of children, young people and their families through encouraging and promoting cooperation between members, other approved services, the Department and other Government Departments (including but not limited to the Ministry of Social Development).
- (b) To provide information services and resource material to its members, and to other approved services from time to time.
- (c) To edit, print, publish, issue and circulate such publications as approved by the National Executive.
- (d) To subscribe to, become a member of and cooperate with any other society, association or group whether incorporated or not whose objects are similar (wholly or in part) to those of this Association; and to procure from and communicate to such society, association or group such information as may be likely to promote the objects of this association.
- (e) To engage in such lawful fundraising activities as may be necessary to supplement association funds.
- (f) To use the funds of the Association as the National Executive may consider necessary or proper in payment of costs and expenses and furthering or carrying out the objects of the Association.
- (g) To set and maintain policies in accordance with the objects of the Association.
- (h) To join with any other person, group or association for the accomplishing of any of the objects of the Association.

5. Membership

- (a) Membership shall be open to any service approved by the Chief Executive in accordance with sections 396 and 403 of the Act or any non-government service provider which has a contract with the Ministry of Social Development.
- (b) Associate membership shall be open to any other Service Provider and to groups, societies or associations which may hold a current, relevant government contract and which in the sole discretion of the National Executive has compatible objectives to the Association.

6. Admission to Membership

- (a) Applicants for membership shall complete an application form provided by the National Executive and supply such information including evidence of contract and/or accreditation with MSD or other information as may be required by the National Executive.
- (b) Membership applications shall be considered by the National Executive.

- (c) The National Executive shall have discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision.
- (d) Membership is subject to the provisions of clause 8.

7. Register of Members

The Association shall maintain and keep up to date a register of members.

8. Termination of Membership

- (a) A membership shall automatically terminate upon the Chief Executive either suspending or revoking approval in accordance with section 399 of the Act.
- (b) The National Executive shall be entitled to terminate any membership if the objectives, behaviour and actions of the members are no longer compatible with the Association's objectives.
- (c) The National Executive shall inform the member of its intention to terminate membership in terms of clause 8(b) and invite a representative from the member to attend the relevant National Executive meeting when the matter is to be decided, and to be heard.
- (d) After due inquiry and having given the member the right to be heard, the National Executive may terminate membership.
- (e) Membership may be terminated by a member on thirty days' notice in writing to the National Executive and posted or delivered to the Association's registered office.
- (f) Members who have not paid their annual membership fee shall cease to be members at the expiry of the current financial year.

9. Membership Fee

The annual membership fee shall be fixed by the National Executive and shall be notified to all members in the Association's first newsletter following the change.

10. Financial Year

The financial year of the Association shall be from 1 July to 30 June.

11. National Executive

- (a) The Management and Control of and responsibility for the activities, finances, business and affairs of the Association shall be vested in the National Executive.
- (b) The National Executive shall comprise of a minimum of six (6) and a maximum of ten (10) members plus the National Manager.
- (c) The National Executive shall be elected for a two (2) year term with the proviso that all members of the National Executive must be employed by or have a role in governance with members of the Association at the time of election to office.

Such National Executive members may continue in office at the discretion of their National Executive, until the expiry date of their current term, should they or their employer cease for any reason to be a member of the Association during their term of office.

- (d) Employees of Associate Members of the Association may not be members of the National Executive.
- (e) The National Executive will appoint a Chair Person, Treasurer and such other officers, whose roles shall be defined by the Executive Body. The chairperson shall be elected at the first National Executive meeting after the Annual General Meeting and may be re-elected each year up to a maximum of five (5) consecutive years.
- (f) The Executive Body shall appoint a National Manager whose duties and conditions of appointment shall be decided by the National Executive.
- (g) Nominations for the National Executive may be received in writing by the National Manager 14 days prior to the Annual General Meeting.
- (h) In the event of a vacancy on the National Executive arising during the term of office, the National Executive shall endeavour to fill any such vacancy by appointments and the appointees shall hold office until the expiration of the term of office of the replaced member.
- (i) When a National Executive Member is absent from two (2) consecutive National Executive Meetings without prior approval or good cause, s/he shall automatically cease to be a member of the National Executive.

12. The Chair person

- (a) The duties of the chair person shall generally be:
 - (i) To preside at all meetings of the National Executive of the Association.
 - (ii) To provide leadership in strategy, goals and plans for the Association.
 - (iii) To ensure all fiscal responsibilities are undertaken.
 - (iv) To work with the National Manager to plan and organise National Executive meetings.
 - (v) To ensure National Executive decisions are implemented.
- (b) The chair person shall have a deliberative vote in the case of an equality of votes.

