

**CONSTITUTION OF THE
NEW ZEALAND SPEECH-LANGUAGE THERAPISTS' ASSOCIATION INCORPORATED
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**CONSTITUTION OF THE
NEW ZEALAND SPEECH-LANGUAGE THERAPISTS' ASSOCIATION INCORPORATED**

THE ASSOCIATION

1. NAME

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

2. REGISTERED OFFICE

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

3. PURPOSE

- 3.1 The purposes of NZSTA are to:

- (a) guide and govern the educational, clinical and ethical standards of speech-language therapy practice with accountability for i) scope of practice for the profession, ii) quality assurance of tertiary courses in speech-language therapy, iii) quality assurance of overseas trained speech-language therapists requesting membership, iv) continuing quality assurance of members through the New Graduate Framework, Return to Practice Framework, Continuing Professional Development Log and Ethics Complaints Procedure;
- (b) promote, advance and support relevant evidence-based speech-language therapy practice, research, academic activities, publications and other educational initiatives, including the awarding of scholarships, awards and funding grants for the benefit of all communities;
- (c) promote, and advocate for, the profession of speech-language therapy and its relationships with allied disciplines for the benefit of all of our communities;
- (d) give meaning to Te Tiriti O Waitangi through practising the principles of partnership, protection and participation;
- (e) promote excellence in speech-language therapy practice and professional ethics in Aotearoa;
- (f) promote and facilitate continuing professional development of speech-language therapists in Aotearoa and
- (g) advocate for policies and practices that improve the communication and swallowing abilities of our communities in order to improve their quality of life.

together, "Purposes"

4. DEFINITIONS & INTERPRETATION

- 4.1 Unless the context otherwise requires, the following expressions shall have the following meanings

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time) and any regulations made under the Act or under any Act which replaces it.

Board Member means a member of the Board who is elected or appointed according to this Constitution and who is an Officer for the purposes of the Act.

Conflict Matter has the meaning given in clause 17.

Dispute has the meaning given in clause 32.

Principles and Rules of Ethics means the code of ethics approved by the Board as updated and published by the Board from time to time and overseen by the Ethics Committee pursuant to this Constitution.

Register of Members means the register of Members to be kept in accordance with clause 7, as required by the Act.

Voting Members means, subject to clause 8.3 through 8.6 inclusive, all Registered Members, Life Members, Associate Members and Retired Members.

- 4.2 Nothing in this constitution shall be interpreted as preventing NZSTA from utilising the provisions of part 4 of the Contracts and Commercial Law Act 2017. The NZSTA shall be authorised to approve electronic transactions as it sees fit.
- 4.3 A reference to “writing” shall include information recorded in electronic form if the information is readily accessible and usable for subsequent reference.

MEMBERSHIP

5. ADMISSION OF MEMBERS

- 5.1 NZSTA will have the minimum number of Members required by the Act.
- 5.2 To be considered for Membership, all applicants must complete an application form, which shall include the consent of the applicant to becoming a Member, as required by the Act, supply any additional information as required at that time, and pay the prescribed membership fee.
- 5.3 Any former Member of the NZSTA who has resigned or whose membership has elapsed or been terminated may apply to re-join in the same way as a new applicant, but where the former Member’s membership ceased following a finding of breach of this Constitution, the Principles and Rules of Ethics or clinical malpractice by the former Member, the former Member shall not be able to re-join except with the approval of the Board by majority vote.

- 5.4 Suitably qualified persons may be refused membership if, at the time of application, they are in breach of the Principles and Rules of Ethics or those of any international organisation affiliated with the International Association of Communication Sciences and Disorders, known as IALP.

6. MEMBERSHIP CATEGORIES

6.1 Registered Members with the NZSTA

The following persons are eligible to be or to become Registered Members with the NZSTA:

- (a) every speech-language therapist currently engaged in the activities of speech-language therapy as a practitioner, administrator, manager, educator, researcher, or any combination thereof;
- (b) every speech-language therapist trained in Aotearoa with a Teacher's Certificate endorsed with qualifications in speech-language therapy, or with a Diploma in Speech-language Therapy awarded prior to 1993;
- (c) every speech-language therapist holding a Bachelor of Speech and Language Therapy awarded by the University of Canterbury, Aotearoa prior to January 2004;
- (d) every speech-language therapist holding a Bachelor of Speech-language Therapy or an equivalent Bachelors or Masters degree from an NZSTA accredited programme; and
- (e) every speech-language therapist of recognised training whose qualifications are approved by the NZSTA.

