

Social  
Service  
Providers

Te Pai  
Ora o  
Aotearoa



## RULES

November 2018

*Reflecting amendments adopted at the 2022 AGM*

**1. Name**

The full name of the Association shall be Social Service Providers Te Pai Ora o Aotearoa Incorporated. The shortened version shall be “SSPA”.

**2. Defined terms**

In this Constitution, unless the context otherwise requires:

*Act* means the *Oranga Tamariki Act 1989* (the Children’s and Young People’s Well-being Act 1989);

*Affiliate Member* means a Member of SSPA under rule 6B (*Affiliate Members*);

*Annual General Meeting* means an annual general meeting of Members convened under rule 18 (*Annual General Meetings*);

*Association* means Social Service Providers Te Pai Ora o Aotearoa Incorporated;

*Chairperson or Co-Chairs* means the National Executive Members who are elected as the chairperson or co-chairs of the National Executive under rule 12 (*Positions of National Executive members*);

*Charities Act* means the Charities Act 2005;

*Chief Executive Officer* means the senior employee of the Association, appointed under rule 14;

*Constitution* means this constitution, as it may be altered from time to time in accordance with its terms and with the Incorporated Societies Act;

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*Delegate* means the person appointed by a Member to represent, and to vote on behalf of, the Member at General Meetings of the Association in accordance with rule 18B (*Meetings generally*);

*Full Member* means a Member of the Association under rule 6A (*Full Members*);

*General Meeting* means either an Annual General Meeting or a Special General Meeting;

*Incorporated Societies Act* means the Incorporated Societies Act 1908;

*Intellectual Property* means all rights and/or goodwill in any copyright works, names, trademarks (or signs), logos, designs, patents, or service marks, of or relating to SSPA;

*Interim Vacancy* has the meaning given by rule 11B (*Interim Vacancy*);

*Member* means a member of the Association as specified in this Constitution, and includes a Full Member, a Student Member, and an Affiliated Member, unless the context otherwise requires;

*Membership Fee* means a subscription, levy or other fee payable by a Member to SSPA as specified in rule 8 (*Membership Fees*);

*Membership Form* means the prescribed application for membership form (if any), or any other form which the National Executive agrees is suitable for collection of information from persons seeking to be Members of the Association;

*Ministry* means *Oranga Tamariki*, the Ministry for Children;

*National Executive* means the committee established under rule 11 (*National Executive composition and membership*) to manage the operation and affairs of the Association;

*National Executive Member* means a person serving on the National Executive of the Association;

*Officer* means a National Executive Member, and any other person deemed by law to be an officer of the Association;

*Ordinary Resolution* means a resolution passed by at least 51% of the votes properly cast by those Members present and entitled to vote at the General Meeting at which the vote is occurring;

*Register of Members* means the register of Members described in rule 7 (*Register of Members*);

*Registered Office* has the meaning given to that term by rule 3 (*Registered Office*);



*Special General Meeting* means a special general meeting of Members convened pursuant to rule 18A (*Special General Meetings*);

*Special Resolution* means a resolution passed by at least 66% of the votes properly cast by those Members present and entitled to vote at the General Meeting at which the vote is occurring;

*SSPA* means Social Service Providers Te Pai Ora o Aotearoa Incorporated;

*Student Member* means a Member of the Association under rule 6C (*Student Members*);

*Tangata Whenua National Executive Member* means a person elected to serve in a tangata whenua capacity on the National Executive;

*Tauiwi National Executive Member* means a person elected to serve in a tauiwi capacity on the National Executive;

*Teleconference Meeting* means a meeting whereby all participants are contemporaneously linked by telephone, skype or other means of instant audio, or audio and visual, communication, provided all participants can simultaneously hear each other throughout the meeting; and

*Treasurer* means the person appointed to the role of treasurer of the Association under rule 13 (*Treasurer*).

## **2A. Construction**

In the construction of this Constitution, unless the context otherwise requires:

- (a) *defined terms*: words or phrases appearing with capitalised initial letters are defined terms and have the meanings given to them in this Constitution. If a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (b) *legislation*: a reference to any legislation is a reference to that legislation as from time to time amended or replaced and, unless the context otherwise requires, includes any statutory instruments issued under that legislation; and
- (c) *documents*: a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time.

