



**New Zealand Association of Counsellors**  
**Te Roopu Kaiwhiriwhiri o Aotearoa**

# **Constitution**

**July 2016**

New Zealand Association of Counsellors Inc. Constitution  
August 2002 and subsequent amendments

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# New Zealand Association of Counsellors

## Te Roopu Kaiwhiriwhiri o Aotearoa

### Constitution

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# **The Constitution of the New Zealand Association of Counsellors Incorporated**

## **Te Roopu Kaiwhiriwhiri o Aotearoa**

### **1. Name**

The name of the association shall be the New Zealand Association of Counsellors Incorporated, Te Roopu Kaiwhiriwhiri o Aotearoa.<sup>1</sup>

### **2. OBJECTS**

The objects of the Association shall be:

1. To promote effective counselling services that are consistent with responsibilities under the Treaty of Waitangi;
2. To assist clients to obtain services adequate to their needs;
3. To develop common policies on counselling issues and transmit comment on these issues to the public, to the government, and to other appropriate authorities;
4. To ensure the establishment, maintenance and enhancement of professional standards;
5. To promote satisfactory conditions of employment for counsellors;
6. To protect the interests and public standing of counselling personnel;
7. To provide a forum for members to discuss matters of common concern;
8. To promote quality training, supervision and professional development;
9. To publish such journals, monographs and other publications as the National Executive shall from time to time decide;
10. To affiliate with national and international organisations of counselling;
11. To express, through its activities and resource allocations, a strong commitment to reduce the social disadvantages resulting from differences of race, gender, age, class, religion, sexual orientation, and any contravention of human rights.

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<sup>1</sup> This broadly translates as: The “weaving” group of Aotearoa. Weaving is used in a figurative sense meaning the combining together of various elements into a whole, i.e. making the whole person, drawing “ideas” or “threads” together. The name was suggested by Mr Don Ngawati and approved by the Reverend Sir Kingi Ihaka of the Maori Language Commission.

### 3. MEMBERS

There are three forms of membership of the Association. All members are bound by the NZAC Code of Ethics and are accountable to the Association. A register will be held of members of NZAC.

#### A. MEMBER

The following shall be eligible for Member status:

- a) Persons of good character who have met the requirements as outlined in the Membership Criteria.
- b) Persons of good character who are invited to become Members by resolution of the National Executive.

Only Members shall be entitled to use the initials MNZAC after their name.

#### B. LIFE MEMBER

- a) Life Membership may be conferred from time to time upon past or present Members in accordance with the current procedures.
- b) Life Members shall be entitled to all rights of membership but from the date of conferral shall be exempt from the payment of subscriptions and levies.

#### C. PROVISIONAL MEMBER

Provisional members are persons of good character who are working towards Member status.

- a) Provisional Members may be granted to persons who have met the requirements as outlined in the Membership Criteria.
- b) Provisional Member status may be held without review for a maximum of 5 years.

Provisional Members may not use the initials MNZAC after their name.

### 4. AFFILIATED PARTIES

These are people who are not bound by the Code of Ethics of NZAC and are not accountable to the Association. Their fees entitle them to receive all publications of the Association. They may not use the letters MNZAC or imply by any other means that they are members.

#### A. STUDENT AFFILIATES

Student Affiliates are persons that are enrolled in a counselling training programme with a New Zealand counselling training provider. These persons have yet to meet NZAC membership criteria for Provisional Member status.

#### B. SUBSCRIBERS

Subscribers are persons and organisations, with an interest in counselling.

### 5. CHANGES TO MEMBERSHIP STATUS

- A. The National Executive shall authorise all terminations.
- B. National Executive shall ratify changes to membership status as recommended by the Membership, Accreditation and Ethics Committees.
- C. A person shall cease to be a Member or Provisional Member:
  - a) Upon delivery to the National Executive Officer of their resignation in writing;OR
  - b) When their Annual Practising Certificate has lapsed.

This certificate shall lapse when payment of the annual subscription has not been made, or appropriate time payment arranged, within three (3) months of the date on which the account was rendered, or when a properly completed Request for an Annual Practising Certificate has not been received within that period.

