

CONSTITUTION AND RULES

of the

**NEW ZEALAND ASSOCIATION
OF PSYCHOTHERAPISTS (INC)**

TE RŌPŪ WHAKAORA HINENGARO

2023

**NEW ZEALAND ASSOCIATION
OF PSYCHOTHERAPISTS (INC)**

TE RŌPŪ WHAKAORA HINENGARO

As passed at the Annual General Meeting held at Wellington on the 14th of February 1981

and, including changes passed at the Annual General Meeting held at Dunedin on the 15th of February 1992

and, at the Annual General Meeting held at Bulls on the 20th of February 1993

and, at the Annual General Meeting held in Christchurch on the 16th of February 1997

and, at the Annual General Meeting held at Nelson on the 16th of February 2002

and, at the Annual General Meeting held in Queenstown on the 9th of April 2005

and, at the Annual General Meeting held at Waitangi on the 19th of April 2008

and, at the Annual General Meeting held at Christchurch on the 25th of April 2009

and, at the Annual General Meeting held at Dunedin on the 12th of February 2011

and, at the Annual General Meeting held at Auckland on the 21st of April 2013

and, at the Annual General Meeting held at Christchurch on the 19th April 2015

and, at the Annual General Meeting held at Napier on the 23rd April 2016

and, at the Annual General Meeting held at Wellington on the 23rd March 2019

and, at the Special General Meeting held online on the 17th September 2019

and, at the Annual General Meeting held online on the 31st March 2020

and, at the Annual General Meeting held online on the 21st June 2023

CONTENTS

CONSTITUTION AND RULES	4
INTERPRETATION	4
OBJECTS AND POWERS	4
MEMBERSHIP	8
GENERAL MEETINGS	13
OFFICERS AND GOVERNMENT OF THE ASSOCIATION	15
MEETINGS OF COUNCIL	17
POWERS OF COUNCIL	18
INDEMNITY OF OFFICERS.....	19
VALIDATION OF ACTS	19
REGISTERED OFFICE	19
COMMON SEAL	20
FINANCIAL STATEMENTS	20
MINUTES	20
NOTICES.....	20
WINDING UP	21
ALTERATION OF RULES.....	21

CONSTITUTION AND RULES

1. The name of the Association shall be “The New Zealand Association of Psychotherapists Incorporated”, as passed at the Annual General Meeting held at Dunedin on the 8th day of February 1987 (hereinafter referred to as “the Association”).

INTERPRETATION

2. (a) The following words and expressions in this Constitution and Rules shall have the several meanings herein assigned to them unless such meanings are excluded by or repugnant to the context of subject matter, that is to say:
 - (i) “a month” shall mean “a calendar month”;
 - (ii) “in writing” and “written” shall include printing, lithography, and other modes of representing or reproducing words in a visible form;
 - (iii) words importing only the singular number shall include the plural number and vice versa;
 - (iv) words importing persons shall include Corporations;
 - (v) “member” shall include an Honorary Life member, a Full member, a Retired member, a Provisional member, and a Student member, unless otherwise stipulated.
- (b) At any time, any matter shall arise which is not provided for in these rules or in the interpretation of these rules the same shall be determined where appropriate by the Council. The within rule shall not be construed as a rule purporting to oust the jurisdiction of a Court competent jurisdiction.

OBJECTS AND POWERS

3. The objects for which the Association is established are:
 - (a) grant membership to persons who are appropriately qualified and engaged in the practice of psychotherapy in accordance with the provisions of the within rules and with any regulation or regulations as may from time to time be promulgated, and to establish, maintain and publish a register of members in conformity with the standards of the Association;
 - (b) (i) to explore ways in which psychotherapy may be guided by the articles and spirit of Te Tiriti o Waitangi;