## **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, families, whānau and communities, support the capacity and performance of service providers, and promote co-operation between members and government and non-government social service agencies.
- (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.

## MEMBERSHIP

### 5. Categories of Members

The Members of SSPA shall comprise:

- (a) Full Members, as described in rule 6A (Full Members);
- (b) Affiliate Members, as described in rule 6B (Affiliate Members); and
- (c) Student Members, as described in rule 6C (*Student Members*).

### 5A. Eligibility for membership

To become a Member of SSPA, an applicant must:

- (a) have a commitment to the charitable purposes of SSPA;
- (b) complete and lodge a Membership Form;
- (c) supply such further information as may be required by the National Executive, including evidence of a current contract and/or accreditation with a government agency where required;
- (d) pay any annual fee as determined by the National Executive under rule 8 (*Membership Fees*);
- (e) expressly consent to become a Member;



- (f) agree to be bound by this Constitution;
- (g) satisfy any specific eligibility criteria associated with the category of Membership for which the application is made, as set out in this Constitution;
- (h) be admitted into Membership by the National Executive; and
- (i) satisfy such other Membership criteria as SSPA may reasonably determine from time to time.

## 6. Applications for membership

- 6.1 The National Executive shall consider each application for Membership and accept or decline it in its absolute discretion, provided that the National Executive shall not accept an application unless it is satisfied that the applicant:
- (a) meets the criteria for Membership for the category of Membership for which the application is made, as set out in this Constitution;
  - (b) otherwise meets the requirements of rule 5A (*Eligibility for Membership*);
  - (c) has paid their annual fee as determined under rule 8 (*Membership Fees*); and
  - (d) has not acted in a manner which the National Executive considers could bring the Association into disrepute.
- 6.2 The National Executive must advise the applicant of its decision, and may, but is not required to provide reasons for that decision.
- 6.3 Upon the applicant becoming a Member, the National Executive shall ensure the Register of Members is updated accordingly.
- 6A. **Full Members**  
**Criteria:** any non-government service provider that has a contract with a government agency to deliver social services to children, young people, families, whānau and/or communities, including but not limited to any service provider approved by the Chief Executive of Oranga Tamariki in accordance with section 396 or 403 of the Oranga Tamariki Act 1989, may apply to the National Executive to become a Full Member of SSPA, provided they meet the requirements of rule 5A (*Eligibility for Membership*).
- 6B. **Affiliate Members**  
**Criteria:** any person, incorporated, unincorporated, or an individual, that is ineligible for Membership under rule 6A (*Full Members*) but that delivers social services to children, young people, families, whānau and/or communities, or otherwise works in areas aligned to SSPA's purposes, may apply to the National Executive to become an Affiliate Member of SSPA, provided they meet the requirements of rule 5A (*Eligibility for Membership*).



6C. **Student Members**

**Criteria:** any individual who is studying currently enrolled and studying full-time in an area related to SSPA's purposes, and who is not employed by a service provider eligible to be a Full Member or Affiliate Member of SSPA, may apply to the National Executive to become a Student Member of SSPA.  
~~any individual who is studying in an area related to SSPA's purposes, and who is not employed by a service provider eligible to be a Full Member of SSPA, may apply to the National Executive to become a Student Member of SSPA.~~

6D. **Member obligations**

In addition to any specific rights and obligations set out in this Constitution and the Oranga Tamariki Act 1989, all Members acknowledge and agree that:

- (a) they shall comply with and observe the Constitution and any resolution made or passed at a General Meeting;
- (b) they shall promote and support the charitable purposes of the Association;
- (c) they shall satisfy and maintain the criteria in rules 5A (*Eligibility for Membership*), and 6A (*Full Members*), 6B (*Affiliate Members*), or 6C (*Student Members*), as applicable, and advise the Association if there are any changes to their eligibility as soon as reasonably practicable after the change occurring; and
- (d) they shall pay any membership or other fees as determined in accordance with rule 8 (*Membership Fees*).

