

NEW ZEALAND SPEECH-LANGUAGE THERAPISTS' ASSOCIATION INCORPORATED

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CONSTITUTION

NEW ZEALAND SPEECH-LANGUAGE THERAPISTS' ASSOCIATION INCORPORATED

These Rules are published on 13 September 2018 and rescind all previous rules of the above Incorporated Association.

THE ASSOCIATION

1. NAME

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

2. SAVINGS

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

3. REGISTERED OFFICE

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

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

4. PURPOSE

4.1 The purposes of NZSTA are to:

- (a) guide and govern the educational, clinical and ethical standards of SLT 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.

5. DEFINITIONS & INTERPRETATION

- 5.1 Nothing in this constitution shall be interpreted as preventing NZSTA from utilising the provisions of the Electronic Transactions Act 2002 and the NZSTA shall be authorised to approve the use of electronic transactions as it sees fit.
- 5.2 A reference to “writing” shall include information recorded in electronic form if the information is readily accessible so as to be usable for subsequent reference.

MEMBERSHIP

6. ADMISSION OF MEMBERS

- 6.1 To be considered for Membership, the applicant must complete an application form, supply any additional information as required at that time, and pay the prescribed membership fee.
- 6.2 Any former Member of the NZSTA who has resigned, or whose membership has elapsed, may apply to re-join in the same way as a new applicant, but if the Member’s membership was terminated by NZSTA for any disciplinary reason, the former Member shall not be able to re-join except with the approval of the Board by majority vote.
- 6.3 Suitably qualified persons may be refused membership, if at the time of application, they are in breach of the NZSTA Principles and Rules of Ethics or those of any international organisation affiliated to the International Association of Logopaedics and Phoniatrics (“IALP”).

7. MEMBERSHIP CATEGORIES

7.1 Registered Members with the NZSTA

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

Every speech-language therapist (SLT) currently engaged in the activities of speech-language therapy as a practitioner, administrator, manager, educator, researcher, or any combination thereof, and:

- (a) 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;
- (b) every speech-language therapist holding a Bachelor of Speech and Language Therapy awarded by the University of Canterbury, Aotearoa prior to January 2004;
- (c) every speech-language therapist holding a Bachelor of Speech-language Therapy or an equivalent Bachelors or Masters degree from an NZSTA accredited programme;
- (d) every speech-language therapist of recognised training whose qualifications are approved by the NZSTA.

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

Every new graduate or newly qualified speech-language therapist holding a Bachelor of speech-language therapy or an equivalent Bachelors or Masters 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*. On completion of this framework, they can be a Registered Member with the NZSTA.

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

Every Aotearoa trained speech-language therapist of recognised training whose qualifications did not include dysphagia education, but are approved by the NZSTA.

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

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.

7.2 **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:

- 7.2.1 persons currently enrolled in an NZSTA accredited speech-language therapy programme;
- 7.2.2 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).

7.3 **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 whose application is approved by the NZSTA.

7.4 **Life Members**

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

7.5 **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. Applications for honorary membership must be supported by a majority vote of the Board.

7.6 **Retired Members**

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

7.7 **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.

8. REGISTER OF MEMBERS

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

9. MEMBERSHIP FEES

- 9.1 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.
- 9.2 Annual membership fees are due on 1st January each year for membership of that (the same) calendar year.
- 9.3 A Member is not entitled to vote or take advantage of membership in any way until such Member's membership fee and any arrears of monies are paid ("financial Member").
- 9.4 The 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.
- 9.5 During the period of any waiver under clause 9.4 a Member shall have all the rights and privileges of a Member who has paid his or her membership fee in full.
- 9.6 The Board may at its discretion accept late payment of any outstanding membership fee and thereafter the Member shall have all the rights and privileges of a financial Member.
- 9.7 No annual fee is payable by a Life Member but they shall otherwise have the same rights and privileges as a Member.
- 9.8 No annual fee is payable by an Honorary Member. They shall not be permitted to vote at any Meeting of the Association but shall in all other respects have the same rights and privileges as a Member.

10. RIGHTS AND PRIVILEGES OF MEMBERSHIP

- 10.1 All Members have the right and responsibility to attend Annual and Special General Meetings, to speak at those meetings, to receive information from the Association and enjoy other such privileges as shall from time to time be determined by the Board.
- 10.2 All financial Registered Members, and Life Members have voting rights and are eligible to accept nomination for office.
- 10.3 All financial Associate Members and Retired Members have voting rights but are not eligible to accept nomination for office.
- 10.4 All financial Student Members do not have voting rights and are not eligible to accept nomination for office.

11. OBLIGATIONS OF MEMBERS

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

12. CESSATION OF MEMBERSHIP

- 12.1 Any Member shall cease to be a Member in the event of any one or more of the following:
- (a) by resigning in writing to the National Office, which shall take effect immediately;
 - (b) by failing to pay the prescribed membership fee after two months of the due date for payment;
 - (c) by expulsion upon a disciplinary decision by the Ethics Committee (or if such committee does not exist or is unable to function or is not authorised, then by the Board); and
 - (d) death.
- 12.2 Any person ceasing to be a Member for any cause whatsoever, nevertheless remains liable to NZSTA for all membership fees and other monies payable by the member prior to the date of termination of membership.