- (ii) to promote the study of the science and art of psychotherapy and investigation and research in psychotherapy and ancillary sciences and practices, to bring together psychotherapists for their common benefit and for scientific discussions and to disseminate knowledge of the principles and art of psychotherapy by such means as may be thought fit;
- (c) to consider and establish and to diffuse any information calculated to promote and ensure the fitness of persons desirous of qualifying for membership of the Association;
- (d) to institute and provide conferences, lectures, seminars, symposia and discussions upon psychotherapy and ancillary sciences and practices for the benefit of members of the Association and to invite to and admit thereto persons who are not members of the Association on such occasions and on such conditions as shall be deemed expedient by the Association;
- (e) to institute, provide and contribute to scholarships, grants, awards, prizes, or other benefactions in connection with the study of psychotherapy and ancillary sciences and practices;
- (f) to acquire, establish, print, publish, issue, and circulate such journals, magazines, periodicals, circulars, calendars or other literary or scientific works as may seem conducive to the promotion of these objects or in any way beneficial to the Association;
- (g) to acquire by purchase, donation or otherwise, a library of scientific works and to maintain and from time to time extend and improve such library;
- (h) to confer or correspond with any persons or any association, society, or body, whether incorporated or not, in relation to any of the objects of the Association or on any other matter of interest to its members;
- (i) to cultivate and maintain high principles and standards of practice and ethics in respect of psychotherapy and ancillary sciences and practices, to promote fair, honourable, and proper practice and discourage malpractice or misconduct therein and to settle doubtful points of practice and questions of professional usage;
- (j) to consider and pursue all questions affecting the interests of the Association and to promote or oppose any legislative or other measures affecting such matters concerned with psychotherapy and ancillary sciences and practices as are related to the interests of the Association as may be deemed expedient by the Association;
- (k) to establish and support or aid in the establishment and support of any charitable or benevolent association, institutions or funds connected with the purposes of the Association or calculated to

further its objects, to grant pensions to ex-employees of the Association and to subscribe or guarantee money for charitable and benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects and to amalgamate or co-operate with any associations, societies, institutions or bodies, whether incorporated or not, formed for purposes similar to the purposes of the Association, provided that the Association shall not amalgamate with or support with its funds any association or institution unless it shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Rule 5 hereof.

4. The Association shall have power to and may do all such acts and things and exercise all such powers as are incidental or conducive to the attainment of the above objects or any of them provided however, that such acts, things and powers are not inconsistent with the provisions of the Incorporated Societies Act 1908 or with law and provided that such acts, things and powers are not expressly prohibited by these Rules; that without prejudice to the general powers conferred herein and to any other powers conferred by these Rules or by Statute or Law it is hereby expressly declared that the Association shall have the following powers:
 - (a) to borrow or raise or secure the payment of money for the purposes of the Association from any person or persons, bank, or corporation on the security of all or any of the property of the Association by mortgage, charge, bond, overdraft, or other manner with or without security and on such terms as to the Association shall seem fit;
 - (b) to accept any gift, endowment or bequest made to the Association generally or for the purpose of any specific object and to carry out any trusts attached to any such gift, endowment, or bequest and to undertake and execute any trusts the undertaking whereof may be necessary or convenient for the carrying out of the objects of the Association;
 - (c) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property wheresoever situated and any rights or privileges which the Association may think necessary or convenient for the purposes for which it is established;
 - (d) to sell, improve, manage, develop, exchange, lease, mortgage, dispose or turn to account or otherwise deal with all or any part of the property and rights of the Association and to invest and deal with moneys of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds;
 - (e) to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Association upon land held in fee simple or under lease or upon any other tenure as the Association may seem fit;

- (f) to, by agent or otherwise, demand, sue or enforce payment of, receive and give discharges for all moneys, securities for moneys, debts, stocks, shares and all other real or personal estate now belonging or hereafter to belong to the Association or claimed to so belong, to commence and carry on all actions and other proceedings touching the real or personal property of the Association or in which the Association is in any way concerned and settle, compromise or submit to arbitration all accounts, claims and disputes between the Association and other person or persons or corporations howsoever;
 - (g) to make contracts, engage or dismiss employees, control the property of the Association, and acquire or dispose of property of all kinds.
5. (a) Except as provided in paragraph 5(d) hereof the income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association;
- (b) Nothing herein contained shall prevent:
- (i) the payment in good faith of reasonable and proper remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association;
 - (ii) the payment of interest on money borrowed from any member of the Association at a rate which shall be agreed upon by the Association;
 - (iii) the payment of reasonable and proper rent for premises demised or let by any member of the Association.
- (c) No member of the Council or management or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or governing body except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid;
- (d) Paragraph 5(c) shall not apply to the payment in good faith of reasonable and proper remuneration to any member of the Council or governing body of the Association for his or her services as Honorary Secretary where the Council is of the opinion that the secretarial duties to be performed are such as should in the interests of the Association be performed by a practicing psychotherapist or

as an examiner or lecturer in connection with the teaching and examining work of the Association when by reason of his or her ability and other reasons the Council is of the opinion that such services of such a member are pre-eminently desirable in the interests of the Association;

