

NEW ZEALAND SPEECH-LANGUAGE THERAPISTS' ASSOCIATION INCORPORATED

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CONSTITUTION

NEW ZEALAND SPEECH-LANGUAGE THERAPISTS' ASSOCIATION INCORPORATED

These Rules are published on 23rd April 2010 and rescind all previous rules of the above Incorporated Association.

THE ASSOCIATION

1. NAME

1.1 The name of this Association is the New Zealand Speech-language Therapists' Association Incorporated ("NZSTA" or "the Association").

2. SAVINGS

2.1 All officers and appointments, records and all acts of authority that originated under the previous Constitution and which subsist and continue in force on the adoption of these Rules shall continue to have full force and effect.

3. REGISTERED OFFICE

3.1 The Registered Office of the NZSTA is to be such a place as determined from time to time by the Executive Council. Notification shall be made to the Registrar of Incorporated Societies as required.

3.2 The NZSTA may also have from time to time an office from where its activities are chiefly administered ("the National Office") which may or may not also be at the same address as the Registered Office.

4. PURPOSE

4.1 The purposes of NZSTA are to:

- (a) promote, advance and support relevant evidence-based speech-language therapy practice, research, academic activities, publications and other educational initiatives, including the awarding of scholarships, awards and funding grants for the benefit of New Zealanders;
- (b) promote, and advocate for, the profession of speech-language therapy and its inter-relationships with allied disciplines, for the benefit of all New Zealanders;
- (c) give meaning to Te Tiriti O Waitangi through practising the principles of partnership, protection and participation.
- (d) promote excellence in speech-language therapy practice and professional ethics in Aotearoa/New Zealand;
- (e) promote and facilitate continuing professional development of speech-language therapists in Aotearoa/New Zealand; and
- (f) advocate for policies and practices that improve the communication and swallowing abilities of New Zealanders, in order to improve their quality of life.

MEMBERSHIP

5. ADMISSION OF MEMBERS

- 5.1 To become a Member, the applicant must complete an application form, supply any additional information as required at that time, and pay the prescribed membership fee.
- 5.2 Any former Member of the NZSTA who has resigned, or whose membership has elapsed, may apply to re-join in the same way as a new applicant, but if the Member's membership was terminated by NZSTA for any disciplinary reason, the former Member shall not be able to rejoin except with the approval of the Executive Council by majority vote.
- 5.3 Suitably qualified persons may be refused membership, if at the time of application, they are in breach of the NZSTA Code of Ethics or those of any international organisation affiliated to the International Association of Logopaedics and Phoniatics ("IALP").

6. MEMBERSHIP CATEGORIES

6.1 Full Members

The following persons are eligible to be or to become full Members of the NZSTA:

- (a) Every speech-language therapist trained in New Zealand with a Teachers' Certificate endorsed with qualifications in speech-language therapy, or with a Diploma in Speech-Language Therapy awarded prior to 1993;
- (b) Every speech-language therapist holding the Bachelor of Speech and Language Therapy awarded by the University of Canterbury, New Zealand, prior to January 2004;
- (c) Every speech-language therapist holding a Bachelor of Speech-Language Therapy or an equivalent Bachelors or Masters degree from an NZSTA-accredited programme;
- (d) Every speech-language therapist of recognised training whose qualifications are approved by the NZSTA.

6.2 Student Members

The following persons are eligible to be or to become student Members of the NZSTA:

- (a) Persons currently enrolled in an NZSTA accredited speech and language therapy programme;
- (b) Persons holding an NZSTA recognised qualification who are enrolled full-time or part-time in a course of post-graduate study and who are not receiving any remuneration;
- (c) Persons enrolled full-time in a speech language therapy programme accredited by one of the signatory Associations of the Mutual Recognition of Credentials Agreement (2008).

6.3 Associate Members

Those eligible to be or to become associate Members of the NZSTA are any person in an allied profession whose application is approved by the NZSTA.

6.4 Life Members

The Executive Council of the NZSTA may elect to confer life membership on suitably qualified persons, determined via evidence of outstanding service rendered to the profession of speech-language therapy. Applications for life membership must be supported by a majority vote of the Executive Council.

6.5 Honorary Members

The Executive Council of the NZSTA may elect to confer honorary membership on persons who do not have a speech-language therapy qualification, but who have made an outstanding contribution to the profession of speech-language therapy. Applications for honorary membership must be supported by a majority vote of the Executive Council.