6E. **Member entitlements**

6E.1 Members are entitled to:

- (a) receive all general SSPA communications; and
- (b) hold themselves out as being a Member of SSPA.

6E.2 **Full Members:** in addition to the entitlements set out in rule 6E.1, Full Members are also entitled to:

- (a) receive notice of, attend, speak, and vote at General Meetings in accordance with this Constitution, subject to any provision of this Constitution which affects voting rights in any particular case; and
- (b) nominate an employee or member of their governing body to be elected to the National Executive under rule 11 (*National Executive composition and membership*).

6E.3 **Affiliate Members:** in addition to the entitlements set out in rule 6E.1, Affiliate Members are also entitled to receive notice of, attend, and speak at General Meetings in accordance with this Constitution. Affiliate Members have no voting rights at meetings of the Association.

6E.4 **Student Members:** in addition to the entitlements set out in rule 6E.1, Student Members are also entitled to:



- (a) receive notice of, attend, and speak at General Meetings in accordance with this Constitution; and
- (b) receive a discount on their Membership Fee, as determined by the National Executive.

Student Members have no voting rights at meetings of the Association.

## 7. Register of Members

7.1 **Register:** the National Executive must maintain a Register of Members, recording:

- (a) each Member's:
  - (i) name;
  - (ii) postal address;
  - (iii) email address; and
  - (iv) telephone number;
- (b) the category of Membership to which the Member belongs;
- (c) the date on which the Member's Membership commenced; and
- (d) any other required details.

7.2 **Changes:** if a Member's name or contact details change, the Member must give written notice of the change to the National Executive as soon as reasonably practicable after the change occurring. The National Executive must then ensure the Register of Members is updated accordingly as soon as practicable.

## 8. Membership Fees

8.1 **Annual fee:** all Members shall pay an annual fee to the Association of the amount determined by the National Executive from time to time.

8.2 All fees payable under this rule 8 are due within 21 days of the date of invoice.

8.3 The National Executive may, in its complete discretion:

- (a) set different fees for different categories of Members; and
- (b) waive some or all of the Membership Fees payable by any particular Member at any time.

8.4 **Consequences of non-payment:** any Member failing to pay any Membership Fee within four (4) calendar months of the date the same was due shall be considered unfinancial and shall (without being released from the obligation of payment) not be entitled to vote at General Meetings until all the arrears are paid.

## 9. Ceasing to be a Member

9.1 **Resignation of Membership:** a Member may cease to be a Member by resignation by giving 30 days' written notice to the Association's Registered Office. Unless the notice specifies a later date, the resignation will take effect from the date the notice is received by the Association. The resignation shall not release the Member from any monetary or other obligation to the Association incurred during its Membership.



Once resignation has taken effect, rule 9.8 (*Consequences of termination of Membership*) applies.

- 9.2 **Deemed resignation:** a Member is deemed to have resigned from Membership if the Chief Executive of Oranga Tamariki suspends or revokes the Member's approval in accordance with section 399 of the Oranga Tamariki Act 1989, or if another government agency with whom that Member has a contract suspends or revokes the Member's accreditation. The resignation will take effect from the effective date of the suspension or revocation, as the case may be.
- 9.3 **Default in payments:** a Member that is considered unfinancial under rule 8.4 (*Consequences of non-payment*) for default in payment of any Membership Fee is liable to have their membership terminated if such arrears remain unpaid 4 months after the date the amount became due, or such later date as the National Executive may determine. Before such termination can occur, the National Executive must give the Member written notice specifying the outstanding monies owed, and demanding payment by a new due date, being a date not less than 1 calendar month from the date of the demand. If payment is not received by the said new due date, the National Executive may terminate the Member's membership by giving written notice of such termination to the Member concerned.
- 9.4 **Automatic cessation:** a Member's Membership will automatically cease if the Member dies, or is wound up, liquidated or otherwise dissolved, or otherwise ceases to exist.
- 9.5 **Termination for cause:** subject to rule 9.2 (*Deemed resignation*), if a Member refuses or neglects to comply with this Constitution, or engages in any conduct which, in the National Executive's opinion, is unbecoming of a Member, prejudicial to the interests of the Association, or may otherwise bring the Association into disrepute, the National Executive may terminate the Member's membership if, after due inquiry, and after the Member 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, the National Executive considers that termination is appropriate. Such termination will take immediate effect. The National Executive shall amend the Register of Members accordingly.
- 9.6 **Appeal to SGM:** any Member whose membership is terminated under rule 9.3 (Default in payments) or rule 9.5 (Termination for cause) may appeal the decision to a Special General Meeting called for that purpose. The appeal shall be allowed if a Special Resolution is passed in favour of such appeal.
- 9.7 **Reinstatement:** Membership which has been terminated under this Constitution may be reinstated, following reapplication in accordance with rule 6 (*Applications for membership*), if the reapplication is approved by Special Resolution.
- 9.8 **Consequences of termination of Membership:** where any Member ceases, for whatever reason, to be a Member of SSPA:





- (a) the Register of Members shall be updated accordingly;
- (b) the former Member shall cease to hold themselves out as being a Member of SSPA, and shall cease to use any Intellectual Property; and
- (c) all Membership Fees and other amounts due to the Association up to the date of termination shall remain due and payable, and no Membership Fee, or other amount, that has already been paid by the Member to the Association, shall be refundable, unless the National Executive considers that special circumstances apply that justify otherwise in any particular case.

#### 10. Financial Year

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

### GOVERNANCE

#### 11. National Executive composition and membership

11.1 **Number of National Executive members:** SSPA must have a National Executive which shall comprise at least 6 and no more than 9 voting members, of which:

- (a) 6 shall be elected at an Annual General Meeting under rule 11A (*Election and term of office of National Executive Members*) being:
  - (i) 3 Tangata Whenua Members; and
  - (ii) 3 Tauwi Members,

or, in the case of an Interim Vacancy, may be appointed by the National Executive under rule 11B (*Interim Vacancy*); and

- (b) the National Executive may, by resolution, appoint up to 3 additional people with relevant skills or expertise, or other characteristics sought by the National Executive, for such term as may be agreed, provided that that term shall not exceed the term for an elected National Executive Member under rule 11A.2 (*Term of office*).

The Chief Executive Officer shall be a non-voting member of the National Executive *ex officio*.

- 11.2 **Representation:** in nominating, electing and appointing National Executive Members, consideration shall be given to recognition of Te Tiriti o Waitangi responsibilities, and the need to ensure Māori are appropriately and adequately recognised in SSPA governance.
- 11.3 **Composition of the National Executive:** in nominating, electing and appointing National Executive Members, consideration shall also be given to the requirement for governance skills and knowledge.
- 11.4 **Qualification for membership of National Executive:** subject to this rule 11.4 and to rule 11.5 (*Disqualification for membership of National Executive*), a person is



eligible to be nominated for election or appointment as a National Executive Member if they are:

- (a) a natural person; and
- (b) employed by, or hold a governance role within, a Full Member, provided that a National Executive Member that has served for 3 consecutive terms is not eligible for nomination to the National Executive during the 23-year period commencing at the end of that 3rd consecutive term, following which they shall be eligible for nomination.

11.5 **Disqualification for membership of National Executive:** the following persons are not eligible for election, appointment, or to remain in office, as a National Executive Member:

- (a) a person who is under the age of 18 years;
- (b) a person who is an undischarged bankrupt;
- (c) a person who is disqualified from being an officer of an incorporated society under the Incorporated Societies Act; or
- (d) a person who is disqualified from being an officer of a charitable entity under the Charities Act.

11.6 **Schedule of rotation:** the National Executive shall determine a schedule of rotation ~~so that there is a rotation of at least 2 elected National Executive Members annually to enable a staggered refreshing of rotation allowing opportunities to retire and continuity of experience within the National Executive.~~

#### 11A. Election and term of office of National Executive Members

11A.1 Nominations for candidates for election to the National Executive may be received by the Chief Executive Officer up to 14 days prior to an Annual General Meeting. Nominations must be in writing, signed by or on behalf of the person nominating, and with the signed consent of the nominee. Nominations must also specify whether the nominee is standing as a Tangata Whenua Member or a Taiuiwi Member, and must be accompanied by any relevant background information.