To return to membership within the year from when their account was rendered, the person shall pay all fees and complete the Request for an Annual Practising Certificate. From time to time the National Executive shall establish a policy on how a person may regain their original membership status if more than a year has elapsed.

OR

- c) When a recommendation for expulsion is formally received by the National Executive from the Ethics Committee.

## **6. SUBSCRIPTIONS AND LEVIES**

- A. The subscriptions set by the National Executive for the current year shall be confirmed at the next Annual General Meeting.
- B. The National Executive may, with the consent of the Association obtained by postal or electronic ballot, levy special-purpose subscriptions, which are calculated to advance the interests of the Association. Any such special-purpose levy shall require a 75% majority of votes cast and such approving votes must total not less than two thirds of the membership of the Association.
- C. Anyone joining the Association after the annual renewal date shall pay, for that year only, a pro-rata amount of the current subscription. The same consideration will apply to those Provisional Members who upgrade during a financial year. Student Affiliates and Subscribers who join after six calendar months of the current subscription year have elapsed shall, for that year only, be required to pay 50% of the annual fee. Life members are not required to pay a subscription.

## **7. GENERAL MEETINGS**

- A. An Annual General Meeting of the Association shall be held on a date and in a place to be determined each year by the National Executive.
- B. On receipt of a requisition signed by not less than ten Members, in terms of section 3 A and 3 B of this constitution, and stating the purpose of the meeting, the Secretary shall call a Special General Meeting to be held within forty-two days of receipt of the requisition, on a date and at a place to be determined by the National Executive.
- C. Notice of every Annual or Special General Meeting shall be given in writing to the membership, together with the proposed agenda, no less than twenty-one days before the date of the meeting.
- D. The presence of twenty Members, in terms of section 3 A and 3 B of this constitution, shall be a quorum at General Meetings.
- E. The business of the Annual General Meeting shall be:
  - 1. To receive:
    - a) The annual report of the President,
    - b) The statement of accounts for the financial year ending on the preceding 31 March,
    - c) The Auditor's report or accountant's statement,
    - d) Portfolio Reports from National Executive Members,

- e) The Executive Sub- Committee reports,
  - f) Regional and Branch reports.
2. To pass:
    - a) Any resolution about such reports or accounts.
  3. To ratify:
    - a) Appointments made by the National Executive to the Ethics Committee, the Supervision Committee, the Membership Committee and the Counsellor Education Committee.
  4. To elect:
    - a) Officers and an Auditor, if an Auditor is required.
  5. To approve:
    - a) Amendments to the Codes of Ethics and Supervision.
  6. To undertake:
    - a) Any other general business.
- F. At any General Meeting, votes by written proxy of Members, in terms of section 3 A and 3 B of this constitution whose subscriptions and levies are paid, who are unable to be present shall be accepted on any motion arising at the meeting, provided that all such proxies are in the hands of the Secretary not later than 24 hours prior to the commencement of the meeting.

## **8. CONDUCT OF MEETINGS**

- A. The chair at any meeting shall be taken by the President, or in their absence, by a Member appointed by the meeting. The Chairperson shall have full authority to conduct the meeting in accordance with standard meeting procedure.
- B. Only Members, in terms of section 3 A and 3 B of this constitution, whose subscriptions and levies are paid may vote at any meeting.
- C. Persons who are not Members, in terms of section 3 A, 3 B and 3 C of this constitution, may, with the permission of the Chairperson, attend any meeting, and address the meeting, but shall not be entitled to move or vote on any motion.
- D. With the exceptions provided for in these Rules, it shall not be necessary for written notice of motion to be given before discussion and voting is permitted on any matter, provided that the National Executive or the Association shall not be bound to act on any resolution of which notice in writing has not been given to the Secretary prior to the meeting.
- E. Motions shall be carried by a majority determined by the voices or, on request, by a show of hands, with the proviso that a Member, in terms of section 3 A and 3 B of this constitution, dissatisfied with the ruling may call for a secret ballot in which holders of proxies shall be allowed additional votes equivalent to the number of proxies they hold.
- F. The Chairperson of any meeting shall have a casting vote as well as a deliberative vote.
- G. In the event of any dispute regarding procedure, the decision of the meeting shall be final.