6.6 Provisional Members

The following persons are eligible to be or to become provisional Members of the NZSTA:

- (a) Those speech language therapists who are in their first year of practice or who have not accumulated 1000 hours of speech-language therapy practice within the 5 years immediately prior to the application for membership;
- (b) Those whose qualifications have been deemed provisional by the NZSTA (for reasons including, but not limited to, insufficient education or experience in dysphagia).

6.7 NON-WORKING MEMBERS

Any therapist eligible to be a full Member of the NZSTA but not currently employed or engaged as a speech-language therapist may elect to be a non-working Member.

7. PATRON

- 7.1 On the nomination of the Executive Council, by a simple majority of the Members present and entitled to vote at any Annual General Meeting of the NZSTA, a Patron may be appointed who shall hold Office on such terms as recommended by the Executive Council and approved at any Annual General Meeting of NZSTA.

8. REGISTER OF MEMBERS

- 8.1 A register of Members, which shall contain the names and contact details of all Members and the category of membership, will be maintained and Members must promptly notify the National Office of any changes.
- 8.2 Each Member shall provide such other details as required.
- 8.3 Each Member must promptly notify the National Office in writing of any change to his or her eligibility to be a member of NZSTA.

9. MEMBERSHIP FEES

- 9.1 The NZSTA at an Annual General Meeting has the power to determine the amount of the annual fee payable for each membership type. Such resolution shall apply from the next financial year.

- 9.2 Annual membership fees are due on 1st January each year for membership of that (the same) calendar year.
- 9.3 A Member is not entitled to vote or take advantage of membership in any way until such Member's membership fee and any arrears of monies are paid ("financial Member").
- 9.4 The Executive Council may at its discretion waive all or any part of a Member's membership fee on such terms and for such duration as the Executive Council may permit.
- 9.5 During the period of any waiver under clause 9.4 a Member shall have all the rights and privileges of a Member who has paid his or her membership fee in full.
- 9.6 The Executive Council may at its discretion accept late payment of any outstanding membership fee and thereafter the Member shall have all the rights and privileges of a financial Member.
- 9.7 No annual fee is payable by a life Member but they shall otherwise have the same rights and privileges as a Member.
- 9.8 No annual fee is payable by an honorary Member. They shall not be permitted to vote at any Meeting of the Association but shall in all other respects have the same rights and privileges as a Member.

10. RIGHTS AND PRIVILEGES OF MEMBERSHIP

- 10.1 All Members have the right and responsibility to attend Annual and Special General Meetings, to speak at those meetings, to receive information from the Association and enjoy other such privileges as shall from time to time be determined by the Executive Council.
- 10.2 All financial full Members and life Members have voting rights and are eligible to accept nomination for office.
- 10.3 All financial provisional and financial non-working Members have voting rights but are not eligible to accept nomination for office.

11. OBLIGATIONS OF MEMBERS

- 11.1 All Members shall promote the purposes of the NZSTA, abide by these Rules and the Code of Ethics as published. Any failure to do so shall render the Member liable to disciplinary action by resolution of the Executive Council or by the Ethics Committee under delegated authority (generally, or specifically in each case) from the Executive Council.
- 11.2 A complaint against a Member on the grounds of a breach of the Code of Ethics or clinical malpractice may be lodged with the Association. All such complaints shall be referred to the Ethics Committee. The complaint shall be addressed according to the Ethics Committee procedures in place at that time.

12. CESSATION OF MEMBERSHIP

- 12.1 Any Member shall cease to be a Member in the event of any one or more of the following:
- (a) by resigning in writing to the National Office, which shall take effect immediately;
 - (b) by failing to pay the prescribed membership fee after two months of the due date for payment;

- (c) by expulsion upon a disciplinary decision by the Ethics Committee (or if such committee does not exist or is unable to function or is not authorised, then by the Executive Council); and
- (d) death.

12.2 Any person ceasing to be a Member for any cause whatsoever, nevertheless remains liable to NZSTA for all membership fees and other monies payable by the member prior to the date of termination of membership.

FINANCIAL

13. FINANCIAL YEAR

13.1 The financial year of the NZSTA shall be from 1st January through to 31st December in any year, or as may be determined by the Executive Council from time to time.