6. (a) There shall be a governing body known as the Council which shall have the powers conferred upon it as hereinafter provided and which shall have the power in accordance with the provisions of Rule 6(b) hereunder to delegate the powers exercisable by the Council to Committees; that such Committees shall include but not be restricted to:
 - (i) the Advanced Clinical Practice (ACP) Committee which shall be responsible in the manner hereinafter provided for putting into effect the conditions and requirements as to achievement of the ACP Certificate laid down hereunder or which may from time to time be laid down in accordance with the provisions of the within Constitution and Rules and any regulations of the Association;
 - (ii) the Ethics and Professional Standards Committee which shall be responsible for determining the ethical and professional standards expected of members of the Association, for advising the Council regarding the processes by which any complaint against a member of the Association may be reserved and investigated and for monitoring the processes of any such investigations;
 - (iii) the Executive Committee which shall be responsible for carrying out the day-to-day business of the Association as the Council or the President may require;
 - (iv) the Te Tiriti and Bicultural Advisory Committee which shall be responsible for guiding the Association in achieving the objects outlines in Section 3(b)(i) above.
- (b) Unless otherwise stipulated in the within Constitution and Rules the composition of the Committees shall be determined by the Council acting on the recommendation of the Committee Chairperson (if any).

MEMBERSHIP

7. The Association shall keep a Register of its members containing the names, addresses and occupations of those members and the dates at which they became members. The Association shall from time to time when required by the Registrar so to do pursuant to Section 22 of the Incorporated Societies Act 1908 send the Registrar a list of the names, addresses and occupations of its members accompanied by a statutory declaration verifying that list and made by the President, Honorary

Secretary or Honorary Treasurer of the Association.

8. The Association shall consist of an unlimited number of members.
9. There shall be five categories of membership:
 - (a) Honorary Life members;
 - (b) Full members;
 - (c) Retired members;
 - (d) Provisional members;
 - (e) Student members.
10. There shall be a further category known as Correspondents who are not members.
11. Retired members are those members nearing the end of their working life. Retired members include:
 - a. Semi-retired: members working towards retirement and continue to work up to a maximum of 25 hours per month providing psychotherapy or supervision.
 - b. Fully retired: members no longer working.Members should make request for such a move to semi or fully retired status on application to the Honorary Secretary. Retired members receive all benefits of membership, including all publications and voting rights, and are bound and protected by the Code of Ethics.
12. The Association shall establish and publish a Register of its members.
13. Rights and privileges of member: Full, Life and Retired members shall be entitled to use the authorised abbreviation "MNZAP". Provisional members and Student members shall not be entitled to use the abbreviation "MNZAP".
14. Honorary Life members shall be persons of distinction who have contributed to the advancement of psychotherapy and may be elected from time to time on the nomination of the Council at the Annual General Meeting, there being no more than eight Honorary Life members in the Association at any one time.
15. (a) (i) Any psychotherapist registered by the Psychotherapists Board of Aotearoa New Zealand under the Interim Scope of Practice may apply for admission as a Provisional member (Interim registered) by completing a form of application as may from time to time be approved by the Council. Any such application must be accepted by a resolution of the Council. The Council shall be the sole judge of the suitability of the applicant and shall be under no obligation to give reasons for its refusal to admit any person as a Provisional member of the Association. The Council may for the purposes of satisfying itself that the applicant is a fit and proper person to be a Provisional member of the

Association seek independent opinion and make its own enquiries as to the suitability of any applicant. Having been accepted by the Council in accordance with this rule the applicant shall become a Provisional member of the Association upon payment of the subscription fees prescribed for the then current year;

