



# ANZASW CONSTITUTION

Adopted at the AGM 30 August 2019

Registered with the Companies Office 9 September 2019

Effective from date of registration

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## THE SOCIETY

### 1. NAME

- 1.1 The name of the society is Aotearoa New Zealand Association of Social Workers Incorporated ("the Association").

### 2. REGISTERED OFFICE

- 2.1 The Registered Office of the Association is Unit C 375 Main South Road, Hornby, Christchurch 8042 or such other place as the Board may, from time to time, determine and notify members and the Registrar of Incorporated Societies of the change.

### 3. TIKANGA / CULTURE

- 3.1 The Association demonstrates commitment to work within a bicultural partnership by:**

- 3.1.1 ensuring that the Association is underpinned by Te Tiriti O Waitangi; and
- 3.1.2 promoting an indigenous identity for social work in Aotearoa New Zealand.

- 3.2 Social Work is defined as:**

A practice-based profession and an academic discipline that promotes social change and development, social cohesion, and the empowerment and liberation of people. Principles of social justice, human rights, collective responsibility and respect for diversities are central to social work. Underpinned by theories of social work, social sciences, humanities and indigenous knowledges, social work engages people and structures to address life challenges and enhance wellbeing.<sup>1</sup>

- 3.3 Ethical practice and natural justice**

The Association develops and maintains a Code of Ethics, which is consistent with the International Federation of Social Workers' Statement of Ethical Principles ("IFSW").

The Association's complaints, disputes, grievance, mediation and disciplinary procedures for members are conducted in accordance with the principles of natural justice as described in Bylaws.

### 4. PURPOSES

- 4.1 The purposes of the Association are to:

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<sup>1</sup> The Global Definition of Social Work developed by IFSW, IASSW and ICSW, adopted in July 2014

- 4.1.1 **Advance social justice, human rights and human dignity by:**
- (a) informing society at large of social injustices, challenging oppression and acting to change structures that perpetuate injustice; and
  - (b) promoting collective responsibility for human rights, social justice and human dignity;
- 4.1.2 **Provide a national organisation for professional social workers to (re)present their views on social policy and practice, and to protect their interests and public standing by:**
- (a) establishing the minimum requirements for membership;
  - (b) maintaining the Code of Ethics, which is congruent with the IFSW Statement of Ethical Principles;
  - (c) promoting and advocating for the profession of social work;
  - (d) promoting, co-ordinating, and delivering continuing professional development opportunities for members;
  - (e) publishing journals, monographs, directories, or other publications;
  - (f) encouraging and promoting research on all aspects of social work;
  - (g) facilitating forums for social workers to discuss matters of common interest;
  - (h) forming affiliations with other national and international social work organisations and cooperating wherever possible with kindred organisations;
  - (i) maintaining procedures for resolving disputes between members in their capacity as members and between members and the Association;
  - (j) maintaining procedures for resolving complaints concerning alleged misconduct and disciplining members (who are not subject to discipline by the Social Workers Registration Board);
  - (k) insuring Association property against loss or damage and indemnify and insure officers, members and employees. Officers, members and employees include duly appointed or elected committee members and those charged with the Association's complaints and dispute procedures;
  - (l) providing services under contract for other organisations with interests in the development and maintenance of competent social work practice; and
  - (m) doing anything necessary or helpful to achieve these purposes.

## 4.2 Pecuniary Gain

- 4.2.1 The Association does not operate for the financial gain of any of its members except as provided for by the Act. Any surplus generated must be used to further the purposes of the Association.

