CONSTITUTION OF AOTEAROA NEW ZEALAND ASSOCIATION OF SOCIAL WORKERS

(INCORPORATED)

AMENDED AT THE ANNUAL GENERAL MEETING HELD ON

21 SEPTEMBER 2018 &
Registered with the Companies Office 11 October 2018
Effective from 11 October 2018

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1. NAME OF SOCIETY

1.1. The name of the society shall be the “Aotearoa New Zealand Association of Social Workers (Incorporated)".

2. REGISTERED OFFICE

2.1. The Registered Office of the Association is Unit C 375 Main South Road Hornby Christchurch 8042 New Zealand or such other place as the Board may from time to time determine and notify.

3. OBJECTS OF THE ASSOCIATION

3.1. The objects of the Association shall be:

3.1.1. To promote an indigenous identity for social work in Aotearoa New Zealand.
3.1.2. To assist people to obtain services adequate to their needs and supports them to influence their social environments to achieve sustainable wellbeing;
3.1.3. To facilitate social development and social cohesion;
3.1.4. To ensure that social work in Aotearoa New Zealand is underpinned by Te Tiriti O Waitangi.
3.1.5. To model a bicultural partnership throughout the structure and operations of the Association.
3.1.6. To advocate for full social justice in Aotearoa New Zealand and actively challenge oppression.
3.1.7. To promote collective responsibility for human rights, social justice and human dignity
3.1.8. To promote formal qualifications in social work and such other professional or educational awards deemed appropriate.
3.1.9. To promote, endorse and maintain for its members opportunities for continuing professional development,
3.1.10. To provide and promote a system of competency assessments for social workers.
3.1.11. To protect the interests and public standing of its members.
3.1.12. To facilitate forums for social workers to discuss matters of common interest.
3.1.13. To encourage and promote research on all matters relating to social work.
3.1.14. To publish such journals, monographs, directories, or other publications as the Board shall, from time to time, decide.
3.1.15. To co-operate wherever possible with kindred organisations.
3.1.16. To form affiliations with other national and international social work organisations as may be determined from time to time.

3.1.17. To ensure the continuing development of professional standards which promote and support high quality practice,

3.1.18. To ensure the maintenance of appropriate professional and ethical standards and conduct of members by:

3.1.18.1. the adoption of a Code of Ethics for the profession

3.1.18.2. application and/or association with IFSW and any Code of Ethics and Guidelines issued by IFSW

3.1.18.3. liaison with the Social Workers Registration Board (SWRB) (constituted under the Social Workers Registration Act 2003), employers, Commissions and other public bodies

3.1.18.4. such other means as may seem appropriate to the Association from time to time

3.1.19. To mediate, and/or adjudicate in complaints concerning its members.

3.1.20. To discipline members following due inquiry in accordance with the Association's Standing Orders, Policies, and Procedures.

3.1.21. To have Standing Orders and Policies and Procedures and Charter for the due and efficient regulation of:


3.1.21.2. The investigation and determination of complaints.

3.1.21.3. The procedures and terms of disciplinary action within the Association, which may include one or more of the following determinations and/or penalties:

3.1.21.3.1. Determine that the charge is not proven; or

3.1.21.3.2. Determine that the charge is proven but impose no conditions; or

3.1.21.3.3. Determine that the charge is proven and make an order censuring the Member; and/or
3.1.21.3.4. Determine that the charge is proven and place conditions on the membership of the Member, which may include any one or more of the following:

3.1.21.3.4.1. That the Member undergo a specified programme of training,

3.1.21.3.4.2. That the Member undertake additional supervision at the Member’s expense, by a person nominated by the Association (and where the Member is not self-employed, agreed by the Member’s employer) for a specified period,

3.1.21.3.4.3. That the Member undertake mentoring at the Member’s expense, by a person nominated by the Association (and where the Member is not self-employed, agreed by the Member’s employer) for a specific period;

3.1.21.3.4.4. That the Member is restricted from practising in any specified field of practice or with any specified type of client, for a specified period;

3.1.21.3.4.5. That the Member apologise in writing to any legal person, commission or other relevant organisation; or to any complainant, or to their employer, or to any professional colleague, within or by a specified time,

3.1.21.3.4.6. That the Member pay a sum not exceeding $5,000.00 to the complainant within or by a specified time;

3.1.21.3.4.7. That the Member pay a sum towards the costs of and incidental to the Hearing within or by a specified time;

3.1.21.3.4.8. That the Member pay a sum not exceeding $5,000.00 to the Association within or by a specified time;

3.1.21.3.4.9. That the membership of the Member be suspended for a specified period; or

3.1.21.3.5. Determine that a charge of professional misconduct is proven and revoke the Member’s membership of the Association; and

3.1.21.3.6. Unless the Disciplinary Hearing Chair determines there are grounds not to do so,
3.1.21.3.6.1. Make an order as to the publication of: the identity of the Member; the charge(s); the evidence presented at the Hearing, if held, and the Hearing Determination;