- (ii) Any person applying for admission as a Provisional member in order to pursue the apprenticeship path to Full membership (Provisional member intending ACP) and registration as a psychotherapist shall complete a form of application as may from time to time be approved by the Council and shall be endorsed in writing by two Full members of the Association.
 - (b) For the purpose of assessing applications for Provisional membership, under Rule 15(a)(ii) the Council shall instruct that Regional Interviewing Panels be established according to criteria which shall from time to time be laid down;
 - (c) On the recommendation of a Regional Panel, the Council may, being satisfied that the applicant under Rule 15(a)(ii) is a fit and proper person to belong to the Association, approve an applicant as a Provisional member upon payment of the subscription fees prescribed for the then current year;
 - (d) Student members shall not enjoy voting rights;
 - (e) Provisional members and Student members shall not be eligible for election as officers of the Association nor to submit nominations from the membership at large for such offices.
16. (a) (i) Any psychotherapist registered by the Psychotherapists Board of Aotearoa New Zealand under the Psychotherapist Scope of Practice or the Psychotherapist Scope of Practice with Child and Adolescent Psychotherapist Specialism may apply for admission as a Full member by completing a form of application as may from time to time be approved by the Council;
- (ii) Any Provisional member who joined under Rule 15(a)(ii) and who is applying for admission as a Full member of the Association shall satisfy the ACP Committee that he or she is by reason of training and experience, ability, and personal qualities a fit and proper person to belong to the Association by satisfying such conditions and requirements as shall be laid down from time to time by the Council;
- (b) The ACP Committee must, except insofar as is hereinafter provided, satisfy itself that the Provisional member fulfils any requirements as to personal psychotherapy, supervision and other training and experience in accordance with the provision of any regulation of the Association;

- (c) The ACP Committee shall satisfy itself that the Provisional member has demonstrated competence in written and/or practical assessment procedures relevant to psychotherapy, in a form that shall from time to time be laid down;
 - (d) The ACP Committee may in exceptional circumstances and in its discretion waive all or any of the requirements laid down in Rule 16(c);
 - (e) Any member who wishes to apply for recognition of competence through the Association assessment procedure may do so by meeting the conditions laid down in Rule 16(a)(ii) to 16(d) inclusive.
17. Any application for Full membership must be accepted by a resolution of the Council. Such resolution shall be passed by a majority of not less than two thirds of the members of the Council present in person. The Council shall be the sole judge of the suitability of any applicant and shall be under no obligation to give reasons for its refusal to admit any applicant member as an ordinary member of the Association. The Council may for the purposes of satisfying itself that the applicant member is a fit and proper person to belong to the Association seek independent opinion and make its own enquiries as to the suitability of any applicant.
18. Any person who having carried out the requirements contained in Rules 15 and 16 hereof and having been accepted by the Council in accordance with Rule 17 hereof shall become a Full member of the Association upon payment of the subscription fees prescribed for the then current year.
19. Student members are persons who are studying towards a psychotherapy qualification with an NZAP Council-recognised training programme. Such members will be engaged in clinical psychotherapy training and be held in good standing by their training programme, and a letter of endorsement from the Director of Training or equivalent will be required to that effect, annually, in support of their application. The Student membership fee will be comparable with that of Correspondents and will be subject to membership adjustments, decided by Council, from time to time.
20. A member shall cease to be a member of the Association in any of the following cases:
- (a) if being a member they resign from membership by notice in writing to the Association;
 - (b) if being a member they fail to pay the subscription hereinbefore provided one year after the date appointed for payment thereof and consequent upon such failure the Council terminates his or her membership;