FINANCIAL

13. FINANCIAL YEAR

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

14. CONTROL AND INVESTMENT OF FUNDS

- 14.1 The funds of the Association are to be devoted solely to the furtherance of the purposes of the Association as set out in these Rules and are to be under the control of the Board.
- 14.2 All monies received by or on behalf of the Association shall be paid into an account to the credit of the Association at a bank approved by the Board. All withdrawals or payments from the account must be duly authorised by any two persons as nominated from time to time by the Board.
- 14.3 The Association may from time to time invest and re-invest, in such securities and upon such terms as it thinks fit, the whole or any part of its funds which are not required for the immediate business of the Association.
- 14.4 The Association has the power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security, founded or based on all or any of the property and/or rights of the Association or without any such security and upon such terms as the Association thinks fit. The powers of borrowing or raising money cannot be exercised except pursuant to a resolution of the Association passed at an Annual or Special General Meeting.
- 14.5 The Association has the power to acquire or dispose of or deal with in any manner real and personal property and to enter into contracts with other persons whether incorporated or unincorporated.
- 14.6 The income and property of the Association from wherever derived are to be applied solely towards the promotion of the purposes of the Association as set forth in these Rules and no portion of such income or property is to be paid or transferred directly or indirectly by way of profit to the members of the Board or Association.

THE BOARD

15. MEMBERSHIP OF THE BOARD

- 15.1 The Board will consist of six representatives.
- 15.2 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. The Board members will hold Office until retirement or removal from Office or election of successors to Office, one of the following portfolios:

- (a) President
- (b) Professional Development
- (c) Professional Standards
- (d) Māori and Cultural Development
- (e) Member Networks
- (f) Communications

15.3 Two of the Board members will also fulfil the roles of Treasurer and Deputy President for the NZSTA.

15.4 The Board shall have the power to appoint, for a term not longer than three years, a co-opted person 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 identified as lacking on the Board. The co-opted Officer shall now have a vote at Board meetings.

15.5 The Board has the power to appoint a financial Member 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.

15.6 As set out in 10.3 Associate and Retired Members are not eligible to be on the Board.

15.7 Any member of the Board who is absent from two consecutive meetings without reasonable cause may be deemed to have vacated the Office as determined by the Board.

15.8 In the event of a casual vacancy occurring on the Board the remaining members of the Board may appoint another Member to hold office until the next Annual General Meeting.

16. DUTIES OF THE BOARD

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

17. FUNCTIONS AND OPERATION OF BOARD

17.1 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, consistent with these Rules.

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

- 17.3 A majority of members of the Board will be the quorum.
- 17.4 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.
- 17.5 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.
- 17.6 The business of the Board may be conducted using any medium that gives the Board Officers as a whole reasonable opportunity to participate.
- 17.7 Resolutions will be decided by a simple majority of members present and eligible to vote. In the case of equality of votes, the Presiding Officer has a casting vote as well as a deliberative vote.
- 17.8 In addition to any power conferred by these Rules the Board has the following powers and authorities:
- (a) to co-operate with all interested parties in the promotion of the purposes of the Association;
 - (b) subject to clause 14.4, to solicit donations, gifts, loans, grants and bequests to the Association for the promotion of the purposes of the Association;
 - (c) to expend any money in pursuance of and incidental to any of the purposes of the Association;
 - (d) to purchase, lease or otherwise acquire property and to sell, lease or otherwise dispose of property;
 - (e) to print and issue publications to Members and others;
 - (f) to enter into any arrangements with any authorities or other entities which may seem conducive to the attainment of any of the Association's purposes; and to obtain from any such authority or entity any rights, privileges and concessions which it may deem desirable and to carry out and comply with any such arrangements, rights, privileges and concessions; and
 - (g) subject to clause 14.4 to receive money on deposit or loan, to borrow money, to mortgage, charge or grant a security interest over all or any of its undertaking and property both present and future and to give or receive guarantees or indemnities for the payment of monies or the performance obligations, all of which powers shall be exercised by the Board as the Board thinks fit;

- (h) to if it chooses, cultivate reciprocal relations with kindred associations in Aotearoa and other countries;
- (i) to invest the funds of the Association in the name of the Association from time to time in any manner that the Board considers appropriate;
- (j) to do all things as are incidental or conducive to the attainment of the above powers and authorities or any of them.
- (k) The Board shall maintain a conflict of interest register which details the nature and extent of the interest. Board members will be required to disclose an interest in a matter where they:
 - i. may derive a financial benefit from the matter; or
 - ii. are the spouse, civil union partner, de facto partner, child, or parent of a person who may derive a financial benefit from the matter; or
 - iii. may have a financial interest in a person to whom the matter relates; or
 - iv. are a partner, director, officer, Board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
 - v. may be interested in the matter because the society's constitution so provides.

18. It is not considered a conflict of interest where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member carrying out their responsibilities under the Incorporated Societies Act or the society's constitution.