## 5. ASSOCIATION MEMBERSHIP

### Membership categories

- 5.1 Membership may comprise different categories of membership as decided by the Board.
- 5.2 The Board may, from time to time, publish Bylaws determining criteria, policies, and procedures for membership and any listed member category.
- 5.3 For the time being, the categories of membership are described in clauses 5.4 to 5.8 below.
- 5.4 **Member:** A person who:
  - 5.4.1 is registered as a social worker under the Social Workers Registration Act 2003 or the Social Workers Registration Legislation Act 2019; or
  - 5.4.2 at any point up to 27 February 2021, meets the criteria for registration under the Social Workers Registration Act.
- 5.5 **Associate Member:** A person who, at 30 June 2018, was an existing full or provisional member who wish to maintain their membership with the Association and its objectives, and who:
  - 5.5.1 does not meet the criteria for social worker registration;
  - 5.5.2 does not claim to be a social worker or to be practising social work or do anything that is calculated to suggest that they practise or are willing to practice as a social worker; and
  - 5.5.3 meets any criteria prescribed by the Board, from time to time, for this category of member.
- 5.6 **Student Member:** A person who has been deemed fit to belong to the Association and is enrolled in a recognised social work qualification.
- 5.7 **Honorary Member:** A person who has been invited to become an honorary member by resolution of a General Meeting.
- 5.8 **Life Member:** A member who has had Life Membership conferred upon them by a General Meeting of the Association, on the recommendation of the Board, in recognition of outstanding service to the Association and the profession of social work.
- 5.9 Life and Honorary Members must not be required to pay the Association's annual membership subscription.

## 6. ADMISSION OF MEMBERS

- 6.1 A person may apply for membership by providing such information as the Board may require.
- 6.2 Submitting an application for membership constitutes consent to be a member of the Association.
- 6.3 Membership applications must be assessed to determine whether or not the applicant is fit to belong to the Association.
- 6.4 Membership applications received from people to whom clause 5.4.2 applies must be assessed to determine whether the applicant is fit to practise as a social worker.
- 6.5 Subject to any Board Bylaw, policy or procedure, an application for membership

may be declined for any reason including if it is believed that there may be risk or reputational damage to the Association if the applicant was admitted to membership and that decision will be final.

## 7. MEMBERSHIP REGISTER

- 7.1 The Chief Executive keeps an up to date register of all members, showing their name, date of admission, postal addresses, category of membership, email address and telephone number and such other information as the Board may prescribe.
- 7.2 Members must advise the Chief Executive of any changes to their details.
- 7.3 Members have reasonable access to the information on the register of members prescribed in the Act.

## 8. CESSATION OF MEMBERSHIP

- 8.1 Any member may resign by giving written notice to the Chief Executive.
- 8.2 Membership may be terminated by following the processes outlined in these rules and any Bylaws if a view is formed that a member:
  - 8.2.1 is breaching the Constitution;
  - 8.2.2 is acting in a manner inconsistent with the Tikanga / Culture or the Purposes of the Association and or the Code of Ethics; or
  - 8.2.3 has acted in a manner that suggests that they may not be fit to remain a member of the Association.
- 8.3 Membership may be terminated if it is reasonably believed that a Member Associate is claiming to be a social worker, is practising as a social worker, or is doing anything that is calculated to suggest that they were willing to practise as a social worker.
- 8.4 Membership may be terminated if the member's annual subscription is more than three (3) months in arrears.
- 8.5 Membership will be terminated if a member, who is a registered social worker, has had their registration revoked under the provisions of the Social Workers Registration Act 2003.
- 8.6 The process to terminate membership will be as follows:
  - 8.6.1 the Board will notify the member in writing of the act or omission of the member that may give rise to termination (as set out in clauses 8.2 to 8.5);
  - 8.6.2 the Board will give the member an opportunity to be heard;
  - 8.6.3 the Board will consider any submissions made by the member, and notify the member in writing of its decision;
  - 8.6.4 if the Board gives the member a notice of termination (which will take immediate effect), the person will be given an opportunity to have the decision reviewed.
- 8.7 The Board must establish Bylaws that set timelines by which various steps in the process must be undertaken.

## 9 RIGHTS OF MEMBERS

- 9.1 Members have the right to vote at a General Meeting of the Association provided that there are no monies outstanding by the member to the Association.
- 9.2 Members have a right to receive a copy of any publication issued by the Association free of charge. Publications distributed electronically to members are sufficient to meet this requirement.
- 9.3 Members must, on written request, be provided with either or both of the following within a reasonable period, and without charge:
  - 9.3.1 the financial statements of the Association that were presented at the most recent annual general meeting; and
  - 9.3.2 the minutes of the most recent Annual General Meeting.
- 9.4 Members have a right to information held by the Association, as provided for in the Incorporated Societies Act 1908 and any legislation amending or replacing that Act.
- 9.5 Written requests for information must follow the process prescribed in the Bylaws.