14. CONTROL AND INVESTMENT OF FUNDS

14.1 The funds of the Association are to be devoted solely to the furtherance of the purposes of the Association as set out in these Rules and are to be under the control of the Executive Council.

14.2 All monies received by or on behalf of the Association shall be paid into an account to the credit of the Association at a bank approved by the Executive Council. All cheques, withdrawals or payments from the account must be duly authorised by any two persons as nominated from time to time by the Executive Council.

14.3 The Association may from time to time invest and re-invest, in such securities and upon such terms as it thinks fit, the whole or any part of its funds which are not required for the immediate business of the Association.

14.4 The Association has the power to borrow or raise money from time to time by 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 or without any such security and upon such terms as the Association thinks fit. The powers of borrowing or raising money cannot be exercised except pursuant to a resolution of the Association passed at an Annual or Special General Meeting.

14.5 The Association has the power to acquire or dispose of or deal with in any manner real and personal property and to enter into contracts with other persons whether incorporated or unincorporated.

14.6 The income and property of the Association from wherever derived are to be applied solely towards the promotion of the purposes of the Association as set forth in these Rules and no portion of such income or property is to be paid or transferred directly or indirectly by way of profit to the members of the Executive Council or Association.

THE EXECUTIVE COUNCIL

15. OFFICERS

15.1 The election of Executive Council members will be held at Annual General Meetings. The term of office for every Executive Council member shall be two years.

- 15.2 The Executive Council will consist of the following Officers, all voting members of the NZSTA, who will hold Office until retirement or removal from Office or election of successors to Office:
- (a) President
 - (b) Professional Development
 - (c) Professional Standards
 - (d) Maori and Cultural Development
 - (e) Member Networks
 - (f) Communication
- 15.3 One of the Officers will fulfil the role of Treasurer for NZSTA.
- 15.4 In addition to the Officers in 15.2, the Executive Council shall have the power to appoint, for a term not longer than three years, a co-opted person to join the Executive Council as a co-opted Officer. To be eligible as a co-opted Officer a person must possess specific skills or experience identified as lacking on the Executive Council and a formal selection process must take place.
- 15.5 The Executive Council has the power to appoint a financial Member to fill any casual vacancy on the Executive Council until the next Annual General Meeting but any member so appointed must retire at the next Annual General Meeting.
- 15.6 At the Annual General Meeting of the Association, those members of the Executive Council whose term is completed for the time being shall retire from Office. A retiring Executive Council member shall hold Office until the closure or adjournment of the meeting at which his or her successor is elected.
- 15.7 A retiring Executive Council member, other than a co-opted Officer, shall be eligible for re-election but shall serve no more than two consecutive terms.
- 15.8 An employee of the Association may not be a member of the Executive Council.
- 15.9 Any member of the Executive Council who is absent from two consecutive meetings without reasonable cause may be deemed to have vacated the Office as determined by the Executive Council.

16. DUTIES OF THE EXECUTIVE COUNCIL

- 16.1 The business of the NZSTA is to be managed by or under the direction of the Executive Council. It is the duty of the Executive Council to conduct the affairs of the Association, to keep proper books of accounts and other records of the business of the Association, to notify Members of intended meetings and the business to be transacted at those meetings and to prepare and submit to the Annual General Meeting an Annual Report, Balance Sheet and Statement of Accounts for the preceding year.

17. FUNCTIONS AND OPERATION OF EXECUTIVE COUNCIL

- 17.1 The Executive Council shall meet at intervals determined by itself, but no less frequently than four times annually and shall arrange its affairs in such a manner as it sees fit in order to efficiently govern the Association, consistent with these Rules.