6.1.1 The following persons are eligible to be or to become Registered Members with the NZSTA with the Condition – New Graduate:

- (a) every new graduate or newly qualified speech-language therapist holding a Bachelor of speech-language therapy or an equivalent bachelor or master degree from a NZSTA accredited programme or of recognised training whose qualifications are approved by the NZSTA, currently engaged in their first one/two years (full-time equivalent) activities of speech-language therapy as a practitioner, administrator, manager, educator, researcher, or any combination thereof.

Registered Members (New Graduate) must complete the New Graduate Framework: NZSTA New Graduate Framework; *A Guide for New Graduate Members, their Supervisors and Managers*. Upon completing this framework, the New Graduate Condition will be rescinded.

6.1.2 The following persons are eligible to be or to become Registered Members with the NZSTA with the Condition – not dysphagia trained:

- (a) every Aotearoa-trained speech-language therapist of recognised training whose qualifications did not include dysphagia education but are approved by the NZSTA.

6.1.3 The following persons are eligible to be or to become Registered Members with the NZSTA with the Condition – Return to Practice:

- (a) every speech-language therapist of recognised training who has not accumulated 1000 hours of speech-language therapy practice within 5 years immediately prior to the application for membership and who intend to return to speech-language therapy practice and who are approved by the NZSTA.

6.2 Student Members

This category includes students who are participating in a clinical speech-language therapy programme and are not yet qualified speech-language therapists. The following persons are eligible to be or to become Student Members of the NZSTA:

- (a) persons currently enrolled in an NZSTA-accredited speech-language therapy programme and
- (b) persons enrolled full-time in a speech-language therapy programme accredited by one of the signatory Associations of the Mutual Recognition of Credentials Agreement (2008).

6.3 Associate Members

The following persons are eligible to be or to become Associate Members of the NZSTA.

Any person who:

- (a) is in an allied field whose application is approved by the NZSTA;
- (b) has trained as an SLT but does not meet the criteria for Registered Membership and
- (c) whose application is approved by the NZSTA.

6.4 Life Members

The Board of the NZSTA may elect to confer the title of Life Member on suitably qualified persons, determined via evidence of outstanding service rendered to the profession of speech-language therapy. A majority vote of the Board must support applications for life membership.

6.5 Honorary Members

The Board of the NZSTA may elect to confer the title Honorary Member on persons who do not have a speech-language therapy qualification but who have made an outstanding contribution to the profession of speech-language therapy. A majority vote of the Board must support applications for honorary membership.

6.6 Retired Members

Any speech-language therapist who has retired from all speech-language therapy-related activities for which they receive payment.

6.7 Patron

On the nomination of the Board, by a simple majority of the Members present and entitled to vote at any Annual General Meeting of the NZSTA, a Patron may be appointed who shall hold

Office on such terms as recommended by the Board and approved at any Annual General Meeting of NZSTA.

7. REGISTER OF MEMBERS

- 7.1 A register of Registered Members shall contain the name, physical address or email address, contact phone number, membership category/ condition of membership and any other details required by the Act. Every current Member shall promptly advise NZSTA of any change in their contact details. If it is brought to NZSTA's attention that a Member's contact details are incorrect, NZSTA will endeavour to contact the Member to confirm the contact details and update the Register of Members accordingly.
- 7.2 Each Member shall provide such other details as required.
- 7.3 Each Member must promptly notify the National Office in writing of any change to their eligibility to be a member of NZSTA.

8. MEMBERSHIP FEES

- 8.1 In each year, the Board shall consider the amount of the annual fee payable for each membership type with any increase to apply from the next Financial Year. If the Board considers the amount of the membership fee should increase and if:
- (a) the increase does not exceed the annual rate of the Consumer Price Index as at 31 December, then the membership fee may be fixed by the Board and advised to the membership prior to the Annual General Meeting or
 - (b) the increase exceeds the annual rate of the Consumer Price Index as at the 31 December, then the NZSTA at an Annual General Meeting has the power to determine the amount of the annual fee payable for each membership type.
- 8.2 Annual membership fees are due on 1st January each year for membership of that (the same) calendar year.
- 8.3 A Member is not entitled to vote or take advantage of membership in any way until such Member's membership fee and any arrears of monies are paid.
- 8.4 The Board may, at its discretion, waive all or any part of a Member's membership fee on such terms and for such duration as the Board may permit.
- 8.5 During the period of any waiver under clause 8.4, a Member shall have all the rights and privileges attaching to their class of membership.
- 8.6 The Board may, at its discretion, accept late payment of any outstanding membership fee and thereafter, the Member shall have all the rights and privileges attaching to their class of membership.
- 8.7 No annual fee is payable by a Life Member or by an Honorary Member.