- (c) if being a Student member, the member is no longer training for a qualification within an NZAP Council-recognised training programme or is no longer endorsed by the Director of Training or equivalent of that programme;
 - (d) if being a member they be expelled from membership in accordance with Rule 21 hereof.
 - (e) Any member of the Association whose conduct shall, in the opinion of the Council expressed by its resolution as hereinafter provided, be detrimental to the honour or interest of the Association or to the profession of psychotherapy or tend to bring the Association or the profession of psychotherapy into contempt, disrespect or loss of esteem or be inconsistent with the objects or work of the Association or which contravenes the Code of Ethics, or breaches the Constitution and Rules of the Association, may be suspended from membership, pending the outcome of a complaint investigation;
 - (f) Any resolution to suspend or subsequently to approve or vary any disciplinary action, which has been recommended to the Council arising from consideration of a complaint, shall be passed by a majority of members of Council. Such resolutions shall be considered and voted upon by at least nine of the members for the time being constituting the Council;
 - (g) The Council (in the manner provided in clause 20(b) hereof) may at any time reinstate any member who has been suspended or expelled from the Association on such terms and conditions as the Council may determine.
21. The cessation of membership at any time after a subscription or fee has been levied in accordance with Rule 20 hereof shall not relieve a member from the liability for payment of that subscription or fee or of any subscription or fee which may be owing prior to the cessation of membership. Any member who shall cease to be a member shall cease to be entitled to all rights and privileges of membership and shall have no right to or claim upon the property or funds of the Association.
22. (a) Correspondents shall be persons who support, encourage, or promote the attainment of the objects of the Association and who may include but not be restricted to persons who are considering or intending to make or pursue application for admission to the Association;
- (b) Correspondents shall apply to be Correspondents and shall cease to be Correspondents in the manner and subject to such conditions and requirements as the Council may from time to time determine;
- (c) Correspondents shall pay such subscription and enjoy such rights and privileges as the Council may from time to time determine;

- (d) Correspondents shall not enjoy voting rights except as may be from time to time be extended to Correspondents.

23. All persons who are members of the Association at the time of the adoption by the Association of the within Constitution and Rules shall continue to be members of the Association whether or not such persons qualify for membership in accordance with the provisions of the within Constitution and Rules.

GENERAL MEETINGS

- 24. (a) A General Meeting of the Association shall be held once in every calendar year at such time and place as the Council may determine. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Special General Meetings;
- (b) Special General Meetings of the members may be convened at any time by the President or the Honorary Secretary under the direction of the Council and shall be convened on the requisition in writing of not less than six members of the Council or not less than one tenth of all members of the Association;
- (c) Not less than 28 days' notice of any Annual General Meeting or Special General Meeting shall be given to members and such notice shall specify the general nature of any business intended to be transacted at such meeting;
- (d) At every Annual General Meeting or Special General Meeting the Chair shall be taken by the President if present or in their absence by the President-Elect or Immediate Past President or failing one of them a Chairperson to be nominated from members of the Council by the members present at the meeting;
- (e) The voting at Annual General Meetings or Special General Meetings shall be taken as the Chairperson shall direct but any members present may demand a poll which shall be immediately taken in a manner determined by the Chairperson and the result declared by the Chairperson. In case of equality of votes the Chairperson shall have a second or casting vote.
- (f) The business of the Annual General Meeting shall be:
 - (i) to receive the Annual Report of the Council;
 - (ii) to receive the duly audited Annual Statements of the income and expenditure and assets and liabilities of the Association;
 - (iii) to elect the Chairperson of the Te Tiriti and Bicultural Advisory Committee, the Honorary Secretary, and the Honorary

Treasurer in accordance with their terms of office;

- (iv) each year to elect two of four ordinary members of Council for a period of two years. Ordinary members of Council shall be eligible for re-election for two further two-year terms of office;
 - (v) to transact any other business of which notice in writing has been given to the Honorary Secretary at least 14 days prior to the last day upon which notice of meetings may be given.
- (g) At each Annual General Meeting the following regulations shall apply for the election of officers to positions falling vacant at that time unless and until varied at an Annual General Meeting or Special General Meeting:
- (i) Each of the four elective ordinary members of the Council together with the Chairperson of the Te Tiriti and Bicultural Advisory Committee, the Honorary Secretary and Honorary Treasurer shall be nominated in writing by at least two financial members and any such nomination shall be signed by the nominee;
 - (ii) Such nominations shall be in the hands of the Honorary Secretary the day before the commencement of the Annual General Meeting.

25. No business shall be transacted at any meeting unless a quorum is present at the commencement of such business. Such quorum shall be twenty ordinary members personally present. If within one hour from the time appointed for a Meeting a quorum of members is not present, the Meeting shall be dissolved. In any other case it shall stand adjourned to some convenient time and place to be determined by a majority of the members then present and if at such adjourned meeting a quorum of members as hereinbefore provided is not present the members there present shall constitute a quorum.