13. Treasurer

The Treasurer is responsible for financial oversight of the Association.

14. The National Manager

- (a) The National Manager shall be a member of the National Executive but shall have no voting rights.
- (b) The National Manager shall be responsible to the National Executive.

15. Term of Office

The term of office for the National Executive shall be:

- (a) Two (2) years and shall commence at the conclusion of the Annual General Meeting at which it is elected and shall continue until the conclusion of an Annual General Meeting in the election year.

16. Powers of the National Executive

Without limiting the generality of the power of the National Executive to conduct the affairs of the Association, the National Executive may exercise all or any of the following powers:

- (a) Engage and dismiss employees of the Association, and fix the remuneration and conditions of employment of such employees.
- (b) Form such sub-committees as it considers necessary and delegate to such sub-committees such powers as it considers necessary.
- (c) Co-opt additional people for a specific purpose and for a nominated period of time. Such person will be a member of the National Executive.
- (d) Nominate a minimum of three signatories to operate the Association's bank account.
- (e) Terminate the membership of any member of the National Executive for conduct prejudicial to the interests of the Association but such powers will not be capable of delegation and shall not be exercised unless the member concerned has been given on reasonable notice, an opportunity to make representations to the National Executive in writing or, if the member so desires, in person.

17. Meetings of the National Executive

- (a) Meetings shall be held at such time and place as the National Executive shall decide.
- (b) The meeting may take the form of telephone conference.

18. Annual General Meeting

- (a) The Annual General Meeting of the Association shall be held each year at a time and place to be determined by the National Executive but in any event before 31 October each year.

- (b) Notice of the Annual General Meeting shall be given to members in such manner and in such form as the National Executive deems appropriate not less than twenty-eight (28) clear days prior to the appointed date.
- (c) The agenda for the Annual General Meeting shall be notified to members in such manner and in such form as the National Executive deems appropriate no less than seven (7) clear days prior to the appointed date.
- (d) All employees of members (including associate members) shall be entitled to attend the Annual General Meeting and there shall be no limit to the number of delegates present at this meeting, provided however that only a member's delegate notified under Rule 18(e) has a right to exercise that member's vote, and other employees do not have a right to vote.
- (e) Each member shall only have one (1) vote and associate members do not have a right to vote. Each member shall at, or prior to, the commencement of the meeting notify the National Manager of the name of the delegate representing that member at the meeting and entitled to exercise that member's vote
- (f) The chair person shall have a casting vote.
- (g) Voting at the Annual General Meeting shall be by show of hands unless the majority of the meeting elects that voting is by way of secret ballot.
- (h) Voting shall be by simple majority.
- (i) Any notice of motion to be placed before the Annual Meeting shall be made in writing to the National Manager no less than fourteen (14) days prior to the meeting. Notices of Motion for consideration by the Annual General Meeting shall then be circulated by the National Executive to all members of the Association at least seven (7) days before the date of the Annual General Meeting.

19. Postal Voting

- (a) Postal voting procedure may be used at any Annual General Meeting, if prior to that meeting the National Executive so determines, and gives notice hereof in the notice of meeting.
- (b) The notice of meeting shall clearly set out as numbered items the separate resolutions in respect of which postal votes may be cast. Such notice may include a suitable voting form for completion and signature by member.
- (c) A member wishing to cast a postal vote shall clearly indicate on the voting form (if one is supplied), or by letter or fax or e mail, whether the vote is in favour of or is against each separate resolution. If there is no indication at all, or no clear indication one way or the other, the vote as to the particular resolution shall be invalid, without prejudice to any clear indications in respect of any other resolutions.

- (d) All postal votes must be delivered or transmitted so as to reach the Executive not later than 72 hours before the commencement of the meeting. Votes received after that time shall be invalid.
- (e) The National Manager shall sign and hand to the Chair of the meeting a certificate of the number of valid postal votes in favour of each resolution and the number of valid votes against each resolution.
- (f) Postal votes for and against each resolution shall be included in the count at the meeting on any vote by show of hands or on a poll.
- (g) Postal voting is intended for use by members unable to attend a meeting. In any case where a member casts a postal vote and is also represented at the meeting, the postal vote shall prevail and its nominated delegate shall not be entitled to vote on any of the resolutions the subject of postal voting (but may vote on any other matters at the meeting).