## 10 OBLIGATIONS OF MEMBERS

- 10.1 All members and Board members must;
  - 10.1.1 promote the purposes of the Association and must do nothing to bring the Association into disrepute;
  - 10.1.2 uphold and comply with the Association's Constitution and Bylaws, including the Code of Ethics, rules, policies and procedures of the Association;
  - 10.1.3 pay their membership fees, subscriptions and levies when required or as agreed by the Board; and
  - 10.1.4 advise the Association immediately of any restrictions on practice, disciplinary proceedings, criminal investigations or civil proceeding or any other investigations against them.

## 11 COMMITTEES, BRANCHES, ROOPU AND SPECIAL INTEREST GROUPS

- 11.1 The Board may further the purposes of the Association by establishing, from time to time, such committees, working groups, branches, roopu and special interest groups as it deems desirable.
- 11.2 Committees, working groups, branches, roopu and special interest groups must be established and operate according to the Bylaws set by the Board.
- 11.3 Members of committees, working groups, branches, roopu and special interest groups have the rights and responsibilities set out in this constitution.
- 11.4 Monies held by committees, working groups, branches, roopu and special interest groups must be held in trust and administered by National Office.

## 12 TANGATA WHENUA TAKAWAENGA O AOTEAROA

- 12.1 All Maori members of the Association are entitled to participate in the activities of

Tangata Whenua Takawaenga O Aotearoa.

## 13 GOVERNANCE & MANAGEMENT OF THE ASSOCIATION

### 13.1 Officers of the Association are:

- 13.1.1 the President of the Association;
- 13.1.2 the Vice President of the Association;
- 13.1.3 the members of the Board; and
- 13.1.4 the Chief Executive, being an employee of the Association.

### **Governance and Management Roles**

### 13.2 The President is responsible for:

- 13.2.1 overseeing the governance of the Association;
- 13.2.2 ensuring that the Constitution and Bylaws are followed;
- 13.2.3 convening meetings of the Board and establishing whether or not a quorum (half of the Board plus one) is present;
- 13.2.4 chairing Board and General Meetings, deciding who may speak and when;
- 13.2.5 providing a report on the affairs of the Association at each Annual General Meeting; and
- 13.2.6 together with the Chief Executive, acting as principal spokespersons for the Association;
- 13.2.7 ensuring that the Board together with Chief Executive that the Associations health and safety duties and obligations are met.

### 13.3 The Chief Executive is responsible for:

- 13.3.1 managing the operations of the Association;
- 13.3.2 employing and managing (including terminating contracts) staff and contractors as required for the efficient operation of the Association;
- 13.3.3 keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
- 13.3.4 providing financial information to the Board as required;
- 13.3.5 in accordance with the Bylaws, authorising all payments including taxes;
- 13.3.6 preparing tax returns as required by law;
- 13.3.7 signing together with the President or another Board member, all deeds on behalf of the Association;
- 13.3.8 signing written contracts either with the President or another Board Member or in their own right as prescribed in Bylaws;
- 13.3.9 in exceptional circumstances, waiving or reducing membership fees, levies or monies due to the Association and reporting such to the Board and the Annual General Meeting;
- 13.3.10 recording the minutes of meetings;
- 13.3.11 holding the Association's records, documents and books;

- 13.3.12 receiving and replying to correspondence as required by the Board;
- 13.3.13 keeping the Register of Members and being the Contact Officer;
- 13.3.14 forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by Members at an Annual General Meeting;
- 13.3.15 advising the Registrar of Incorporated Societies of any changes to the Constitution and changes to the Associations Registered Office;
- 13.3.16 overseeing the complaints, review, disciplinary processes of the Association. The Chief Executive appoints such persons as may be required for this purpose, in accordance with the Bylaws; and
- 13.3.17 overseeing processes for resolving disputes between members and between members and the Association. The Chief Executive appoints such persons as may be required for this purpose, in accordance with the Bylaws;
- 13.3.18 ensuring together with the President and Board that the Associations health and safety duties and obligations are met.