3.1.21.3.6.2. Vary or revoke any such order from time to time;

3.1.21.3.6.3. Make any such order permanent, or for such time or on such terms as the Disciplinary Hearing Chair deems appropriate; and

3.1.21.3.7. Unless the Complaints Hearing Chair determines there are grounds not to do so, make an order suppressing the identity of the complainant;

3.1.21.3.8. Where the Disciplinary Hearing Chair determines it is proper to do so, having regard to the interests of any person or to the public interest, the Chair may:

3.1.21.3.8.1. Make an order prohibiting the publication of the whole or any part of any books, evidence or documents given or produced at a Hearing;

3.1.21.3.8.2. Make an order prohibiting the publication or report of any part or the whole of any proceeding before it;

3.1.21.3.8.3. Make an order prohibiting the publication of the name or any particulars which might identify any Member charged or any other person appearing before a Hearing;

3.1.21.3.8.4. Vary or revoke any such order from time to time;

3.1.21.3.8.5. Make any such order permanent, or for such time or on such terms as the Disciplinary Hearing Chair deems appropriate.

3.1.22. To insure against loss or damage any insurable property owned by the Association and to insure and to protect and indemnify any person acting for or on behalf of the Association acting in good faith.

3.1.23. Do anything necessary or helpful to the above purposes

3.1.24. Pecuniary gain is not a purpose of the Association.

4. MEMBERS

4.1. Membership Requirements
4.1.1. Persons satisfying the requirements set out in the following sub-clauses of this clause 4.1 and described in clauses 4.2.1 to 4.2.2, shall be eligible for membership of the Association when:

4.1.1.1. Having been deemed by the Chief Executive pursuant to Sections 4.1.3 and 4.1.4 as being ‘fit’ to practise and belong to the Association; and either:

4.1.1.1.1. Holds a current Certificate of Competency to practice approved by the Board, in which case the person is eligible to be a Full Member; or

4.1.1.1.2. Has applied for the Certificate of Competency, in which case the person is entitled to be a Provisional Member who shall be assessed for full membership within one (1) calendar year of membership being approved;

4.1.1.1.3. The requirement to apply for or hold a current Certificate of Competence will cease to be a membership requirement on the day after the date on which the Social Workers Registration Act receives Royal Assent in 2018 / 2019. This change also applies to clauses 4.2.1 and 4.2.2.

4.1.2. The Chief Executive must assess and determine whether an Applicant is ‘fit’ to belong to, and practise as a Member of, the Association.

4.1.3. The Chief Executive must assess and determine whether a current Member is ‘fit’ to belong to, and practise while a Member of, the Association if:

4.1.3.1. The Member declares a circumstance that requires a fitness assessment; or

4.1.3.2. Circumstances that require a fitness assessment of the current Member are raised from or by another source.

4.1.4. In considering whether a person is ‘fit’ to practise’, the Chief Executive shall be guided by the criteria and procedures prescribed or approved by the Board from time to time.

4.1.5. Any person who is dissatisfied with the whole or any part of any decision of the Chief Executive made under this section may appeal to the Board against that decision. A Notice of Appeal must be received by the Chief Executive within twenty (20) working days of receipt of the date of the decision.

4.2. MEMBERSHIP CATEGORIES
Members are persons who meet the relevant membership requirements and who have been accepted in one of the following membership categories.

4.2.1. **A Full Member** is a person who holds a current Certificate of Competence to Practice approved by the Board.
   
   4.2.1.1. Full Members must be recertified as competent to practice every five years.

4.2.2. **Provisional Member** is a person who has been accepted as a member and
   
   4.2.2.1. Has applied for a Certificate of Competency which must be completed within twelve (12) months of the date membership is approved.

4.2.3. **Associate Membership** is available to existing full and provisional members who wish to maintain their affiliation with the Association and its objectives and who:
   
   4.2.3.1. do not meet the criteria for social worker registration; or
   
   4.2.3.2. will not be required to be a registered social worker under the provisions of the Social Workers Registration Legislation Bill.”

4.2.4. **Non-Practicing Member** is a person who has been a member as described in paragraphs 4.2.1 to 4.2.3 and who is currently not practicing social work by reason of being:
   
   4.2.4.1. ‘retired’, or
   
   4.2.4.2. ‘overseas’ or
   
   4.2.4.3. For the time being are not in the paid workforce and not practicing social work in any form.

4.2.5. **Student Member**: A student is a person enrolled in a recognised social work qualification.

4.2.5.1. The Student Membership criteria will be determined from time to time by the Board and published as Standing Orders: Student Membership Criteria.

4.2.5.2. Persons, who are invited to become an honorary member by resolution of a General Meeting on the recommendation of the Chief Executive, are known as an Honorary Member.
4.2.6. **Life Member**: Is a member who has had Life Membership conferred by a General Meeting of the Association in recognition of outstanding service to the Association and the profession of social work.

4.2.7. Recommendations for Life & Honorary Membership shall be made in accordance with policies & procedures approved by the Board from time to time.