- 17.2 Meetings of the Executive Council shall be convened at such times and places as set by the Executive Council.
- 17.3 A majority of members of the Executive Council will be the quorum.
- 17.4 The President at his or her discretion may call a Special Meeting of the Executive Council to discuss urgent business and shall do so in any event if called upon to do so by two members of the Executive Council. As far as is practicable the President shall ensure that each member of the Executive Council is notified of the time, date and place of each Executive Council meeting at least 48 hours beforehand.
- 17.5 The Executive Council may at any time establish and appoint permanent or ad hoc sub-committees to deal with and report on any matters the Executive Council considers appropriate. The sub-committee shall operate by whatever procedure is determined appropriate by the Executive Council and members of any subcommittee may comprise any person or persons considered appropriate by the Executive Council.
- 17.6 The business of the Executive Council may be conducted using any medium that gives the Executive Council Officers as a whole reasonable opportunity to participate.
- 17.7 Resolutions will be decided by a simple majority of members present and eligible to vote. In the case of equality of votes, the Presiding Officer has a casting vote as well as a deliberative vote.
- 17.8 In addition to any power conferred by these Rules the Executive Council has the following powers and authorities:
- (a) to co-operate with all interested parties in the promotion of the purposes of the Association;
 - (b) subject to clause 14.4, to solicit donations, gifts, loans, grants and bequests to the Association for the promotion of the purposes of the Association;
 - (c) to expend any money in pursuance of and incidental to any of the purposes of the Association;
 - (d) to purchase, lease or otherwise acquire property and to sell, lease or otherwise dispose of property;
 - (e) to print and issue publications to Members and others;
 - (f) to enter into any arrangements with any authorities or other entities which may seem conducive to the attainment of any of the Association's purposes; and to obtain from any such authority or entity any rights, privileges and concessions which it may deem desirable and to carry out and comply with any such arrangements, rights, privileges and concessions; and
 - (g) subject to clause 14.4 to receive money on deposit or loan, to borrow money, to mortgage, charge or grant a security interest over all or any of its undertaking and property both present and future and to give or receive guarantees or indemnities for the payment of monies or the performance obligations, all of which powers shall be exercised by the Executive Council as the Executive Council thinks fit;
 - (h) to if it chooses, cultivate reciprocal relations with kindred associations in New Zealand and other countries;

- (i) to invest the funds of the Association in the name of the Association from time to time in any manner that the Executive Council considers appropriate;
- (j) to do all things as are incidental or conducive to the attainment of the above powers and authorities or any of them.

18. MANAGEMENT FUNCTIONS

- 18.1 The Executive Council may employ a Manager of the Association who may attend and speak at meetings of the Executive Council but shall not be entitled to vote at such meetings.
- 18.2 The Manager shall be responsible for the day-to-day management of the Association and carrying out the general directions of the Executive Council including the preparation of reports for presentation to the Executive Council.
- 18.3 The Council may revoke or vary an appointment or any of the powers conferred on a Manager.

MEETINGS

19. ANNUAL GENERAL MEETING

- 19.1 The Association must hold an Annual General Meeting once in every calendar year at or on such date not being more than 15 months after holding of the previous Annual General Meeting. The Meeting must be called for the following purposes:
 - (a) to receive from the Executive Council an Annual Report, Balance Sheet, Audit Report and Statement of Accounts for the preceding year;
 - (b) to set honoraria for Executive Council members for the ensuing year;
 - (c) to fix the annual membership fees for the ensuing year;
 - (d) to decide on any resolution which must have been duly submitted to the National Office not less than 28 days prior to the date of such a meeting; and
 - (e) to elect officers of the Executive Council.

20. SPECIAL GENERAL MEETINGS

- 20.1 The President, and in the President's absence or inability to act, any other member of the Executive Council, may at any time and for any special purpose call a Special General Meeting. The President must do so forthwith upon the requisition in writing of any 15 Members stating the purpose for which the meeting is required.

21. NOTICE OF BUSINESS

- 21.1 14 working days before an Annual or Special General Meeting, notice must be given of the date, place and time for the meeting and the business to be transacted at that meeting and no business other than that of which notice has been given can be brought forward at any Special or Annual General Meeting.
- 21.2 Every notice required to be given to Members is deemed to have been duly delivered if posted to the Member at the Member's last known place of business, residential or electronic mail address. Accidental omission to give notice to any Member shall not invalidate the meeting.

22. POSTAL VOTING

- 22.1 Any full, life, non-working or provisional Member not attending the Annual or Special General Meeting may submit one postal vote for election of officers and on major policy matters, including alterations to the Rules. Postal votes must be received at National Office one week prior to the meeting.