11A.2 **Term of office:** subject to rules 11B (*Interim Vacancy*) and 11.6 (*Schedule of rotation*), the term of office for all elected National Executive Members shall be 32 years, commencing at the conclusion of the General Meeting at which they are elected, and expiring at the conclusion of the 3<sup>rd</sup>2<sup>nd</sup> Annual General Meeting after their election.

11A.3 **Transitional arrangements:** For the avoidance of doubt:

- a) National Executive members elected in 2022 will serve a 3-year term expiring at the conclusion of the ~~and are extended until 2025 Annual General Meeting.~~
- b) National Executive members elected in 2018 who are re-elected in 2023 will serve a 3-year term expiring at the conclusion of the ~~until 2026 Annual General Meeting.~~

11A.43 If a member of the National Executive ceases during their term of office to be employed by or to hold a governance role within a Full Member, the person may

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continue in office at the discretion of the National Executive until the expiry of their current term.

## **11B. Interim Vacancy**

11B.1 An Interim Vacancy in the National Executive arises if:

- (a) a National Executive Member resigns from office, by notice in writing to the Chairperson or Co-Chairs, prior to the expiry of their term of office;
- (b) a National Executive Member dies;
- (c) a National Executive Member becomes disqualified under rule 11.5 (*Disqualification for membership of National Executive*);
- (d) a National Executive Member is absent from 2 consecutive National Executive meetings, without leave of absence having first been granted by the National Executive;
- (e) a position on the National Executive for an elected National Executive Member is not filled by the Members at a General Meeting;
- (f) a National Executive Member is removed from office under rule 16 (*Grounds for removal from office*).

11B.2 If an Interim Vacancy arises, the National Executive may, by resolution, appoint a person to fill the vacancy until the next Annual General Meeting, at which time an election process to fill the position shall take place under rule 11A (*Election and term of office of National Executive Members*).

## **11C. Functions and powers of the National Executive**

11C.1 Subject to this Constitution and the Incorporated Societies Act:

- (a) the operation and affairs of the Association must be managed by, or under the direction or supervision of, the National Executive; and
- (b) the National Executive has all the powers necessary for managing, and for directing and supervising the management of, the operation and the affairs of SSPA.

11C.2 Without limiting the generality of rule 11C.1, 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 subcommittees such of its functions and powers as it considers necessary; and
- (c) nominate a minimum of 3 signatories to operate the Association's bank account.

## **12. Positions of members of the National Executive**

12.1 At the first National Executive meeting following each Annual General Meeting, the National Executive Members shall elect a Chairperson or two Co-Chairs for a term



of up to 3 years. ~~A. The returning Chairperson or Co-Chair may be re-elected provided that no Chairperson or Co-Chair may serve more than 2 consecutive 3-year terms. Chairperson may be re-elected each year up to a maximum of 5 consecutive years.~~ Subject to rule 11B (*Interim Vacancy*), if ~~a the~~ Chairperson ~~or Co-Chair~~ is unavailable for any reason, the National Executive shall, by resolution, appoint another National Executive Member to undertake the Chairperson ~~or Co-Chairs's~~ role during the period of unavailability.

12.2 At the first National Executive meeting following each Annual General Meeting, the National Executive Members shall also appoint a Treasurer and such other Officers with such roles as the National Executive sees fit.

**12A. Chairperson or Co-Chair**

12A.1 **Role of Chairperson or Co-Chair:** the role of the Chairperson ~~or a Co-Chair~~ is to chair meetings of the National Executive and General Meetings, and to represent the National Executive. The Chairperson ~~or the Co-Chairs,~~ or ~~the Chairperson's~~ their respective nominee, shall have the right to attend any meeting of any National Executive committee, advisory or other group (including consultative groups) or forum.