4.2.8. Life and Honorary Members shall not be required to pay the Association’s annual membership subscription.

4.2.9. **Member under Conditions**: Is a member who is subject to conditions on their practice imposed by either the Association or provisions of the Social Workers Registration Act 2003.

4.2.9.1. The member may return to full membership in accordance with the Standing Orders and Policies and Procedures prescribed or approved by the Board from time to time.

4.3. For the purposes of this Constitution, reference to ‘member’ or ‘members’ shall include all categories of members including honorary and life members unless the context so requires.

5. **APPLICATION FOR MEMBERSHIP**

5.1. Application shall be made to the Chief Executive on the form provided.

5.2. Subject to clause 8.7, the Chief Executive will determine the eligibility for membership in accordance with Clause 4 and any relevant policy of the Board.

6. **RIGHTS OF MEMBERS**

6.1. **A member of the Association**

6.1.1. is entitled to say that they are a member of the Association

6.1.2. Shall be notified of any meetings of the Association and of the Branch/Roopu and Interest Group in which the member is enrolled.

6.1.3. shall have the right to vote on any motion before a General Meeting of the Association, Branch/Roopu in which they are enrolled provided that:

6.1.3.1. There are no monies outstanding between that member and the Association.

6.1.3.2. With regards to voting rights at General Meetings, voting is restricted to financial members only.
6.1.4. is entitled to be accorded speaking rights at any General Meeting of the Association, Branch/Roopu or Interest Group meeting

6.1.5. Shall be entitled to receive a copy of any publication issued by the Association free of charge.

6.1.6. Shall be supplied upon request with a copy of the latest financial statements of the Association.

6.2. Notification of Rules, Standing Orders, Policies, Procedures, Charters or other publications of the Association, and changes thereto

6.2.1. A printed notice contained in an official publication of the Association or a personal email to individual members at their last known email address will be considered sufficient notice of the Rules, Standing Orders, Policies, Procedures, Charters, or the publications of the Association or changes thereto.

7. OBLIGATIONS OF MEMBERS

7.1. A person accepted for membership agrees:

7.1.1. To be bound by and comply with the Rules in this Constitution; and

7.1.2. To be bound by and comply with any Standing Orders and any Policies, Charters, Procedures and Protocols for the time being approved by the Board pursuant to this Constitution, and

7.1.3. To be bound by and comply with the Association’s Code of Ethics and any Codes of Ethics and Guidelines issued by IFSW; and

7.1.4. To pay membership dues, other levies or monies required or imposed in accordance with this Constitution or Standing Orders applicable to his/her category of membership; and

7.1.5. To obtain, hold and maintain adequate current professional indemnity insurance cover at all times whilst in practice through the Association’s insurers; and

7.1.6. If a Provisional Member, to refer to and represent himself or herself at all times as a Provisional Member until such time as he or she is admitted and accepted as a Full Member; and

7.1.7. To be bound by and comply with any decision and order of the Complaints Convenor or Complaints Resolution Panel which may apply to him or her.

7.1.8. To advise the Association of any
7.1.8.1. Complaints or disciplinary action or restrictions on practice in relation to their practice;

7.1.8.2. Convictions or circumstances that may affect their ‘fit and proper to practice’ status.

8. TERMINATION OF MEMBERSHIP

8.1. The privileges of membership shall not be transferable.

8.2. A member shall cease to be a member when the member gives notice of resignation in writing, and this is received by the Chief Executive:

8.2.1. Any member who resigns shall not claim repayment of any unexpired portion of membership subscriptions, or other sums paid by that person to the Association.

8.2.2. Members may resign their membership of the Association, in writing, at any point in any complaint resolution process being managed by the Association;

8.2.2.1. Where a Member resigns in the course of an Association complaint resolution process, the Convenor shall notify the Member that the complaint resolution process may continue until a determination of proof or otherwise is reached.

8.3. Membership may be terminated by the Chief Executive if:

8.3.1. A Member fails to pay membership dues, levies or monies required or imposed in accordance with the Constitution within ninety (90) days of the due date or instalment payments cease for a period of ninety (90) days.

8.3.2. A Full Member fails to complete a Recertification of Competency within three (3) months of the expiry date of their Certificate of Competency (clause 4.2.1.1).

8.3.3. A Provisional Member fails to complete an initial Competency Assessment within twelve (12) months of the date membership is approved (clause 4.2.2.1).

8.3.4. A Member is found to have failed to comply with the Rules in this Constitution, the Association’s Code of Ethics, or any Codes of Ethics or Guidelines issued by IFSW, following the procedures set out in the Complaints Procedures, prescribed by the Board.
8.3.5. A Member who is a Registered Social Worker has had their registration cancelled in accordance with provisions of the Social Workers Registration Act 2003.

8.3.6. A Member is no longer eligible for membership of the Association under clause 4.1.3.

8.4. The Chief Executive must advise the Member of a proposal to terminate membership, and the grounds for the proposed termination. The Member’s response, and any application for dispensation based on personal extenuating circumstances must be considered by the Chief Executive before making a final decision.