23. PROCEDURE AT MEETINGS

- 23.1 At all Special or Annual General Meetings the President, and in the President's absence any other duly elected person, (in either case the "Presiding Officer") must chair the meeting.
- 23.2 Resolutions, other than alterations of rules, will be decided by a simple majority of Members present and eligible to vote. In the case of equality of votes, the Presiding Officer has a casting vote as well as a deliberative vote.
- 23.3 A resolution put to vote on all questions other than election of Officers is to be by voices and show of hands. If the Presiding Officer or any three Members so require, voting will be by ballot.
- 23.4 For election of Officers, voting is by secret ballot for which no less than two scrutinisers are to be appointed by the Presiding Officer. Where there is only one nomination for a vacancy, the nominee shall be declared elected unopposed. Nominations must be in writing and be seconded in writing by a voting Member of the NZSTA and must be received by the National Office prior to the commencement of the meeting. If no nominations for a vacancy have been received, a call may be made by the Presiding Officer for nominations.
- 23.5 At all Annual and Special General Meetings, 15 Members constitute a quorum.

SPECIAL COMMITTEES

24. SPECIAL COMMITTEES

- 24.1 The Executive Council shall establish a Programme Accreditation Committee to be responsible for accrediting programmes of speech-language therapy to assure the general public of the quality and standards of all speech-language therapy education in New Zealand. The Programme Accreditation Committee will be represented by the Executive Council in the form of professional standards.
- 24.2 The Executive Council shall also establish an Ethics Committee which shall oversee the application of a code of ethics to be established from time to time ("Code of Ethics"), the initial version being in the form annexed hereto, and otherwise to carry out the functions of the Ethics Committee referred to elsewhere in these rules.
- 24.3 If any committee ceases to exist or is for any reason unable to carry out its functions then the Executive Council shall have full power to assume the role of the said committee as the Executive Council sees fit.

AUDITOR

25. APPOINTMENT OF AUDITOR

- 25.1 The Executive Council shall appoint an Auditor for the ensuing year who shall not be a member of the Executive Council or an employee of NZSTA and whose duties shall be to Audit the financial affairs of the NZSTA and whose report shall form part of the Annual Report.

COMMON SEAL

26. COMMON SEAL

- 26.1 NZSTA shall have a common seal and shall provide for the safe custody thereof. The use of the seal can be authorised only by resolution of the Executive Council and its application is to be witnessed by the President, or a person delegated by the President, and one other member of the Executive Council.

RULES

27. ALTERATION OF RULES

- 27.1 Any alteration, amendment or rescission of the Rules shall be made:
- (a) only by a resolution passed by a three-quarters majority of those attending and entitled to vote at the Annual General Meeting or at a Special General Meeting called for that purpose; and
 - (b) otherwise in accordance with the requirements of the Incorporated Societies Act 1908 or any statutory re-enactment thereof.
- 27.2 Any notice of motion seeking any alteration, amendment or rescission of the Rules shall be forwarded to the National Office not less than 28 days prior to the Annual General Meeting or Special General Meeting, as the case may be.
- 27.3 No alteration, amendment or rescission of these Rules may be made that in any way detracts from the non profit or charitable status of the Association.
- 27.4 Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies.

28. INTERPRETATION OF RULES

- 28.1 In the event of any differences of opinion as to the interpretation of any Rule or as to any question whatsoever arising under or out of these Rules the matter shall be referred to the Associations' legal advisor whose decision will be binding, but if they are unwilling or unable to act then to an independent solicitor of sufficient experience, nominated by the Executive Council, whose decision shall be binding, all such persons acting as experts and not arbitrators.
- 28.2 No interpretation of these Rules shall alter the non profit or charitable nature of the Association.

WINDING UP

29. WINDING UP AND DISPOSAL OF SURPLUS ASSETS

- 29.1 A three-quarter majority of members present and entitled to vote at an Annual General Meeting or Special General Meeting called with at least thirty days notice specifying the purpose of the meeting, may resolve that the NZSTA shall be wound up. This meeting will also

determine the disposition of the funds and assets of NZSTA, after payment of its liabilities. If any property remains after the winding up or dissolution of the organisation and the settlement of all the organisation's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has some purposes similar to those of the organisation being wound up. No property whatsoever shall be paid or distributed among the Members.

PRIVATE PROFIT PROHIBITED

30. PROHIBITION OF PRIVATE PROFIT

- 30.1 Any income, benefit, or advantage must be used to advance the charitable purposes of the organisation.
- 30.2 No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- 30.3 Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.