## 14 BOARD

- 14.1 Transition from the Board make-up described in the constitution dated 11 October 2018 to the Board make-up described in this constitution shall be prescribed in Bylaws.
- 14.2 The Association has a Board of seven (7) members, comprising the following:
  - 14.2.1 five (5) members elected by the membership;
  - 14.2.2 two (2) people, not necessarily members, co-opted or appointed by the Board to provide specialised skills that the Board considers necessary to enable it to more effectively govern the Association;
  - 14.2.3 of the seven Board Members, (elected, co-opted or appointed) a minimum of two (2) members must be Tangata Whenua;
  - 14.2.4 one of the members of the Board must have recognised financial management qualifications.
- 14.3 Each member of the Board, whether elected, appointed or co-opted, has equal status, liability, duties and voting rights.
- 14.4 At the first meeting after the Annual General Meeting the Board must elect a President and a Vice President.
- 14.5 The President may select a Kaumātua to provide the President and the Board with strategic advice.
- 14.6 Members of the Association who are elected or appointed to the Board must be a financial member and members of professional good standing.
- 14.7 Board members who are not members of the Association who are appointed or co-opted by the Board will be of good standing as prescribed in the Bylaws.
- 14.8 In the event that there are no Board members, the Chief Executive and the Association's legal advisor must appoint two persons (one Tangata Whenua and one Tauiwī) who are Life Members and or Past Presidents to act as interim Board



members. The appointment of the two interim Board members must be completed within ten (ten) working days of the event. The appointed interim Board members must co-opt four other people, while ensuring that there is a minimum of two Tangata whenua and two Tauwiwi, to act as the interim Board of the Association until the next Special General Meeting or Annual General Meeting, whichever is sooner.

### **Term of Office of Board Members**

- 14.9 Board members hold office for three (3) years calculated from the General Meeting or Board Meeting at which their election, appointment or co-option is confirmed.
- 14.10 Board members may be re-elected for two further terms of office and may hold office for no more than nine consecutive years.

### **Nomination of Board Members**

- 14.11 Nominations must be in writing and delivered to the Chief Executive by a date specified by the Board;
- 14.12 The Chief Executive will arrange for a ballot vote in accordance with the ballot procedure prescribed by the Board in Bylaws;
- 14.13 If insufficient nominations are received, nominations may be accepted from the floor of a General Meeting and if necessary, a secret ballot conducted amongst those members present;
- 14.14 If the position of any Officer becomes vacant between Annual General Meetings, the Board may:
  - 14.14.1 in the case of the Presidency, elect one of the Board Members;
  - 14.14.2 if the position of any other Board Member becomes vacant between Annual General Meetings, the Board may appoint or co-opt a replacement Board Member until the next Annual General Meeting, provided that at all times there is a minimum of five (5) Board members and two (2) members are Tangata Whenua.

### **Cessation of Board Membership**

- 14.15 A person will cease to be a Board Member if the Board Member:
  - 14.15.1 resigns by giving written notice to the President or the Chief Executive. Resignation will be effective from the date specified in the written notice;
  - 14.15.2 fails to attend three (3) consecutive Board meetings without leave of absence from the President or providing satisfactory reasons for their absence to the President;
  - 14.15.3 is removed by majority vote of members of the Association present and eligible to vote at an Association Meeting;
  - 14.15.4 term of office expires; or
  - 14.15.5 if elected under clause 14.1.1, cease to be a member of the Association.
  - 14.15.6 if co-opted or appointed under clause 14.2.2, is subject of a Board resolution terminating the Board Member's membership of the Board.