8.4.1. The response and any application for dispensation must be received by the Chief Executive within twenty (20) working days of the date of the notification.

8.5. When, following the process set out in clause 8.4, a decision is made to terminate pursuant to Clauses 8.3:

8.5.1. The Member shall be advised in writing by the Chief Executive that membership has been terminated and the date from which termination is effective.

8.5.2. Any unexpired portion of Membership dues, levies or monies required or imposed in accordance with the constitution shall not be refunded when membership is terminated pursuant to clause 8.3.

8.5.3. Any unpaid Membership dues, levies or monies required or imposed in accordance with the constitution owed at the time of termination shall be paid by the member up to the date when membership is terminated (as advised pursuant to clause 8.5.1).

8.6. Any person who is dissatisfied with the whole or any part of any decision of the Chief Executive to terminate membership may appeal to the Board against that decision. A Notice of Appeal must be received by the Chief Executive within twenty (20) working days of the date of the decision.

8.7. When membership has been terminated under the provisions of Clauses 8.3.4, 8.3.5, or 8.3.6, any future application for membership may only be considered, and if thought appropriate, granted by the Board.

9. REGISTER OF MEMBERS
9.1. The Chief Executive shall maintain an up-to-date register of all members of the Association and each of the categories of membership.

10. THE BOARD

10.1. Governance of the Association shall be vested in the Board.

10.2. The Board shall be a maximum of nine (9) members and a minimum of six (6) members.

10.3. A minimum of three (3) members of the Board (whether elected or co-opted) must be Tangata Whenua and a minimum of three (3) members of the Board (whether elected or co-opted) must be Tauiwi.

10.4. The Board shall be made up of:

10.4.1. Up to five (5) members elected by the membership or appointed by the Board pursuant to clause 15.1;

10.4.2. Two (2) members elected by Tangata Whenua Takawaenga o Aotearoa, or appointed by the Board pursuant to clauses 15.1 and 15.2;

10.4.3. Up to two (2) people, not necessarily members, co-opted by the Board to provide specialised skills that the Board considers necessary to enable it to more effectively govern the Association, or to comply with clause 10.3.

10.5. Each member of the Board, whether elected, appointed or co-opted, shall have equal responsibilities in terms of status, liability, duties and voting rights.

10.6. The Board shall meet a minimum of six (6) times a year, either personally, or by simultaneous and continuous video or telephone conference call link-up.

10.7. QUORUM: Fifty percent of the Board members plus one (50% plus 1) shall be considered a quorum for all Board meetings.

10.7.1. If at any time the number of Board members present is less than 50% plus one (1) and it is necessary for the functioning of the organisation that issues are considered;
10.7.1.1. Any decisions must be ratified by telephone or electronic contact with other members of the Board as soon as possible following the meeting.

10.7.1.2. Such ratification shall then be immediately recorded by the President as an attachment to the minutes of the meeting.

10.8. Board members’ reasonable out-of-pocket expenses incurred in attending Board meetings or other meetings at the request of the Board may be charged on the finances of the Association.

10.9. An honorarium may be paid to Governance Board members from the funds of the Association as approved from time to time by the members of the Association at a General Meeting.

10.10. The Board shall have such powers as necessary for the efficient functioning of the Association.

10.11. The Board shall have the power to draw up, prescribe, amend, and maintain from time to time whatever Standing Orders, and Policies and Procedures and Charters that the Board considers necessary to achieve the Association’s objects or which are designed to ensure effective governance of the Association including;

10.11.1. For assessing whether a person is ‘fit to practise’;

10.11.2. For conducting competency assessments and recertification programmes;

10.11.3. For the investigation, mediation and adjudication of complaints; and

10.11.4. For the discipline of members.

10.12. In the event that the Board has insufficient numbers to govern, the Chief Executive and the Association’s legal advisor shall appoint two persons (one Tangata Whenua and one Tauiwi) who are Life Members and or Past Presidents. The appointment of these two persons shall be completed within ten (ten) working days. The appointed person(s) shall co-opt four others to ensure a total of three Tangata whenua and three Tauiwi, to act as the interim Governance Board of the
Association until the next Special General Meeting or Annual General Meeting, whichever is sooner.

11. ROLE OF THE BOARD

11.1. Subject to the Rules in this Constitution, the Board shall be responsible for:

11.1.1. Furthering the objects of the Association;

11.1.2. The strategic direction and associated policies of the Association;

11.1.3. Controlling the property and funds of the Association;

11.1.4. Fixing of subscriptions, membership fees, levies and the like;

11.1.5. Accepting or declining any gift or legacy offered to the Association;

11.1.6. Fixing the dates and venues of General Meetings and the dates by which nomination for office and notices of motion must be called for and closed;

11.1.7. Arranging insurance against loss or damage any insurable property owned by the Association, and arranging to insure and indemnify any member or members of the Board, any Committee(s) or any employee or agent of the Association or any person acting in any other capacity for the benefit of the Association on such terms as the Board may reasonably from time to time think fit.