19. MANAGEMENT FUNCTIONS

19.1 The Board may employ a Manager of the Association who may attend and speak at meetings of the Board but shall not be entitled to vote at such meetings.

19.2 The Manager shall be responsible for the day-to-day management of the Association and carrying out the general directions of the Board including the preparation of reports for presentation to the Board.

19.3 The Board may revoke or vary an appointment or any of the powers conferred on a Manager.

20. SPOKESPERSON

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

MEETINGS

21. ANNUAL GENERAL MEETING

- 21.1 The Association must hold an Annual General Meeting each year at such time and place as the Board determines, but no later than 9 months after the balance date of the Association.
- 21.2 Subject to the time requirement set out in clause 21.1, the Annual General Meeting shall be held at such time and place as shall be determined by the Board.
- 21.3 The business of the Annual General meeting shall be:
- (a) to receive the preceding financial years activity, including a report from the President, a financial report and an Audits 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; and
 - (e) to appoint officers of the Board.

22. SPECIAL GENERAL MEETINGS

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

23. NOTICE OF BUSINESS

- 23.1 At least 14 days before an Annual or Special General Meeting, notice must be given of the date, place and time for the meeting and the business to be transacted at that meeting and no business other than that of which notice has been given can be brought forward at any Special or Annual General Meeting.
- 23.2 Every notice required to be given to Members is deemed to have been duly delivered if sent to the Member at the Member's last known place of business, residential or electronic mail address. Accidental omission to give notice to any Member shall not invalidate the meeting.
- 23.3 If within half an hour from the time appointed for an Annual General Meeting Annual or Special 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.

- 23.4 Proxies shall be accepted up to 24 hours before the time of holding the Annual General Meeting Annual or Special General Meeting. Proxies will be in the form agreed by the Board.

NOMINATIONS, ELECTIONS & VOTING

24. ELECTIONS

- 24.1 The election of Board members will be held as part of the Annual General Meeting. 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. They shall be eligible for re-election. Subject to 24.1, 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 be eligible for re-election but 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.
- 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, the Annual General Meeting.

26.3 Where there is only one nomination for a vacancy, the nominee shall be declared elected unopposed.

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 be 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 Members voting within the Voting Period will constitute the quorum.

27. PROCEDURE AT MEETINGS

- 27.1 At all Special or Annual General Meetings the President, and in the President's absence any other duly elected person, (in either case the "Presiding Officer") must chair the meeting.
- 27.2 Resolutions, other than alterations of rules, will be decided by a simple majority of Members present and eligible to vote. In the case of equality of votes, the Presiding Officer has a casting vote as well as a deliberative vote.
- 27.3 A resolution put to vote on all questions other than election of Officers is to be by voices and show of hands. If the Presiding Officer or any three Members so require, voting will be by ballot.
- 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 Annual and Special General Meetings, 15 Members constitute a quorum.

COMMITTEES

28. STANDING COMMITTEES

- 28.1 The Board shall establish a Programme Accreditation Committee (PAC) to be responsible for accrediting programmes of speech-language therapy to assure the general public of the quality and standards of all speech-language therapy education in Aotearoa. The Programme Accreditation Committee will be represented by the Board in the form of an appointed chair of PAC who will report directly to the Board. The chair of PAC will provide a report at each Board Meeting and for the Annual General Meeting. The chair of PAC will receive an annual honorarium.

29. ADVISORY GROUPS AND SUBCOMMITTEES

- 29.1 The Board shall also establish an Ethics Committee which shall oversee the application of a code of ethics as required ("Principles and Rules of Ethics"), and otherwise to carry out the functions of the Ethics Committee referred to elsewhere in these rules.
- 29.2 The Association will have a Kaumatua and other cultural advisors to support the Association to work in a culturally safe way. The role of the Kaumatua and reimbursement for their work will be determined by the Board.
- 29.3 The Board may appoint other subcommittees from time to time. Any such subcommittee will operate in accordance with their terms of reference.

- 29.4 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.

COMMON SEAL

31. COMMON SEAL

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

RULES

32. ALTERATION OF RULES

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

33. INTERPRETATION OF RULES

- 33.1 In the event of any differences of opinion as to the interpretation of any Rule or as to any question whatsoever arising under or out of these Rules the matter shall be referred to the Associations' legal advisor whose decision will be binding, but if they are unwilling or unable to act then to an independent solicitor of sufficient experience, nominated by the

Board, whose decision shall be binding, all such persons acting as experts and not arbitrators.

- 33.2 No interpretation of these Rules shall alter the non-profit or charitable nature of the Association.

WINDING UP

34. WINDING UP AND DISPOSAL OF SURPLUS ASSETS

- 34.1 A three-quarter majority of members present and entitled to vote at an Annual General Meeting or Special General Meeting called with at least 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 is charitable under Aotearoa law and has some purposes similar to those of the organisation being wound up. No property whatsoever shall be paid or distributed among the Members.

PRIVATE PROFIT PROHIBITED

35. PROHIBITION OF PRIVATE PROFIT

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