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12A.2 The duties of the Chairperson ~~or a Co-Chair~~ also include to:

- (a) provide leadership in strategy, goals and plans for the Association;
- (b) ensure all fiscal responsibilities are undertaken;
- (c) work with the Chief Executive Officer to plan and organise National Executive meetings;
- (d) ensure National Executive decisions are implemented.

12A.3 In the case of an equality of votes in a meeting of the National Executive or a General Meeting, ~~the no~~ Chairperson ~~or Co-Chair~~ shall have a casting vote, in addition to their deliberative vote.

**13. Treasurer**

The Treasurer is responsible for the financial oversight of the Association.

**14. Chief Executive Officer**

The National Executive shall employ a Chief Executive Officer whose duties and conditions of employment shall be decided by the National Executive.

**15. Duties of Officers**

The duties of each Officer of SSPA include to:

- (a) act at all times in good faith and in what the Officer considers to be the best interests of SSPA;
- (b) exercise the powers of the Officer for proper purposes;
- (c) not act, or agree to SSPA acting, in a manner that contravenes the Incorporated Societies Act, the Charities Act, this Constitution or any other applicable law;



- (d) exercise the care, diligence and skill that a reasonable person with the same responsibilities would exercise in the same circumstances;
- (e) not agree to, nor cause or allow, the activities of SSPA to be carried on in a manner likely to create a substantial risk of serious loss to SSPA's creditors;
- (f) not agree to SSPA incurring any obligation unless the Officer believes at that time on reasonable grounds that SSPA will be able to perform the obligation when it is required to do so;
- (g) disclose any conflict of interest;
- (h) not disclose information that the Officer would not otherwise have available but for their capacity as an Officer, to any person, or make use of or act on the information except:
  - (i) as agreed by the National Executive for the purposes of SSPA;
  - (ii) as required by law; or
  - (iii) in circumstances analogous to those specified in sections 145(2) and (3) of the Companies Act 1993 (*Use of company information*); and
- (i) make reasonable efforts to attend, undertake all reasonable preparation for, and actively participate in, all National Executive meetings and General Meetings of SSPA, and to actively contribute to any sub-committees of the National Executive of which they are a member.

**16. Grounds for removal from office**

The National Executive, or Members at a General Meeting, may remove any National Executive Member before the expiration of their term of office, if that National Executive Member is found, after a disputes resolution process, to have breached any of the duties in rule 15 (*Duties of Officers*).

**MEETINGS**

**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 teleconference, videoconference, or other online meeting facilities.
- (c) The quorum for a meeting of the National Executive shall be 4 persons, or 50% of the National Executive, whichever is the greater.

**18. Annual General Meetings**

~~18.1~~ The National Executive must determine when the Annual General Meeting will be held, provided that it must be held before 30 November each year.



**18A. Special General Meetings**

- 18A.1 The National Executive may call a Special General Meeting at any time.
- 18A.2 The National Executive must call a Special General Meeting if 2 National Executive Members request it.
- 18A.3 The National Executive must call a Special General Meeting if the National Executive receives a written request from any Member under rule 9.6 (*Appeal to SGM*).
- 18A.4 The National Executive must call a Special General Meeting if the National Executive receives a written request (which must state the purpose for which the Special General Meeting is requested, including any proposed motion(s)) signed by at least 3 Full Members.
- 18A.5 Special General Meetings shall be convened within 28 days of receipt of a valid request.

**18B. Meetings generally**

- 18B.1 Each Member that is entitled to vote at a General Meeting shall appoint a Delegate to vote on behalf of the Member at the General Meeting. Each such Member shall, at or prior to the commencement of the meeting, notify the Chief Executive Officer of the Delegate representing that Member at the meeting and entitled to exercise that Member's vote.
- 18B.2 All employees of, and those in governance roles within, Full Members shall be entitled to attend General Meetings and there shall be no limit to the number of delegates present at the meeting, provided that only the Delegate of a Full Member has a right to exercise that Member's vote at the meeting (other employees and those in governance roles do not have a right to vote at the meeting). Affiliate Members and Student Members are entitled to attend General Meetings but have no right to vote.
- 18B.3 The quorum for a General Meeting is 12 Full Members, who are entitled to vote and who are represented at the meeting by a Delegate.
- 18B.4 No business may be conducted at a General Meeting unless a quorum is present.
- 18B.5 If the Chairperson is or the Co-Chairs are present at a General Meeting, the meeting will be chaired by the Chairperson or the Co-Chairs, as the case may be. If the Chairperson or Co-Chairs are-is absent, another member of the National Executive will be elected by the meeting to chair the meeting. If all members of the National Executive are absent, a Delegate will be elected by the meeting to chair the meeting.