11.1.8. Considering appeals arising from decisions of the Chief Executive or the Complaints Convenor or Disciplinary Hearing Panel and Appeals of Competency Assessment outcomes.

11.2. Having first obtained direction by way of resolution of a General Meeting the Board shall be responsible for:

11.2.1. Borrowing or raising money by way of loans, debentures, bank overdraft or otherwise, as may be expedient;

11.2.2. Fixing rates of honoraria and meeting fees in relation to the Association’s business.
12. THE BOARD TERM

12.1. Board members will hold office for three (3) years ("the Term") which shall be calculated from the first face-to-face meeting of the newly elected Board that shall be held no later than two (2) months following the General Meeting at which they are elected, and shall conclude at the first face-to-face Board meeting following the General Meeting at which their successors are appointed, unless they are re-elected.

12.2. Co-opted members appointed in accordance with Section 10.4.3 may be appointed for a period of up to three (3) years from the date of appointment.

12.3. The three-year terms of office takes effect for Board members elected or co-opted after 1 January 2016.

13. APPOINTMENT OF BOARD MEMBERS

13.1. Board members are eligible for re-election at the end of their Term [12.1].

13.2. At its first meeting after the General Meeting, the Board will appoint one Board Member to the position of President.

13.3. The President will:

13.3.1. Chair Board Meetings and

13.3.2. Act as principal spokesperson for the Association.

13.4. The Board may also appoint, for a defined time period, an Acting President to act in the President’s absence.

13.5. Board Nomination & Election Processes

13.5.1. Nominations shall be in writing and delivered to the Chief Executive by a date specified by the Board.

13.5.2. If an excess of nominations is received the Chief Executive shall arrange for a secret postal or electronic ballot.
13.5.3. If insufficient nominations are received, nominations may be accepted from the floor of a General Meeting and a ballot conducted amongst the members present if necessary.

14. CESSATION OF BOARD MEMBERSHIP

14.1. A position on the Board shall become vacant if a Board Member:

14.1.1. Being an elected Board Member ceases to be a member of the Association

14.1.2. Tenders to the Chief Executive, notice in writing of their resignation

14.1.3. Fails to attend three (3) consecutive meetings of the Board without having sought leave of absence from the President or provided satisfactory reasons for their absence.

14.1.4. Is removed by majority vote of the Association at a General Meeting.

14.1.5. Is not re-elected following the expiry of their Term.

14.2. If a person ceases to be a Board Member, that person must within one (1) month return to the Board all Board documents and property.

15. BOARD VACANCIES

15.1. If a position on the Board becomes vacant pursuant to clauses 14.1.1 to 14.1.5, the Board may appoint or co-opt a replacement Board Member to hold office until the first face-to-face Board meeting following the next Annual General Meeting, unless the member is elected or appointed pursuant to clauses 10.4.1 or 10.4.2 or 10.4.3.

15.2. Where the outgoing Board Member was a member appointed pursuant to clause 10.4.2, the Board shall consult with Tangata Whenua Takawaenga o Aotearoa prior to appointing or co-opting a replacement Board Member.

16. SUB-GROUPS
16.1. The Board has mandate to establish and disestablish from time to time Committees, Sub-Groups and Working Parties that it considers necessary for the effective operation of the Association (hereafter referred to as Sub-Groups).

16.2. All Committees, Sub-Groups, Working Parties, Working Groups, Branches Roopu & Special Interest Groups:

16.2.1. Are accountable to the Board;

16.2.2. Will further the purposes of the Association;

16.2.3. Will carry out their activities in a way that reflects the stated values, ethics and objectives of the Association;

16.2.4. The Rules of the Association shall, at all times, take precedence.

17. TANGATA WHENUA TAKAWAENGA O AOTEAROA

17.1. All Maori members of the Association shall be entitled to participate in the activities of Tangata Whenua Takawaenga o Aotearoa.

17.2. Tangata Whenua Takawaenga o Aotearoa will maintain a collaborative partnership with the Association, Branches and other relevant stakeholders in the planning and development of kaupapa Māori aspects of the Association.

17.3. Roopu provide a forum for Tangata Whenua members to collaborate and facilitate the furthering of indigenous models of social work within Aotearoa New Zealand.

18. BRANCHES ROOPU & SPECIAL INTEREST GROUPS

18.1. Subject to the approval of the Board, groups of members may form a Branch, Roopu or Special Interest Group of the Association at local, regional or national level.