9. RIGHTS AND PRIVILEGES OF MEMBERSHIP

- 9.1 All Members have the right and responsibility to attend General Meetings, to speak at those meetings, to receive information from the Association and enjoy other such privileges as shall from time to time be determined by the Board.
- 9.2 Subject to clauses 8.3 through 8.6 inclusive, Registered Members and Life Members have voting rights and are eligible to accept nomination as an Officer of the Board.
- 9.3 Subject to clause 8.3 through 8.6 inclusive, Associate Members and Retired Members have voting rights but are not eligible to accept nomination as an Officer of the Board.
- 9.4 Honorary Members and Student Members do not have voting rights and are not eligible to accept nomination as an Officer of the Board.

10. OBLIGATIONS OF MEMBERS

- 10.1 All Members shall promote the purposes of the NZSTA, abide by this Constitution and the Principles and Rules of Ethics as published. Any failure to do so shall render the Member subject to the Dispute procedures at clause 32.
- 10.2 A complaint against a Member for a breach of this Constitution, the Principles and Rules of Ethics or clinical malpractice may be lodged with NZSTA. All such complaints shall be referred to the Complaints Committee and resolved in accordance with the Dispute procedures at clause 32.

11. CESSATION OF MEMBERSHIP

- 11.1 Any Member shall cease to be a Member in the event of any one or more of the following:
 - (a) by resigning in writing to the National Office, which shall take effect immediately;
 - (b) the Member is convicted of an offence which, in the reasonable opinion of the Board, brings NZSTA into disrepute;
 - (c) by failing to pay the prescribed membership fee after two months of the due date for payment;
 - (d) by decision of the Complaints Committee (or if such committee does not exist or is unable to function or is not authorised, then by the Board) resolved in accordance with the Dispute procedures at clause 32; and
 - (e) death.
- 11.2 Any person ceasing to be a Member for any cause whatsoever nevertheless remains liable to NZSTA for all membership fees and other monies payable by the member prior to the date of cessation of membership.

FINANCIAL

12. FINANCES

- 12.1 The financial year of NZSTA is the period commencing 1 January and ending 31 December the same year, or as determined by the Board from time to time (“Financial Year”).

13. CONTROL AND INVESTMENT OF FUNDS

- 13.1 The funds of the Association are to be devoted solely to the furtherance of the Purposes as set out in clause 3.1 and are to be under the control of the Board.
- 13.2 All monies received by or on behalf of the Association shall be paid into an account to the credit of the Association at a bank approved by the Board.
- 13.3 The Board shall empower the Chief Executive or such other person as may be authorised by the Board to draw and make payments on the said accounts for sums payable by NZSTA and authorised to be paid, but such payments shall be signed by two signatories authorised by the Board.
- 13.4 The financial and related records of NZSTA shall be kept by the Chief Executive under the supervision of the Board.

OFFICERS

14. MEMBERSHIP OF THE BOARD

- 14.1 The Board will consist of a minimum of three and up to six representatives (each an “Officer”).
- 14.2 Officers must be a natural person and must not be disqualified from being appointed or holding office as an Officer for the reasons set out in section 47 of the Act.
- 14.3 The term of office for every Officer shall be three years from the end of the Annual General Meeting at which they were elected but shall be eligible for re-election. Officers will hold office until retirement or removal from office or election of successors to office, in one or more of the following portfolios:
- (a) President
 - (b) Professional Development
 - (c) Professional Standards
 - (d) Māori and Cultural Development
 - (e) Member Networks
 - (f) Communications
- 14.4 Two of the Officers will also fulfil the roles of Treasurer and Deputy President for the NZSTA.
- 14.5 The Board shall have the power to appoint a co-opted person who must be a Member eligible to accept nomination as an Officer of the Board for a term not longer than three years to join the Board as a co-opted Officer. To be eligible as a co-opted Officer, a person must possess specific

skills or experience that are identified as lacking on the Board. The co-opted Officer shall have a vote at Board meetings.

15. CESSATION OF OFFICE AND VACANCIES

15.1 A Board Member will cease to hold office upon:

- (a) ceasing to be a Member;
- (b) their term of office expiring;
- (c) resigning or retiring by giving written notice to the Board;
- (d) becoming disqualified from being an Officer for the reasons set out in section 47 of the Act;
- (e) having been has been suspended or expelled from NZSTA in accordance with the Dispute procedures at clause 32
- (f) failing to attend three consecutive Board meetings without having leave of absence or reason considered adequate by the Board; or
- (g) death.