26. Every member so entitled shall have one vote and no more save that any person having been duly appointed to as a proxy may record a vote for each member by whom they have been so appointed up to a maximum of five votes being one vote for the member present at the meeting in person and four proxy votes, provided, however, no member shall be eligible to vote at any Meeting either in person or by proxy unless they shall be a financial member. A member shall be deemed to be a financial member unless they be more than three months in arrears with his or her subscription.

27. Votes may be recorded personally or as hereinafter provided by proxy:

- (a) a proxy vote shall be recorded as a valid vote in respect of any resolution, item, remit, or business as may be eligible for proxy voting when prior notice in writing of such eligibility has been given and in no other case;

- (b) the form of proxy must be in the hands of the Honorary Secretary of the Association before the meeting at which it is proposed to be used. An instrument appointing a proxy shall be signed by the member making the appointment and shall be in the following form or in such other form as the Council shall approve:

I,

of

being a member of The New Zealand Association of Psychotherapists Incorporated hereby appoint

.....

of

as my proxy to vote for me and on my behalf at the General Meeting of the Association to be held on the day of 20
And at any adjourned meeting thereof.

Signed this day of 20

28. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded (before or on the declaration of the result of a show of hands) by at least five members entitled to vote and present in person and unless a poll is so demanded a declaration by the Chairperson that the resolution has been carried or carried by a particular majority or lost shall be conclusive evidence of that fact. If a poll is demanded in the manner hereinbefore provided it shall be taken at the meeting at which it is demanded and in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29. Unless otherwise provided herein a resolution shall be carried by a simple majority of votes. In the case of equality of votes whether on a show of hands or on a poll the Chairperson of the meeting at which the show of hands takes place or poll is demanded shall be entitled to a second or casting vote.

OFFICERS AND GOVERNMENT OF THE ASSOCIATION

30. (a) The officers of the Association shall be:
- a. The President;
 - b. The President-Elect;
 - c. The Immediate Past President;
 - d. The Honorary Secretary;

- e. The Honorary Treasurer;
 - f. The Chairperson of the ACP Committee;
 - g. The Chairperson of the Ethics and Professional Standards Committee;
 - h. The Chairperson of the Te Tiriti and Bicultural Advisory Committee.
- (b) The Chairperson of the Te Tiriti and Bicultural Advisory Committee, the Honorary Secretary and Honorary Treasurer shall be elected at the Annual General Meeting and shall hold office for a period of two years, with eligibility for re-election for two further two-year terms of office;
- (c) The President-Elect shall be elected every two years by the Council from nominations submitted to the Council from the membership at large which term shall be deemed to include the members of the Council for the time being in office. The President-Elect shall hold that office for one year, before becoming President. The President-Elect shall assume the presidency for two years, following which he or she shall assume the office of Immediate Past President and shall hold that office for a period of one year;
- (d) The Chairperson of the ACP Committee shall be elected by the Council from nominations submitted to the Council from the membership at large which term shall be deemed to include the members of the Council for the time being in office. The Chairperson shall be elected for a period of two years and is eligible for re-election at the expiration of that term of office to two further two-year terms of office. Members of the ACP Committee shall be appointed by the Council after considering the recommendations of the Chairperson;
- (e) The Chairperson of the Ethics and Professional Standards Committee shall be elected by the Council from nominations submitted to the Council from the membership at large which term shall be deemed to include the members of the Council for the time being in office. The Chairperson shall be elected for a period of two years and is eligible for re-election at the expiration of that term of office to two further two-year terms of office. Members of the Ethics and Professional Standards Committee shall be appointed by the Council after considering the recommendations of the Chairperson;
- (f) At least four weeks before the meetings of the Council at which the elections of the President-Elect, the Chairperson of the ACP Committee and the Chairperson of the Ethics and Professional Standards Committee takes place the Council shall call for nominations for the said offices from the membership at large which term shall be deemed to include the members of the Council for the time being in office. Each of the three officers shall be nominated individually in writing by at least two financial members and any such nomination shall be signed by the nominee;