18.1.1. The purpose and aims of the proposed Branch, Roopu or Special Interest Group shall be submitted to the Board with the application for approval.
18.2. The purpose and aims of any Branch, Roopu or Special Interest Group shall be consistent with Clause 16.2.3 and may be generated from, but not limited to the following:

18.2.1. To further the objects of the Association;

18.2.2. To facilitate the delivery of professional development activities;

18.2.3. To provide a specialist knowledge base of information to contribute to submissions and lobbying;

18.2.4. To be an identifiable specialist knowledge resource for the Board and Chief Executive for issues pertaining to a particular practice area;

18.2.5. To provide a forum to discuss social work issues in a particular practice area which affects the profession locally, regionally and nationally;

18.2.6. To facilitate the sharing and distribution of ideas and resources within the group.

19. SPECIFIC RULES RELATING TO ROOPU, BRANCHES AND SPECIAL INTEREST GROUPS

19.1. Branches, Roopu and Special Interest Groups will provide to the Chief Executive no later than 31 May each year:

19.1.1. A summary of financial accounts;

19.1.2. A statement of Income and Expenditure in relation to any funds received from National Office;

19.1.3. An annual report on their activities;

19.1.4. The name of the Convenor and any other office holders.

19.2. A Branch, Roopu or Special Interest Group may cease to operate:

19.2.1. by agreement and notifying the Board that the Branch, Roopu or Special Interest Group is no longer operating;

19.2.2. by being dissolved by the Board:
19.2.2.1. where there has been no reported activity for a period of 24 months or longer or

19.2.2.2. Operating in a manner that is inconsistent with the objects and Code of Ethics of the Association.

19.3. When a Branch, Roopu or Special Interest Group ceases to operate or is dissolved all monies and records held shall be submitted to the National Office of the Association.

19.4. Monies held by the National Office of the Association on behalf of Branches, Roopu, Special Interest Groups and the Charitable Trust are held in trust.

**20. CHIEF EXECUTIVE**

20.1. The Board shall appoint a Chief Executive to manage the day to day affairs of the Association and shall fix the terms and conditions and remuneration of his or her appointment.

20.2. The Chief Executive shall have the delegated powers to employ, manage and terminate staff and independent contractors, and service providers to assist in the management of the day to day affairs of the Association.

20.3. The Chief Executive shall have the power to waive or reduce any member’s dues, other levies or monies required or imposed by the Association in respect to that member.

20.4. The Chief Executive shall be responsible for the oversight of the complaint and disciplinary procedures and investigations, and has the power to appoint a Complaints Convenor and establish a Complaints Advisory Group in accordance with the Association's Standing Orders, Policies and Procedures.

**21. CONTROL OF FUNDS AND ASSETS OF THE ASSOCIATION**

21.1. All monies received by the Association shall, as soon as practicable, be deposited into such trading, savings or investment accounts with a major registered trading bank as the Board shall, from time to time, determine. All financial transactions of the Association shall be made by:

21.1.1. Cheque; or

21.1.2. Automatic payment; or
21.1.3. Direct debit; or
21.1.4. Other bank transfer (whether electronic or otherwise); or
21.1.5. Credit card; or
21.1.6. Debit card

21.2. Financial Transactions will be authorised by or in accordance with any Board policy or specific authority and shall require the signatures or authorisations of:

21.2.1. any two (2) elected Board members or

21.2.2. by authority delegated by the Board in writing (whether generally or specifically) to any two (2) other persons who are,

21.2.2.1. Either members and or

21.2.2.2. Employees of the Association.

21.3. The Association does not have the purpose of making a profit for a proprietor, member or shareholder and prohibits a distribution of property in any form to a member, proprietor or shareholder; and has a constitution that prohibits a distribution in any form to a member, proprietor or shareholder

21.4. The Chief Executive shall prepare a properly drawn up statement of income and expenditure, and a balance sheet for the 12-month period ending 31 March.

21.5. The annual Statement of Accounts shall be audited by a member of the New Zealand Institute of Chartered Accountants.

21.6. A copy of the annual financial statement shall be included with the notice of the Annual General Meeting forwarded to each member prior to an Annual General Meeting or it shall otherwise be made available to each member prior to the meeting taking place.

22. FINANCIAL YEAR

22.1. The financial year of the Association begins on 1 April of every year and ends on 31 March of the next year.

23. APPOINTING AN AUDITOR
23.1. At an Annual General Meeting, the Association shall by majority vote appoint someone to audit the Association (“the Auditor”) for the next financial year.

23.2. The Auditor shall audit the Association’s accounts, and shall certify that they are correct.

23.3. The Auditor must be a member of the New Zealand Institute of Chartered Accountants, and must not be a Member of the Association.

23.4. If the Association appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.

24. PROTECTION OF THE BOARD, SUB-GROUPS AND OTHER PERSONS

24.1. None of the Board, the Complaints Convenor, the Complaints Advisory Group, the Disciplinary Hearing Panel, Sub-Groups, nor any member or employee or agent of any of them shall be liable for any loss or damage, not attributable to his/her own dishonesty, in respect of anything done or omitted to be done or of any words spoken or written when acting on behalf of the Association unless such person has acted in bad faith.

24.2. The Association shall indemnify the Board, the Complaints Convenor, the Complaints Advisory Group, the Complaints Resolution Panel, the Sub-Groups, and any member employee or agent of any of them acting for and on behalf of the Association in good faith.