**18C. Notice of General Meetings**

- 18C.1 The National Executive shall provide written notice of a General Meeting, in such form as the National Executive considers appropriate, to all Members at least 28 days prior to the date of the meeting.
- 18C.2 Any proposed motions and other items of business that Members and/or the National Executive wish to be considered at a General Meeting must be received by the Chief Executive Officer in writing not less than 14 days before the date set for the meeting.
- 18C.3 The agenda for a General Meeting, and notice of any motions to be considered at the meeting, shall be circulated by the National Executive to all Members at least 7 days before the date of the General Meeting. The agenda shall clearly set out as numbered items the separate resolutions in respect of which postal or electronic votes may be cast in accordance with rule 19 (*Postal or electronic voting*). Such notice may include a suitable form for completion and signature by a Member entitled to vote at the meeting.
- 18C.4 All written notices shall be deemed to have been properly sent if forwarded by ordinary or electronic mail to the address appearing in the Register of Members. Any notice sent by post shall be deemed to have been received by the Member on the 5<sup>th</sup> day following that upon which it was posted. If the National Executive has in good faith made reasonable efforts to send written notice to all Members, the General Meeting and its business shall not be invalidated simply because one or more Members do not receive the notice.

**18D. Decisions at General Meetings**

- 18D.1 All questions before the General Meeting shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by an Ordinary Resolution, unless this Constitution requires a Special Resolution in any particular case, in which case it will only be validly made if it is passed by a Special Resolution.

**18E. Voting at General Meetings**

- 18E.1 Voting at General Meetings shall be conducted on the basis of one vote per Member entitled to vote, with voting on behalf of each such Member being conducted by its Delegate. The person chairing the General Meeting shall have a casting vote, even if they do not have a deliberative vote.
- 18E.2 Voting at General Meetings shall be by show of hands unless the majority of the meeting elects that voting on any particular motion is by way of secret ballot.

**19. Postal or electronic voting**

- 19.1 Postal or electronic voting procedures shall be used at any General Meeting, for all resolutions, notices of motion, and nominations for National Executive that have been identified, in the agenda for the meeting, as separate resolutions in respect of which postal or electronic votes may be cast.

- 19.2 A Member wishing to cast a postal or electronic vote in respect of such a resolution 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 the 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.
- 19.3 All postal or electronic votes must be delivered or transmitted so as to reach the National Executive not later than 72 hours before the commencement of the relevant meeting. Votes received after that time shall be invalid.
- 19.4 The Chief Executive Officer shall sign and hand to the chairperson or co-chair of the meeting a certificate of the number of valid postal and/or electronic votes cast in favour of, and against, each resolution.
- 19.5 Postal and electronic 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.
- 19.6 Postal and electronic voting is intended for use by Members unable to attend a meeting. In any case where a Member casts a postal or electronic vote and is also represented at the meeting, the postal or electronic vote shall prevail, and its nominated Delegate shall not be entitled to vote on any of the resolutions the subject of the postal or electronic vote (but may vote on any other matters at the meeting).
- 20. Quorum**
- 20.1 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.
- 20.2 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:
- 21.1 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.
- 21.2 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.
- 21.3 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.

**21.4** 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 Chief Executive Officer.

**21.5** 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.

**21.6** 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.

**21.7** 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**

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**

25.1 These Rules may be added to, amended, or repealed by resolution at any General Meeting, being either an Annual General Meeting or a Special 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 the 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.

25.2 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 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 **for exclusively charitable** purposes 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.