- (g) The Council shall consist of the President, the President-Elect or the Immediate Past President, the Honorary Secretary, the Honorary Treasurer, the Chairperson of the ACP Committee, the Chairperson of the Te Tiriti and Bicultural Advisory Committee, and the Chairperson of the Ethics and Professional Standards Committee with four ordinary members elected by the membership at large at the Annual General Meetings, and in recognition of our Te Tiriti Partnership, that Council include two members of Waka Oranga, the rōpū that is open to all Māori members of NZAP;
- (h) There shall be an Executive Committee comprising the Officers of the Association;
- (i) The Council shall meet not less than once in each year immediately preceding the Annual General Meeting;
- (j) In the event of any unexpected vacancy occurring in the office of President the President-Elect shall become President forthwith and continue in office for two years following the next Annual General Meeting;
- (k) In the event of any unexpected vacancy occurring in the office of President-Elect the Council shall call for nominations for the office of President-Elect in accordance with the provisions of Rule 31(c) and a President-Elect shall be elected by the Council. The President-Elect shall assume the office of President at the termination of the presidency in accordance with the provisions of Rule 31(c) hereof;
- (l) In the event of any unexpected vacancy occurring in the office of Immediate Past President the same shall not be filled;
- (m) In the event of any unexpected vacancy occurring in any other offices of the Association the same may be filled by the Council from among the members of the Association for the remainder of the current period of office. In the event of any vacancy in the ordinary members of the Council the same may be filled by the Council from among the members of the Association for the remainder of the current period of office. An unexpected vacancy in the ordinary members of the Council may remain unfilled provided however that the number of members of the Council does not fall below the quorum necessary for the transaction of business of the Council.

MEETINGS OF COUNCIL

31. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit:

- (a) Questions arising at any meeting shall be decided by a majority of votes unless otherwise stipulated. In the case of an equality of votes the Chairperson shall have a second or casting vote. Any two members of the Council may, and the President or Honorary Secretary on the requisition of any such two members shall, at any time summon a meeting of the Council;
- (b) The quorum necessary for the transaction of the business of the Council shall be nine;
- (c) Council shall be chaired by a Chairperson appointed by Council from among its members;
- (d) Where Council confers by means other than face to face, written confirmation of any resolution reached shall be forwarded by Council members to the Executive Officer within two days of such a resolution being reached.

POWERS OF COUNCIL

- 32. (a) The conduct and management of the business of the Association shall be vested in the Council and the Council may exercise all such powers and do all such acts and things as the Association is by its Rules or otherwise authorised to exercise and do and are not hereby or by Statute directed or required to be done by the Association in General Meeting but subject nevertheless to the provisions of the Incorporated Societies Act 1908 and of this Constitution and Rules and to any regulations not being inconsistent with this Constitution and Rules and made from time to time by resolution of this Council as hereinafter provided;
- (b) In furtherance and not in limitation of and without prejudice to the general powers conferred or implied by the foregoing provisions of this rule and of other powers conferred by this Constitution and Rules it is hereby expressly declared that the Council may entrust to and confer upon the Executive Committee, the ACP Committee, the Ethics and Professional Standards Committee, or any other committee which may from time to time be set up by the Council or the Association in General Meeting such of the powers exercisable by the Council as the Council may deem fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as the Council thinks expedient and the Council may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Council in that behalf and may from time to time provide, withdraw, alter or vary all or any of such powers;
- (c) The Council shall have the power by resolution of the Council passed by a majority of not less than two thirds of the members of the full

Council to make, rescind or amend any regulation or regulations as the Council may deem necessary or expedient or convenient for the proper conduct and management of the Association or in furtherance of its objects provided however that no such regulation or regulations shall invalidate any prior act of the Council which would have been valid if such regulation or regulations had not been promulgated;

- (d) In particular but not in limitation of and without prejudice to the general powers conferred or implied by the foregoing provisions of this rule and of other powers conferred by this Constitution and Rules it is hereby expressly declared that the Council shall have the power to reserve and investigate complaints or matters of questions of a professional nature concerning members of the Association, such term to include but not be restricted to complaints or matters or questions concerning the professional behaviour, practices or ethics adopted or to be adopted by members or groups of them or concerning professional disputes between members or between members and other persons. In such cases the Council will invoke the investigation procedures in dealing with any complaint, dispute, or disciplinary matter. The Council acting on the recommendation of a Complaints Assessment Committee or otherwise may make any ruling, recommendation or decision, including withdrawal of all or any of the rights and privileges of the Association, or suspension or expulsion from the Association;
- (e) The Council may from time to time lay down or recommend any code of ethics or standard of professional behaviour.