15.2 Where a Board Member ceases to hold office, or a Board position becomes otherwise vacant during that Board Member's term, a casual vacancy shall be deemed to have arisen.

15.3 The Board may invite a Member eligible to accept nomination as an Officer of the Board to fill any casual vacancy on the Board until the next Annual General Meeting, but any member so appointed must retire at the next Annual General Meeting.

16. POWERS OF THE BOARD

16.1 The overall governance and strategic direction of NZSTA will be conducted by the Board.

16.2 The business and affairs of the NZSTA will be managed by, or under the direction or supervision of, the Board.

16.3 The Board may exercise all the powers of an incorporated society that are not required, either by the Act or this Constitution, to be exercised by the Members in order to do all things which are incidental or conducive to its Purposes.

16.4 Without limiting clause 16.3, the Board will:

- (a) determine the policies of NZSTA;
- (b) act in good faith, in the furtherance of the Purposes and in the best interests of NZSTA;
- (c) exercise powers for proper purposes only;
- (d) comply with the Act and this Constitution;
- (e) exercise reasonable care and diligence as appropriate in the circumstances;

- (f) not create a substantial risk of serious loss to creditors and
 - (g) not incur an obligation unless a majority of Board Members reasonably believe that NZSTA can perform the obligation.
- 16.5 Nothing in this Constitution authorises NZSTA to do anything that contravenes or is inconsistent with the Act.

17. PRESIDENT OF THE BOARD

17.1 The President shall:

- (a) preside at all General Meetings, Board meetings, and other meetings when present;
- (b) generally conduct the meetings;
- (c) subject to clause 22, be the sole spokesperson for NZSTA; and
- (d) be the Contact Person (referred to in section 5 of the Act) for NZSTA.

17.2 Where the President is not present at a Board meeting or a General Meeting, the Board members present shall elect one of their number present to chair the relevant meeting and exercise all the powers of the President for the duration of the President's absence, and (the President or elected Board member in the President's absence to be the "Presiding Officer").

18. OPERATION OF BOARD

18.1 The Board shall meet at intervals determined by itself, but no less frequently than four times annually and shall arrange its affairs in such a manner as it sees fit in order to efficiently govern the Association.

18.2 Meetings of the Board shall be convened at such times and places as set by the Board.

18.3 A majority of members of the Board will be the quorum.

18.4 The President, at their discretion, may call a special meeting of the Board to discuss urgent business and shall do so in any event if called upon to do so by two members of the Board. As far as is practicable, the President shall ensure that each member of the Board is notified of the time, date and place of each Board meeting at least 48 hours beforehand.

18.5 Without limiting clauses 28 and 29, the Board may at any time establish and appoint permanent or ad hoc sub-committees to deal with and report on any matters the Board considers appropriate. The sub-committee shall operate by whatever procedure is determined appropriate by the Board, and members of any subcommittee may comprise any person or persons considered appropriate by the Board.

18.6 The business of the Board may be conducted using any medium that gives the Board as a whole reasonable opportunity to participate.

18.7 Resolutions of the Board will be decided by a simple majority of members present and eligible to vote. In the case of equality of votes, the Presiding Officer has a casting vote as well as a deliberative vote.

19. CONFLICTS OF INTEREST

- 19.1 Where an Officer has an interest in a matter for any of the reasons set out in section 62 of the Act (**Conflict Matter**), that Officer (**Interested Member**), must disclose details of the nature and extent of their interest:
- (a) to the Board; and
 - (b) in the Interests Register,
- as soon as practicable after the Interested Member becomes aware of their interest in the Conflict Matter.
- 19.2 An Interested Member:
- (a) must not vote or take part in the decision of the Board relating to the Conflict Matter unless all members of the Board who are not interested in the Conflict Matter consent;
 - (b) must not sign any documents relating to the Conflict Matter unless all members of the Board who are not interested in the Conflict Matter consent and
 - (c) may take part in any discussion of the Board relating to the Conflict Matter and be present at the time of the decision of the Board (unless all members of the Board decide otherwise).
- 19.3 An Interested Member who is prevented from voting on a Conflict Matter may still be counted for the purpose of determining whether there is a quorum at the Board meeting at which the Conflict Matter is considered.

20. MANAGEMENT FUNCTIONS

- 20.1 The Board may employ a Chief Executive who may attend and speak at meetings of the Board but shall not be entitled to vote at such meetings.
- 20.2 The Chief Executive shall be responsible for the day-to-day management of NZSTA and carrying out the general directions of the Board.
- 20.3 The Board may revoke or vary an appointment or any of the powers conferred on a Chief Executive.