20. Quorum

- (a) The quorum for meetings of the National Executive shall be fifty percent (50%) of the National Executive or a minimum of four (4), whichever is the greater.
- (b) The quorum for an Annual General Meeting of the Association shall be twelve (12) member services including the National Executive.

21. Finance

The National Executive will arrange the Association's financial affairs:

- (a) Control the funds.
The opening and operation of any bank accounts required for the carrying on of Association business shall be authorised by National Executive resolution, and such bank accounts will require the signature of two (2) of three (3) nominated National Executive members full operation.
- (b) Use of funds.
The funds of the Association shall be used for meeting the general expenses of the Association, including the remuneration and expenses of any Association staff.
- (c) Investments.
Any surplus funds not immediately required for the purpose of the Association may be invested by the National Executive. In investing such funds the National Executive shall exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of others.
- (d) Financial Statements.
Financial statements for the year ended 30 June showing the income and expenditure, assets and liabilities, and all mortgages and charges effecting the property of the Association at the close of the said year, shall be prepared by the Treasurer with assistance from the National Manager.

- (e) Audited Accounts.
The approved Auditor shall audit the Association's accounts annually and a final Audit Report will be signed off by the Chair Person and Treasurer of the National Executive. Such statement shall form part of the financial report to the Annual General Meeting.
- (f) Fundraising and Borrowing
The Association shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time. This may be that the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Association. It may be without any such security and upon such terms as to priority and otherwise as shall seem fit to the National Executive who shall also be entitled to exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of others. If any borrowing is to exceed fifty percent (50%) of the current assets, then approval from either an Annual General Meeting or Special General Meeting is required.
- (g) Authority to incur liability
No officer or member of the Association shall have authority to incur any liability in the name of the Association without the express prior approval of the National Executive.

22. Auditor

- (a) The Annual General Meeting shall appoint an auditor for the Association who shall be a Chartered Accountant who shall hold office from one Annual General Meeting until the next.

23. Indemnity of Officers

The members of the National Executive shall be indemnified by the Association from and against all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happen from their own respective wilful defaults. No member of the National Executive shall be liable for acts or omissions of any other members or servants of the National Executive or for joining in any act or receipt of conformity nor any loss happening to the National Executive unless the same shall be due to his/her own wilful default.

24. Availability of the Rules

An up to date copy of the Rules shall be kept at the registered office of the Association and shall be available for perusal by any member at all reasonable times at that registered office and at all Annual General Meetings of the Association or meetings of the National Executive.

25. Alteration to Rules

- (a) These Rules may be added to, amended, or repealed by resolution at any Annual General Meeting of the Association provided that notice of such proposed additions, amendments or alterations, together with the names of the proposer and seconder thereof, shall be given to the Chair Person at least twenty eight (28)

days before the date fixed for such an Annual General Meeting. The National Executive shall then ensure that each member receives notice of such proposed additions, amendments or alterations at least seven (7) days before the date of the meeting.

- (b) Any resolution, adding to, amending, or repealing these Rules to be successful shall require the votes of a simple majority of the members at the Annual General Meeting.

26. Notice

Notice may be given by the Association to a member by sending it through the ordinary post addressed to the member at its usual address. Any notice sent by post shall be deemed to have been received by the member on the third day following that upon which it was posted.

27. Property

The Association may lease, buy, sell or deal in land and property.

28. Common Seal

The National Executive shall provide and be responsible for the custody of the common seal of the Association which shall only be affixed to any deed, instrument, or writing pursuant to a resolution of the National Executive, and every deed, instrument or writing to which the seal is affixed shall be signed by three members of the National Executive, one of whom shall be the chair person. A register of all such transactions to be available at each meeting of the National Executive.

29. Dissolution

Dissolution shall be in accordance with the procedures required by the Incorporated Societies Act 1908. In the event of the Association being wound up, any surplus assets and/or funds, after the discharge of any liabilities, shall be distributed, as determined by the National Executive at that time, to any charitable organisation having similar objects, within New Zealand or, if the National Executive cannot agree as to the distribution of such assets and/or funds then they shall be distributed to any member of the Association as nominated by the Commissioner for Children.

30. Saving Clause

Any matter not otherwise specially provided for in these Rules shall be decided by the National Executive unless the Annual General Meeting has made a previous decision on the matter under review, such decisions to be reported to the members.

Last Revised: AGM 17 September 2015

Rule Change approved by AGM on 17 September 2015. Submitted to and accepted by Companies Office on 7 December 2015