## 9. ORGANISATION

- A The management of the Association shall be vested in a National Executive which shall consist of the officers of the Association namely the President, Te Ahi Kaa, the Secretary, the Treasurer and nine other Members, one from the National Maori Roopu, who is known as Kaitumutumu and eight elected from each of the following electoral regions:
1. Te Tai Tokerau
  2. Auckland
  3. Waikato; King Country; Bay of Plenty
  4. East Coast; Hawkes Bay
  5. Taranaki; Wanganui; Manawatu; Horowhenua
  6. Wairarapa; Hutt Valley; Wellington
  7. Nelson; Marlborough; Canterbury; West Coast
  8. Otago; Southland.
- B. Elections shall take place in a three-year cycle.
- C. The retiring National Executive shall hold office until the Annual Report and Accounts have been considered and adopted at the Annual General Meeting.
- D. The National Executive shall at all times aim to fulfil the objects of the Association as defined in Section 2 of the Constitution.
- E. The National Executive shall represent the majority opinion of Members and be their voice on matters pertaining to their work and conditions.
- F. The presence of 50% plus one of the elected members shall be a quorum for meetings of the National Executive.
- G. Each National Executive member shall be given at least seven days notice in writing of all meetings of the Executive, together with a copy of the agenda for the meeting.
- H. There shall be no fewer than one Ordinary Meeting of the Executive in each year, at a time and place to be determined by the President, exclusive of any which may be held in conjunction with National Conferences or General Meetings.
- I. A meeting of the National Executive shall be called at any time at the written request of four Executive members.
- J. Members of the Association may, with the permission of the Chairperson, attend meetings of the National Executive as observers.
- K. A referendum on a specific issue may be held by the National Executive acting on its own initiative, or by a resolution of a General Meeting of the Association. Such a referendum shall be held by postal or electronic ballot of financial Members in terms of Sections 3 A and 3 B of this constitution, with the Secretary acting as Returning Officer. The National Executive or Association shall not be bound to act on the results of any referendum unless there is a two-thirds majority opinion from votes cast.

## 10. ELECTION OF THE EXECUTIVE

- A. All Members in terms of Sections 3A and 3 B of this constitution of the Association shall be eligible for election to all offices except that of Te Ahi Kaa and Kaitumutumu. Only NZAC Maori Members in terms of Sections 3A and 3 B of this constitution shall be eligible to stand for the position of Te Ahi Kaa and Kaitumutumu



- B. All Members, in terms of Sections 3A and 3 B of this constitution may vote for the positions of the President, Secretary and Treasurer and for the National Executive position representing their electoral region. Only Maori Members, in terms of Sections 3A and 3 B of this constitution may vote for the position of Te Ahi Kaa and Kaitumutumu. The right to participate in the election of Te Ahi Kaa and Kaitumutumu shall not alter Maori Members right to stand and to vote as for all other Members.
- C. Each National Executive member shall hold office for three years and shall be eligible for re-election at the Annual General Meeting, which completes their three-year term of office. No President shall hold office for more than one three-year term.
- D. The Secretary of the Association shall call for written nominations including brief biographical notes to be received forty-two (42) days prior to the Annual General Meeting.
- E. For each position for which more than one nomination has been received, the National Secretary shall arrange a secret postal or electronic ballot.
- F. In the event of a postal or electronic ballot, the Secretary shall distribute brief biographical material on candidates together with the voting papers or instructions.
- G. In the event of the postal or electronic ballot, votes received by the Secretary within twenty-one days of the dispatch of the ballots shall be deemed valid.
- H. Defaced ballot papers shall be deemed invalid.
- I. Postal or electronic ballots shall be counted by scrutineers duly appointed by the Executive.
- J. Should there be no or insufficient nominations for National Executive positions, the Annual General Meeting shall decide how such positions are to be filled.