21. SPOKESPERSON

- 21.1 No person other than the President may act as a spokesperson for NZSTA unless appointed by the Board.

MEETINGS

22. GENERAL MEETINGS

- 22.1 General Meetings may be held in person or by audio-visual means (a “Virtual Conference”) or a combination of both (“Combination Meeting”), as determined by the Board. A General Meeting held by a Virtual Conference or as a Combination Meeting will be held in accordance with the following rules:
- (a) the secretariat recording attendance must be able to determine attendance at the General Meeting;

- (b) the meeting will be run in a manner that ensures that each Member in attendance is given a fair opportunity to be heard;
 - (c) each Member must be able to hear the other participating Members when they are speaking to the General Meeting and
 - (d) on any vote cast at the General Meeting, a Voting Member must be given a fair opportunity to cast their vote.
- 22.2 If a General Meeting is held as a Virtual Meeting or a Combination Meeting, Members will be given advance instructions on how to connect to the meeting.

Annual General Meeting

- 22.3 The Association must hold an Annual General Meeting each year at such time and place as the Board determines, but no later than 6 months after the balance date of the Association.
- 22.4 Subject to the time requirement set out in clause 23.3, the Annual General Meeting shall be held at such time and place as shall be determined by the Board.
- 22.5 The business of the Annual General Meeting shall be:
- (a) to receive the preceding Financial Year's activity, including a report on the operations and affairs of NZSTA, annual financial statements for the most recently completed accounting period and an auditors report;
 - (b) to set honoraria for the ensuing year;
 - (c) to agree any proposed changes to the annual membership fees for the ensuing year;
 - (d) to decide on any resolution which must have been duly submitted to the National Office in writing not less than 28 days prior to the date of such a meeting;
 - (e) notice of any disclosures of conflicts of interest made by the Officers during the period from the last Annual General Meeting to the current Annual General Meeting (including a summary of the matters, or types of matters, to which the disclosures relate) and
 - (f) to appoint Officers of the Board.

Special General Meetings

- 22.6 All General Meetings other than the Annual General Meeting shall be known as Special General Meetings. At a Special General Meeting, only the business mentioned in the notice convening the Special General Meeting may be transacted.
- 22.7 The President and Chief Executive shall each have the power to convene a Special General Meeting in the following situations:
- (a) where the Board, by majority vote, thinks it necessary to discuss any matter of interest to NZSTA or
 - (b) at the written request of not less than 15 Voting Members.
- 22.8 A Special General Meeting convened in accordance with clause 23.7 may be held by a Virtual Conference or as a Combination Meeting where this is determined appropriate by the Board.

Written Resolution in Lieu of a General Meeting

- 22.9 Where a matter is to be determined by vote at a General Meeting, the Board may resolve for that matter to be determined by written resolution in lieu of a General Meeting. Where the Board resolve to do this, then the written resolution will be circulated to Voting Members at the email address notified by the Member in the Register of Members. The written resolution will set out instructions on how votes must be cast and the period within which Voting Members must respond with their vote, such period must not be less than two weeks from the date the resolution is circulated to Voting Member.
- 22.10 A written resolution will be adopted if 75% of Voting Members vote in favour of the written resolution. Voting on the written resolution may be done by such means as determined by the Board (including by electronic means).
- 22.11 Where the written resolution does not receive the required support to pass, the Board may call a General Meeting to debate and vote on the matter the subject of that written resolution. The majority required to pass that resolution shall be that level ordinarily required under this Constitution; for that matter, the majority required to pass that resolution will not be increased solely because a higher level of majority was required to pass it as a written resolution.

23. NOTICE OF BUSINESS

- 23.1 At least 14 days before a General Meeting, notice must be given to Members at the contact address recorded in the Register of Members specifying the date, place and time for the meeting and the business to be transacted at that meeting and no business other than that of which notice has been given can be brought forward at any General Meeting.
- 23.2 Every notice required to be given to Members is deemed to have been duly delivered if sent to the Member at the contact address recorded in the Register of Members. If within half an hour from the time appointed for a General Meeting, a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as notified to the Members. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the Members present will constitute a quorum.
- 23.3 Proxies shall be accepted up to 24 hours before the time of holding the General Meeting. Proxies will be in the form agreed by the Board and may be updated from time to time.

NOMINATIONS, ELECTIONS & VOTING

24. ELECTIONS

- 24.1 The election of Board members will be held as part of the Annual General Meeting, with the exception of the Māori and Cultural Development portfolio holder.
- (a) The process for naming the Māori and Cultural Development portfolio holder will be completed by the Māori SLT Rōpū prior to the Annual General Meeting, and the outcome announced at the Annual General Meeting.