INDEMNITY OF OFFICERS

33. No officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other officer of the Association or for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune howsoever which shall happen in the execution of the duties of his or her office or in relation hereto unless the same shall occur through his or her own willful default or dishonesty.

VALIDATION OF ACTS

34. All acts done by any meeting of the Council or of any Committee or by any person acting as an officer of the Association notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any Council member, Committee member or person acting as aforesaid or that any such Council member, Committee member or person was disqualified shall be as valid as if such Council member, Committee member or person had been duly appointed and was qualified as such.

REGISTERED OFFICE

35. In accordance with Section 18 of the Incorporated Societies Act 1908 the Association shall have a registered office to which all communications may be addressed and notice of the situation of that office and of any change therein shall be given to the Registrar as provided by that Section.

COMMON SEAL

36. The Honorary Secretary shall have custody of the common seal of the Association and such seal shall not be affixed to any instrument except by authority of a resolution of the Council and then only in the presence of the President and the Honorary Secretary or such other members of Council as the Council may appoint for the purpose, and the President and Honorary Secretary or such other members of the Council as aforesaid shall sign the instrument to which the seal of the Association is so affixed in their presence.

FINANCIAL STATEMENTS

37. The Association shall cause to be kept such accounts and other records as will sufficiently explain the transactions and financial position of the Association and enable preparation of all documents required by law to be prepared from time to time and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being and said accounts shall be open to the inspection of the members.

- (a) The accounts of the Association shall be subject to
1. an audit by an Independent Auditor; or
 2. a limited review engagement by an Independent Reviewer; or
 3. a compilation engagement by an independent chartered accountant

who shall be to be appointed each year at the Annual General Meeting and who shall be a member of Chartered Accountants Australia and New Zealand (CAANZ). In case of death or incapacity of the auditor so appointed or in case no Auditor is so appointed the Executive shall appoint one.

- (b) At an Executive meeting to be held no earlier than three months prior to year-end and no later than one month prior to year-end, the Executive Committee is authorised to determine that the accounts be subject to an audit, limited review, or compilation engagement.

Failing such determination, the engagement shall be an audit. The Executive Committee will ensure that a copy of the minute recording any such determination is forthwith provided to the Auditor.

MINUTES

38. The Council shall cause minutes to be kept in books provided for that purpose:

- (a) of all appointments of officers or Council members or Committee members;
- (b) of the names of the officers of Council members or Committee members present at each meeting of the Council and of any Committee;
- (c) of all resolutions and proceedings at all meetings of the Association and of the Council and of any Committee of the Association.

Such minutes shall be signed by the Chairperson at the meetings at which such proceedings took place or at the next succeeding meeting.

NOTICES

39. (a) Every notice to be given to any member pursuant to any of these rules shall be deemed to be sufficiently given to and served on him or her if posted or delivered to him or her at his or her address appearing in the Association's Register of members;
- (b) The loss, delay or non-delivery of any notice sent or delivered to any member of the Association or the Council whether through the post or otherwise shall not invalidate or prejudice any resolution passed or election made or other thing done by the Association or the Council;
- (c) Any notice if given or served by post shall be deemed to have been given or served 24 hours after the letter containing the same is posted and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the mail service collection point.

WINDING UP

40. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to a corporation or to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the third paragraph hereof, such institution

or institutions to be determined by a General Meeting of the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of New Zealand as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

ALTERATION OF RULES

41. Subject to Section 21 of the Incorporated Societies Act 1908 these Rules or any of them may be altered, added to or rescinded by a resolution in that behalf passed by a majority of two thirds of the members, as being entitled so to do, vote in person or by proxy at a General Meeting or which notice specifying the intention to propose the resolution has been duly given, provided that no alteration shall be permitted which would offset the non-profit status of the Association in any way.