## **Role and powers of the Board**

- 14.16 Subject to this Constitution and Bylaws, the Board's role is to:
- 14.16.1 administer, manage and control the Association and prepare and present to each Annual General Meeting a report on its affairs, prepared in accordance with the Association's accounting policies, together with the financial statements for the period;
  - 14.16.2 carry out the purposes of the Association and subject to resolutions of General Meetings, use money and other assets to do that, including borrowing or raising money by way of loans, debentures, bank overdraft or otherwise;
  - 14.16.3 manage the Association's financial affairs, including setting such financial and accounting policies and procedures as it considers necessary;
  - 14.16.4 maintain a register of disclosures of conflicts of interest made by officers ("Interests Register") which must be available to Officers;
  - 14.16.5 prescribe the process for informing members of any failure to comply with disclosure requirements;
  - 14.16.6 set membership fees, including subscriptions, levies and fees for service, including setting fees for different categories of membership;
  - 14.16.7 ensure that all members follow the Constitution and Bylaws of the Association;
  - 14.16.8 employ a Chief Executive, for the purposes of the Association and on such terms and conditions as it deems necessary;
  - 14.16.9 delegate responsibility;
  - 14.16.10 consistent with clause 14.2.2, co-opt or appoint members as considered necessary;
  - 14.16.11 decide the times, dates and venues for General Meetings, and set agendas for those meetings;
  - 14.16.12 decide the dates by which nominations for office and notices of motion must be called for and close; and
  - 14.16.13 consider appeals arising from any decision-making process including member disputes resolution processes or member disciplinary procedures.
- 14.17 The Board has all the powers of the Association, unless the Board's power is limited by this Constitution or by a majority decision of the Association;
- 14.18 Decisions of the Board bind the Association, unless the Board's power is limited by this Constitution or by a majority decision of the Association.

## **Board Meetings**

- 14.19 The Board must meet at least six (6) times a year in person or by either simultaneous and continuous video or telephone conference, or such other formats as the Board may agree.
- 14.20 No Board meeting may be held unless half of the Board plus one attend (a Quorum).
- 14.21 The President will chair Board Meetings, or if the President is absent, the Vice

- President or their nominee will chair that meeting.
- 14.22 Decisions of the Board are by majority vote. A 50-50 vote means that the motion is lost.
- 14.23 Only Board members present at a Board meeting may vote at that Board meeting.
- 14.24 Subject to this Constitution, the Board may regulate its own meeting practices.
- 14.25 The President or their nominee must adjourn the meeting if necessary.

## 15 BYLAWS

### **Bylaws to govern the Association**

- 15.1 The Board may from time-to-time make, alter, rescind and enforce Bylaws as it considers necessary for the general management of the Association, so long as these are not inconsistent with this constitution or the law including but not limited to:
- 15.1.1 criteria, policies and procedures for membership and member categories;
  - 15.1.2 procedures for resolving disputes between members (in their capacity as members) and between members and the society;
  - 15.1.3 procedures for disciplining of members;
  - 15.1.4 rules for voting at General Meetings;
  - 15.1.5 rules for conducting a ballot for election of Board Members; and
  - 15.1.6 procedures for managing the Associations financial affairs.
- 15.2 All such Bylaws are binding on members of the Association.
- 15.3 A copy of the Bylaws for the time being, is available for inspection by any member on request to the Chief Executive.

## 16 MONEY AND OTHER ASSETS OF THE ASSOCIATION

### **Use of money and other assets**

- 16.1 The Association does not have the purpose of making a profit for any member and a distribution of property in any form to any member or Board member is prohibited.
- 16.2 The Association may only use money and other assets if:
- 16.2.1 it is for a purpose of the Association;
  - 16.2.2 it is not for the sole personal or individual benefit of any member. Salary, wages or other payment to a member that are on arm's length terms and do not include any profit share, percentage of revenue or other reward in connection with the activities of the society are permitted; and
  - 16.2.3 it is authorised by the Board or the Board's delegate consistent with the Financial Management Bylaws;
- 16.3 Board members' reasonable out-of-pocket travel expenses for attending Board Meetings, General Meetings and such other meetings that further the purposes of the Association, must be paid by the Association consistent with Bylaws.
- 16.4 Board Members may be paid an honorarium or meeting fee subject to the

provisions of clause 17.13.9.