- (b) The term of office for every Board member shall be three years from the end of the Annual General Meeting at which they were elected or are treated as having been elected, and shall be deemed to retire at the end of their term.
 - (c) Board members shall be eligible for re-election. Subject to clause 24.3, a retiring Board member shall remain on the Board until the closure or adjournment of the meeting at which his or her successor is elected.
- 24.2 The President of the Board shall continue as the President until another is appointed.
- 24.3 A retiring Board member shall serve no more than six consecutive years on the Board. The exception is if they are the incoming President and have only served three years in that role, in which case they may serve no more than nine consecutive years on the Board.
- 24.4 At the first Board meeting after the Annual General Meeting:
 - (a) where the President's term has expired, the Board Members and the current President of the Board shall meet to elect the new President of the Board from the nominations provided by the membership. The then current President of the Board shall chair that meeting but shall be deemed to retire at the end of that Board meeting.
 - (b) where the current President indicates their intention to not put themselves forward for the role of President at the next Annual General Meeting, the Board will elect a Deputy President to remain in place until such time as a new President is appointed. The Deputy President will also hold one of the other portfolios.

25. NOMINATIONS

- 25.1 Prior to the Annual General Meeting, NZSTA shall forward to every Member a notice calling for nominations for the election of Board members, including the Māori and Cultural Development portfolio holder.
- 25.2 In making a nomination, the person doing so shall provide such information in the format prescribed by the Board, which information shall, as a minimum, include the full name of the Member, the name and designation of the nominee, the nominee's contact details and the position they are being nominated for.
- 25.3 If Board members are to be elected at an Annual General Meeting, their election will take place at an Annual General Meeting by ballot and where there is a tie, a second ballot of the tied candidates shall be held.

26. VOTING

- 26.1 Voting may be done by direct vote of Members by electronic means (as determined by the Board), in whatever format the Board authorises.
- 26.2 NZSTA shall forward a list of candidates for Board Members to all Members on the date not less than fourteen (14) days prior to, where the date is:
 - (a) by electronic means, the date the voting will close, or
 - (b) to take place at the Annual General Meeting.

- 26.3 Where there is only one nomination for a vacancy, the nominee shall be declared elected unopposed, provided they meet the requirements under this Constitution.
- 26.4 The following provisions will apply in relation to electronic voting:
- (a) The electronic means of voting will be made available to Voting Members prior to the Annual General Meeting, and those members will be notified of the period within which they must submit their electronic vote ("Voting Period").
 - (b) For a vote on the Board Members to be valid, the quorum requirements set out in 27.5 ("Required Quorum") shall apply (where the meeting date shall be deemed to be the closing date for voting). Members must place their votes within the Voting Period. Where a valid vote occurs, then those candidates with the highest number of votes at the end of the Voting Period will be elected as Board members. For the purposes of this constitution, each Board member that is elected by electronic means in accordance with this clause shall be treated as being elected at the next Annual General Meeting following the electronic vote.
 - (c) Where there is a tie, the Board will determine (at its option) either that a second vote by electronic means be held in respect of the tied candidates (in which case paragraphs (a) and (b) above will apply) or that a second ballot of the tied candidates is held at the next Annual General Meeting. Where it is decided to have that second ballot at the next Annual General Meeting, then the Members (notwithstanding any other provisions of this constitution) shall be advised of this and the candidates to vote on not less than three (3) days before the Annual General Meeting.
 - (d) Where the quorum is not met, the Board will determine (at its option) either that the electronic means of voting be utilised a second time or that the vote be deferred to the next General Meeting. Where the vote is conducted by electronic means a second time, those eligible Members voting within the Voting Period will constitute the quorum.

27. PROCEDURE AT MEETINGS

- 27.1 At all General Meetings, the Presiding Officer must chair the meeting.
- 27.2 Resolutions, other than alterations of the Constitution, will be decided by a simple majority of Members present and eligible to vote. In the case of equality of votes, the Presiding Officer has a casting vote as well as a deliberative vote.
- 27.3 A resolution put to vote on all questions other than the election of Officers is to be by voices and show of hands. If the Presiding Officer or any three Members so require, voting will be by ballot.
- 27.4 If no nominations for a vacancy have been received, a call may be made by the Presiding Officer for nominations.
- 27.5 At all General Meetings, 7.5% of Members constitute a quorum.
- 27.6 Proxy votes, called for and submitted prior to General Meetings, shall be considered for the purposes of quorum.