25. NATURAL JUSTICE

25.1. The Association shall comply with the principles of natural justice. For the purposes of appeals of decision, complaints and disciplinary matters, this shall include:

25.1.1. The right to representation; and

25.1.2. The right to full and timely information of complaints relating to oneself; and

25.1.3. The right to reasonable opportunity to comment on the information and to have such comment considered and taken into account in reaching any determination about the complaint or any charges arising; and
25.1.4. The right to forewarning of probable outcome(s) or Order(s) and to be able to comment on those proposed outcome(s) or Order(s) before they are imposed; and

25.1.5. The right to proceedings free of bias and predetermination.

26. CODE OF ETHICS

26.1. The Association will develop and maintain a Code of Ethics for social work practice in Aotearoa New Zealand.

26.2. The Code of Ethics shall only be altered, added to, or rescinded as a result of a resolution by a General Meeting of the Association.

26.2.1. At least twenty-one (21) days before the General Meeting at which any alterations or changes to the Code of Ethics is to be considered all Members will be given written notice of the proposed changes, the reasons for the proposal, and any recommendations from the Board;

26.2.2. Any alterations to the Code of Ethics will take effect if it:

26.2.2.1. Was adopted by the General Meeting and was

26.2.2.1.1. Passed by a two-thirds majority of members eligible to vote (clause 6.1.3) who:

26.2.2.1.1.1. Are present; or

26.2.2.1.1.2. Submitted a proxy vote in accordance with the prescribed processes and procedures for proxy voting; or

26.2.2.1.1.3. Have voted in accordance with prescribed processes and procedures for postal or electronic voting option.

27. ASSOCIATION MEETINGS

27.1. Conduct of Association Meetings
27.1.1. A General Meeting (which may also be referred to as a “Special General Meeting”) of the Association will be held at a time and place to be specified by the Board or within two (2) calendar months of receiving written request for such a meeting from not less than fifty (50) financial members.

27.1.2. General Meetings will be chaired by a member elected by those present and eligible to vote.

27.1.2.1. A member of the Board shall call the General Meeting to order.

27.1.3. An Annual General Meeting of the Association shall be held not later than

27.1.3.1. Six (6) months after 31 March each year; and

27.1.3.2. Not later than fifteen (15) months after the previous annual general meeting

27.1.3.3. order to:

27.1.3.4. Elect a member to chair the meeting;

27.1.3.5. Receive the report of the Board;

27.1.3.6. Receive the Statement of Accounts for the end of the immediately past financial year of the Association;

27.1.3.7. Elect an auditor;

27.1.3.8. Elect members of the Board;

27.1.3.9. Consider any other general business.

27.1.3.10. All notice of motions or formal resolutions to be considered and voted on at a General Meeting shall be circulated to the membership at least twenty-one (21) days prior to the meeting.

27.1.4. The requirements of Rule 27.1.3 may be dealt with at a meeting called under Rule 27.1.1 at the discretion of the Board.

27.2. Conduct of General Meetings
27.2.1. Notice of every General Meeting shall be given in writing to all members, together with the agenda, not less than forty-two (42) days before the date of the meeting. A printed notice contained in an official publication of the Association or a personal e-mail to an individual members last known email address will be considered sufficient notice for the purpose of this clause.

27.2.2. Twenty (20) members entitled to vote (clause 6.1.3) present at the General Meeting, either personally [including by any simultaneous and continuous video link] or by way of proxy, shall form a quorum of a General Meeting.

27.2.3. If within half-an-hour after the time for which the meeting has been called a quorum is not present, the meeting shall stand adjourned to a new time and place fixed by the members present, and of which all Association members shall be informed. If at such an adjournment a quorum is not present, those members present may transact the business for which the meeting is called.

27.2.4. All Members may attend Association meetings however only financial members are entitled to vote at General Meetings (clause 6.1.3).

27.2.5. Voting on matters before a General Meeting shall be by voice unless a show of hands or a secret ballot is requested by a member

27.2.5.1. If a secret ballot is requested by any member before a vote by voices or show of hands has begun, voting must be by secret ballot.

27.2.6. Motions, amendments and points of order will follow the procedures prescribed or approved by the Board from time to time.

27.2.7. A motion will be passed by a majority vote (for the avoidance of doubt, a 50 – 50 vote means that the motion is lost).

27.2.8. Members not attending in person may vote on notices of motion or formal resolutions circulated twenty-one (21) days prior to any General Meeting:

27.2.8.1. By proxy vote (clause 27.3); or
27.2.8.2. Have voted in accordance with prescribed processes and procedures for postal or electronic voting option (27.4).

27.3. **Proxy votes**

27.3.1. Proxy forms shall be distributed to all financial members by the Board not less than twenty-one (21) days prior to any General Meeting.

27.3.1.1. Members that have assigned a Proxy Vote are not eligible to vote under the Postal or Electronic provisions of clause 27.4 or vote in person at the General Meeting unless they first rescind their proxy vote in accordance with Board Policy.

27.3.2. Proxy forms are not acceptable unless received by the Chief Executive of the Association by noon of the day two (2) working days prior to the General Meeting.

27.3.3. Members exercising a proxy vote must display a properly authorised numbered card provided for the purpose.

27.3.4. Proxy votes may be used only for formal resolutions or notices of motion which have been circulated to members twenty-one (21) days prior to the General meeting.