### **Financial year**

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

### **Assurance on the financial statements**

16.6 The Association must appoint an auditor who is a member of Chartered Accountants Australia New Zealand to audit the annual financial statements of the Association (“The Reviewer”).

### **Authority to contract**

16.7 The Board provides a common seal for the Association and may replace it from time to time.

16.8 The Chief Executive has custody of the seal, which must only be used by authority of the Board.

16.9 Every document to which the common seal is affixed must be signed by the President and either the Chief Executive or a Board member.

16.10 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 or the Chief Executive and the President or one other Board Member as prescribed in the Bylaws.

## **17 CONDUCT OF GENERAL MEETINGS**

### **Association meetings**

17.1 An Association Meeting is either an Annual General Meeting or a Special General Meeting, as set out below:

17.1.1 An Annual General Meeting must be held once every year not later than six months after the Association’s financial year end.

17.1.2 A Special General Meeting will be held at a time and place specified by the Board, or within two (2) calendar months of the Chief Executive receiving a written request signed by at least fifty (50) financial members.

17.1.3 The Board may call a Special General Meeting if it sees fit to do so.

### **Notice and conduct of meetings**

17.2 The Chief Executive must give all members at least forty-two (42) days written notice of an Association Meeting and include the provisional agenda for the meeting.

17.3 The Chief Executive must provide members with the documents appropriate for that Association Meeting at least twenty-one (21) days before the meeting. In

particular:

- 17.3.1 a copy of the President's and Chief Executive's Reports on the Association's operations;
  - 17.3.2 the Annual Financial Statements as approved by the Board;
  - 17.3.3 a notice of disclosures of interest, including a brief summary of the matter to which disclosures relates;
  - 17.3.4 the Minutes of the last General Meeting;
  - 17.3.5 a list of nominees for the Board, and information about these nominees as prescribed in the Bylaws; and
  - 17.3.6 all Notices of Motion and draft resolutions to be voted on and any Board commentary on those motions and resolutions.
- 17.4 All notices of motion or formal resolutions to be considered and voted on must be circulated to members twenty-one (21) days prior to a General Meeting.
- 17.5 If notice has been sent to all members in good faith, the meeting and its business will not be invalidated simply because one or more members did not receive the notice.
- 17.6 No Association meeting may be held unless at least twenty (20) members entitled to vote are present in person or by simultaneous and continuous video or telephone conference link up (a quorum).
- 17.7 All Association meetings must be chaired by the President or their delegate.
- 17.8 All members may attend and, if they are entitled to vote, may vote at Association meetings.
- 17.9 Motions are passed by a majority vote. A 50-50 vote means that the motion is lost.
- 17.10 On any motion at an Association meeting, the President or their nominee must, in good faith, determine whether to vote by voices, show of hands, or ballot.
- 17.11 If a member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

#### **Proxy, postal and electronic votes**

- 17.12 Voting, including proxy assignment and electronic voting, must be as prescribed by the Board from time to time in Bylaws.

#### **Annual General Meeting**

- 17.13 The business of an Annual General Meeting will be to:
- 17.13.1 consider the minutes of the previous Association Meeting;
  - 17.13.2 receive the President's and Chief Executive's reports on the Association's operations;
  - 17.13.3 receive the Annual Financial Statements as approved by the Board;
  - 17.13.4 receive an annual report on the affairs of the Association during the recently completed accounting period;
  - 17.13.5 receive a notice of disclosures of interest during the period, including a brief summary of the matter to which disclosures relates;
  - 17.13.6 appoint an auditor;
  - 17.13.7 elect members of the Board;

- 17.13.8 consider, on recommendation from the Board, alterations to the Association's Constitution and Code of Ethics;
- 17.13.9 following a recommendation from the Board, determine the rate of and authorise payment of any honoraria or meeting fee to Board members; and
- 17.13.10 consider any motions duly circulated. All notices of motion or formal resolutions to be considered and voted on at a General Meeting must be circulated to the membership at least twenty-one (21) days prior to the meeting.