COMMITTEES

28. STANDING COMMITTEES

- 28.1 The Board shall establish a Programme Accreditation Committee (PAC) responsible for accrediting entry-level speech-language therapy programmes to assure the general public of the quality and standards of all speech-language therapy education in Aotearoa. The PAC will be represented by the Board in the form of an appointed chair of PAC who will report directly to the Chief Executive. The chair of the PAC will receive an annual honorarium.
- 28.2 The Board shall establish an Ethics Committee which shall oversee the application of the Principles and Rules of Ethics and otherwise carry out the functions of the Ethics Committee referred to elsewhere in this Constitution.
- 28.3 The Board shall also establish a Complaints Committee, which shall review and resolve matters which may be referred to it in accordance with the Dispute procedures at clause 32, and otherwise to carry out the functions of the Complaints Committee referred to elsewhere in this Constitution.

29. ADVISORY ROLES, GROUPS AND SUBCOMMITTEES

- 29.1 The Association will have a Kaumātua and other cultural advisors to support the Association to work in a culturally safe way. The role of the Kaumātua and reimbursement for their work will be determined by the Board.
- 29.2 The Board may appoint other subcommittees from time to time. Any such subcommittee will operate in accordance with their terms of reference.
- 29.3 If any committee ceases to exist or is, for any reason, unable to carry out its functions, then the Board shall have full power to assume the role of the said committee as the Board sees fit.

AUDITOR

30. APPOINTMENT OF AUDITOR

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

31. ACCESS TO INFORMATION

- 31.1 A Member may at any time make a written request to NZSTA for information held by NZSTA (**Information Request**).
- 31.2 The Information Request must sufficiently detail the information that is sought to enable the information to be identified by NZSTA.
- 31.3 NZSTA must, within a reasonable timeframe, after receiving a request:
- (a) provide the information;

- (b) agree to provide the information within a specified period;
 - (c) agree to provide the information within a specified period if the Member pays a reasonable charge to NZSTA (which must be specified and explained) to meet the cost of providing the information or
 - (d) refuse to provide the information, specifying the reasons for such refusal.
- 31.4 Without limiting the reasons for which NZSTA may refuse to provide the information, NZSTA can refuse to provide the information if:
- (a) withholding the information is necessary to protect a person's privacy;
 - (b) the disclosure of the information would, or would likely, prejudice the position of NZSTA or of any of its Members;
 - (c) the information is not relevant to the operation or affairs of NZSTA;
 - (d) withholding the information is necessary to comply with applications laws;
 - (e) the burden to NZSTA in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
 - (f) NZSTA reasonably considers the Information Request is frivolous or vexatious or
 - (g) the Information Request seeks information about a dispute or complaint which is or has been the subject of NZSTA's disciplinary procedures and the person seeking the information is not party to the disciplinary procedure.
- 31.5 Nothing in this clause limits an individual's right under the Privacy Act 2020 to access personal information.
- 32. DISPUTE RESOLUTION**
- 32.1 If a Dispute (as that term is defined in section 38 of the Act) between NZSTA and/or the Members arises, then NZSTA (acting through an Officer) or a Member may make a written complaint ("Complaint Notice") to the Board that:
- (a) states that NZSTA or a Member is starting a procedure for resolving the Dispute in accordance with this Constitution and
 - (b) sets out the allegation to which the Dispute refers.
- 32.2 The Complaint Notice must be sufficiently detailed to enable NZSTA and/or the Member that is the subject of the Complaint Notice to prepare a response.
- 32.3 Both the Member who makes a Complaint Notice and the Member who is the subject of the Complaint Notice have a right to be heard before the complaint is resolved.
- 32.4 If NZSTA makes or is the subject of a Complaint Notice:

- (a) NZSTA has a right to be heard before the complaint is resolved or any outcome is determined, and
 - (b) an Officer may exercise that right on behalf of NZSTA.
- 32.5 Without limiting the manner in which NZSTA or a Member may be given the right to be heard, they will be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing in relation to the Complaint Notice (if one is held);
 - (b) an oral hearing is held if the complaint decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - (c) an oral hearing (if any) is held before the complaint decision maker and
 - (d) NZSTA's or Member's written or verbal statement or submissions (if any) are considered by the complaint decision maker.
- 32.6 NZSTA must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint Notice, ensure that the Dispute is investigated and determined. Disputes may be referred to the Complaints Committee and must be dealt with in a fair, efficient, and effective manner and in accordance with the Act.
- 32.7 Unless the Complaint Notice relates to a Member requesting a review of the decision of the Board not to admit (or re-admit, depending on the circumstances) an applicant as a Member, NZSTA may decide not to proceed with a Complaint Notice if:
- (a) the Complaint Notice is considered to be trivial, or
 - (b) the Complaint Notice does not appear to disclose or involve any allegation of the following kind:
 - (i) that NZSTA, a Member or an Officer has engaged in material misconduct;
 - (ii) that NZSTA, a Member, or an Officer has materially breached or is likely to materially breach, a duty under this Constitution, any by-laws, policies or codes, or the Act;
 - (iii) that a Member or an Officer's rights or interests have been materially damaged;
 - (c) the Complaint Notice appears to be without foundation, or there is no apparent evidence to support it;
 - (d) the person who makes the Complaint Notice has an insignificant interest in the matter;
 - (e) the conduct, incident, event, or issue giving rise to the Complaint Notice has already been investigated and dealt with under the Constitution or by the Board or
 - (f) there has been an undue delay in making the Complaint Notice.
- 32.8 The Member or Officer making the Complaint and the Board (or sub-committee as applicable) must consider and discuss whether the Dispute can be resolved through information discussions,