27.3.5. The financial member assigning a vote must specify the person acting as proxy who will;

27.3.5.1. Be a financial member of the Association, and

27.3.5.2. Be present at the meeting, and

27.3.5.3. Decide the manner of vote on each formal resolution or notices of motion.

27.4. **Postal and Electronic Voting**

27.4.1. The Board shall have the power to draw up, prescribe, amend and maintain from time to time Standing Orders and Policies and Procedures for postal and or electronic voting.
27.4.2. Postal and or electronic voting procedures shall be distributed to all financial members by the Board not less than twenty-one (21) days prior to any General Meeting.

27.4.2.1. Members submitting postal or electronic votes are not eligible to assign a proxy vote under the provisions of Clause 27.3 or vote at the General Meeting in person.

27.4.3. Postal or electronic votes are not acceptable unless received by the Chief Executive of the Association by noon on the day two (2) working days prior to the general meeting.

28. SIGNING OF DOCUMENTS / CONTRACTS

28.1. Signing of Documents

28.1.1. The Association shall have a common seal.

28.1.2. A deed shall be executed on behalf of the Association if the common seal is attached to the document;

28.1.3. The common seal of the Association shall be in the custody of the Chief Executive, in a secure place,

28.1.4. The Chief Executive shall affix it to such documents as the Board may from time to time direct.

28.2. In respect of contracts and documents not required by law to be by deed, such contracts and documents will be signed by the Chief Executive and one (1) Board Member.

29. ALTERING THE RULES

29.1. These rules shall only be altered, added to, or rescinded as a result of a resolution by a General Meeting of the Association

29.2. At least twenty-one (21) days before the General Meeting at which any Rule change is to be considered all Members will be given:

29.2.1. written notice of the proposed motion,

29.2.2. the reasons for the proposal, and

29.2.3. any recommendations from the Board;
29.3. No addition to or alteration of aims, personal benefit clause or the winding up clause shall be made which affect the tax exemption status / non-profit body status. The provisions and effect of this clause shall not be removed from this constitution and shall be included and implied into any constitution replacing this constitution.

29.4. Any constitutional resolution will take effect only if it:

29.4.1. It is passed by a two-thirds majority of members eligible to vote (Section 6.1.3) who:

29.4.1.1. are present; or

29.4.1.2. Submitted a proxy vote in accordance with the prescribed processes and procedures for proxy voting; or

29.4.1.3. Have voted in accordance with prescribed processes and procedures for postal or electronic voting option;

29.4.2. The amended rules have been registered under the Incorporated Societies’ Act.

30. THE CONSTITUTION

30.1. A copy of these rules shall be made available for the perusal of members including at any meeting conducted under the auspices of the Association.

31. WINDING UP

31.1. A Special General Meeting convened for the purpose may resolve that the Association be wound up and may also direct the method of disposal of the funds, and property within Aotearoa New Zealand, of the Association such resolution being confirmed in the manner provided by Section 24 of the Incorporated Societies’ Act, 1908.

31.2. In the event of a quorum not being present (20 members) a further meeting must be called in accordance with Rule 27.1.1.
31.3. If upon winding up or dissolution of the association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other organisation or body with similar objects to the first association or for some other charitable purpose within New Zealand.

32. DEFINITIONS

32.1. In these Rules:

32.1.1. “Association Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting or a Board meeting.

32.1.2. “Cheque” means a personal cheque or a bank cheque.

32.1.3. “Committee” means a Committee of the Association.

32.1.4. “Committee Meeting” means a meeting of a Committee.

32.1.5. “Committee Member” means any Member who is on a Committee.

32.1.6. “Majority vote” means a vote made by more than half of the Members who

32.1.6.1. are present at a Meeting and who are entitled to vote or

32.1.6.2. Provided a Proxy vote or

32.1.6.3. Submitted a postal or electronic vote and

32.1.6.4. Voting at that Meeting upon resolutions circulated 21 days prior to the General Meeting 27.1.3.10.

32.1.7. “Meeting” means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.

32.1.8. “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Association.
32.1.9. “Payment” means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.

32.1.10. “Rules” means these rules, being the rules of the Association.

32.1.11. “Sub-Group” means any Committee, Working Party, Working Group, Branch, Roopu or Special Interest Group approved by the Board.

32.1.12. “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

32.1.13. “Written Notice” means hand-written, printed or electronic communication of words or a combination of these methods.

32.1.13.1. For the purposes of these Rules “working day” means any day of the week other than:

32.1.13.2. a Saturday;

32.1.13.3. a Sunday;

32.1.13.4. Good Friday;

32.1.13.5. Easter Monday;

32.1.13.6. Anzac Day;

32.1.13.7. Labour Day;

32.1.13.8. Waitangi Day;

32.1.13.9. The Sovereign’s Birthday; and

32.1.13.10. Any day in the period from and inclusive of 20 December in any year and 15 January in the following year.

ALL PREVIOUS RULES OF THE ASSOCIATION ARE RESCINDED