### **Motions at Association Meetings**

- 17.14 Any member may request that a motion be voted on ("member's motion") at a particular Association meeting, by giving written notice to the Chief Executive at least forty-six (46) days before that meeting. That member may also provide information in support of the motion ("members information"). The Board may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the member's motion is signed by at least twenty (20) members entitled to vote:
- 17.14.1 it must be voted on at the next Association meeting; and
  - 17.14.2 the Chief Executive must give the member's information to all members at least twenty-one (21) days before the Association meeting chosen by the member; or
  - 17.14.3 if the Chief Executive fails to do this, the member has the right to raise the motion at the following Association meeting.
- 17.15 The Board may also decide to put forward motions for the Association to vote on ("Board motions") which must be notified in accordance with clause 17.13.10.

### **Adjourned Association meetings**

- 17.16 If a quorum is not present within half an hour after the time set for a meeting requested by members (as per clause 17.1.2), the President or their nominee must dissolve the meeting.
- 17.17 If a quorum is not present within half an hour after the time set for any other Association meeting, it must be adjourned to a day, time and place determined by the President.
- 17.18 If at such adjourned meeting a quorum is not present, those members present and entitled to vote may transact the business left unfinished at the original meeting.

## **18 ALTERING THE CONSTITUTION AND CODE OF ETHICS**

- 18.1. The Association may alter or replace this Constitution or the Code of Ethics at an Association General Meeting by a resolution passed by a two thirds majority of eligible members and who have voted.

- 18.2. At least twenty-one (21) days before the General Meeting at which a proposed motion is to be considered, the Chief Executive must give to all members written notice of the proposed motion, the reasons for it and any commentary from the Board.
- 18.3. Changes to the Constitution, approved by an Association Meeting, do not have effect until the changes are registered by the Registrar of Incorporated Societies.
- 18.4. No addition to, or alteration of, aims, personal benefit clause or the winding up clause may be made which affect the tax exemption status / non-profit body status. The provisions and effect of this clause must not be removed from this Constitution and must be included and implied into any constitution replacing this Constitution.

## 19 WINDING UP

- 19.1 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 or any Act amending or replacing that Act.
- 19.2 In the event of a quorum not being present (20 members), a further meeting must be called in accordance with clause 17.17.
- 19.3 If the Association is wound up, the Association's debts, costs and liabilities must be paid.
- 19.4 If on winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same must not be paid or distributed among the members of the Association but must be given or transferred to some other organisation or body with similar objects to the Association or for some other charitable purpose within New Zealand.

## 20 DEFINITIONS

- 21.1 In this Constitution:
  - 21.1.1 "the Act" refers to the Incorporated Societies Act 1908 and any revision of that Act;
  - 21.1.2 "Association Meeting" means any Annual General Meeting, or any Special General meeting, but not a Board meeting;
  - 21.1.3 "Bylaws" include all, standing orders, policies and guidelines issued from time to time by the Board;
  - 21.1.4 "eligible member" or "member entitled to vote" or "financial member" means a member whose membership fees, subscriptions and levies owed to the Association are up to date;

- 21.1.5 “General Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Board meeting;
- 21.1.6 “majority vote” means a vote upon a resolution made by more than half of the eligible members who have voted;
- 21.1.7 “member” or “members” refers to all categories of members including honorary and life members, unless the context requires otherwise;
- 21.1.8 “money or other assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society;
- 21.1.9 “professional good standing” means that there have been no investigations or negative findings made by the Social Workers Registration Board in relation to the individual;
- 21.1.10 “use of money or other assets” means to use, handle, invest, transfer, give, apply, expend, dispose or, or in any other way deal with, money of other assets;
- 21.1.11 “written notice” means communication by post, electronic means (including email and social messaging), or advertisements in printed or online publications, or a combination of these.
- 21.1.12 Where the singular is used, plural forms of the noun are also inferred.
- 21.1.13 Headings are a matter of reference and not a part of the constitution.

**Last update [Version 26 6 August 2019]**