mediation or arbitration. If mediation or arbitration is agreed by all parties, then the parties will sign a suitable mediation or arbitration agreement.

32.9 A person may not act as a decision maker in relation to a Complaint Notice if two or more members of the Board (or a sub-committee as applicable) consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

33. INDEMNIFICATION OF OFFICERS

33.1 Every Officer shall be entitled to a full and complete indemnity from NZSTA:

- (a) for liability to any person other than NZSTA for any act or omission in their capacity as an Officer or member of a sub-committee, including liability for a failure to comply with the Officer's duties under sections 54 to 61 of the Act and other duties imposed on the Officer in their capacity as an Officer; or
- (b) in relation to any cost incurred by them in defending any proceedings or claim relating to the liability in clause 33.1(a).

33.2 Notwithstanding any provision in the Rules to the contrary, NZSTA will not indemnify an Officer or member of a sub-committee for criminal liability.

33.3 NZSTA may, with the prior approval of NZSTA, purchase and maintain insurance for the Officers and members of sub-committees against any liability or costs incurred by the Officer or member of the sub-committee of the kind set out in clause 12.3(a) and by virtue of any rule of law would otherwise attach to them in respect of any act or omission on behalf of NZSTA.

CONSTITUTION

34. ALTERATION OF THE CONSTITUTION

34.1 Any alteration, amendment or rescission of the Constitution shall be made:

- (a) only by a resolution passed by a three-quarters majority of Voting Members present at the Annual General Meeting or at a Special General Meeting called for that purpose; and
- (b) otherwise in accordance with the requirements of the Act or any statutory re-enactment thereof.

34.2 Any notice of motion seeking any alteration, amendment or rescission of the Constitution shall be forwarded to the National Office not less than 28 days prior to the Annual General Meeting or Special General Meeting, as the case may be.

- 34.3 No alteration, amendment or rescission of these Rules may be made:
- (a) if it would enable the income or other funds of the Association to be used for or be available for the private pecuniary profit of any Member or in any other way would affect the non-profit status of the Association; or
 - (b) that in any way detracts from the non-profit status of the Association.
- 34.4 Any alteration, amendment or rescission of these Rules shall forthwith be registered with the Registrar of Incorporated Societies.
- 35. INTERPRETATION OF the CONSTITUTION**
- 35.1 Every Member shall be entitled to a copy of this Constitution on request.
- 35.2 In the event of any differences of opinion as to the interpretation of the Constitution or as to any question whatsoever arising in relation to this Constitution, the matter shall be referred to the Associations' legal advisor, whose decision will be binding, but if they are unwilling or unable to act then to an independent solicitor of sufficient experience, nominated by the Board, whose decision shall be binding, all such persons acting as experts and not arbitrators.
- 35.3 No interpretation of the Constitution shall alter the non-profit nature of the Association.

WINDING UP

36. WINDING UP AND DISPOSAL OF SURPLUS ASSETS

- 36.1 A three-quarter majority of Voting Members present at an Annual General Meeting or Special General Meeting called with at least 30 days' notice specifying the purpose of the meeting may resolve that the NZSTA shall be wound up. This meeting will also determine the disposition of the funds and assets of NZSTA, after payment of its liabilities. If any property remains after the winding up or dissolution of the organisation and the settlement of all the organisation's debts and liabilities, that property must be given or transferred to another organisation that has purposes similar to those of the Association. No property whatsoever shall be paid or distributed among the Members.

37. PROHIBITION OF PRIVATE PROFIT

- 37.1 Any income, benefit, or advantage must only be used to advance the purposes of the Association and must not be used for or be available for the private pecuniary profit of any Member.