## 11. POWERS OF EXECUTIVE

- A. **Media Contact**

The National Executive may, if it considers a matter to be of importance, and its action in the best interests of the Association, communicate the Association's views on such a matter to the public through the press and other media. The right of so communicating such views shall be restricted within the Association to the National Executive or a Member authorised by the President.
- B. **Newsletter Editor**

The National Executive may appoint a financial Member of the Association to be Editor of a periodical produced and published for the Association. The Editor, while free to develop editorial policy for the periodical, shall be answerable in all other matters to the National Executive. The Editor may be invited by the Executive to attend any meeting of the Executive but at such meetings shall have speaking rights only. Financial reimbursement, terms and conditions of engagement shall be delineated in a contract negotiated between the National Executive and the Editor.
- C. **Maori Perspectives**

The National Executive is entrusted to reflect Maori perspective by encouraging or promoting dialogue with Maori and with Maori counsellors.
- D. **Supervision Committee**
  1. The National Executive shall appoint a Supervision Committee, which shall consist of no fewer than six (6) members, one of whom shall be a member of the National Executive. A convenor shall be appointed from within the committee.
  2. Membership of the Supervision Committee shall be reviewed annually and ratified at the AGM.

3. The Supervision Committee's tasks shall be to
  - (a) Promote professional supervision and supervision education among NZAC members;
  - (b) evaluate applications for Supervisor Accreditation
  - (c) make policy recommendations relating to supervision to the National Executive.

#### **E. Ethics Committee**

1. The National Executive shall appoint an Ethics Committee which shall consist of no fewer than eight members of the NZAC, and at least one person from the National Executive. From within this Committee, an Ethics Convenor shall be appointed who shall not participate in Hearings.
2. Membership of the Ethics Committee shall be reviewed annually and ratified at the Annual General Meeting. Members are appointed to the Ethics Committee for a three-year term. Members whose term has expired are eligible to be re-appointed.

The Ethics Committee's tasks will be to:

- a) Support the work of the Association through consultation about the NZAC processes and actions from an ethical perspective.
  - b) Make policy recommendations regarding ethical issues to the National Executive.
  - c) Promote education about ethical practice.
  - d) To establish and maintain regional processes for the provision of information and support to complainants and respondents.
  - e) Process complaints brought against Members and Provisional Members.
  - f) Report regularly to the National Executive and annually to the Annual General Meeting.
  - g) Such other tasks as may be delegated to it by the National Executive
3. Processing Complaints
    - a) Complaints will be addressed according to the rules established by the Ethics Committee, ratified by the National Executive and published by the NZAC. Outcomes may be both educative and disciplinary, depending on the seriousness of the nature of the professional misconduct or behaviour that is the subject of the complaint.
    - b) Formal Disciplinary Hearings will be heard by a Panel of at least two members of the Ethics Committee and will also include one lay-person.
    - c) If, at the conclusion of a hearing, a resolution is passed that there has been evidence of professional misconduct, conduct unbecoming a Member of the Association, and/or the Member or Provisional Member is found to have acted in a manner prejudicial to the interests of the Association, responses or sanctions shall be applied from the following list.
      - i. Warn the Member or Provisional Member;
      - ii. Provide educative advice to the Member or Provisional Member;
      - iii. Require the Member or Provisional Member to cease and desist from the behaviour considered inappropriate or unethical;
      - iv. Reprimand the Member or Provisional Member;
      - v. Require the Member or Provisional Member to undertake a specified programme of education and/or supervision under the direction of the Ethics Committee;

- vi. Require the Member or Provisional Member to cease working with a particular client group for a specified period of time;
  - vii. Require the Member or Applicant to undergo a practice audit, under the direction of the Ethics Committee.
  - viii. Recommend to the National Executive a change of status from Member to Provisional Member;
  - ix. Recommend to National Executive that the Member or Provisional Member be suspended as a member of NZAC until the completion of specified education and/or personal counselling under the direction of the Ethics Committee
  - x. Recommend to the National Executive that the Member or Provisional Member be invited to resign;
  - xi. Recommend to the National Executive that the Member or Provisional Member be expelled from the Association.
- d) The National Executive, on the recommendation of the Ethics Committee, will publish the outcome of a Hearing.

#### F. MEMBERSHIP COMMITTEE

1. The National Executive shall appoint a Membership Committee which shall consist of no fewer than eight members. One of those members shall be from the National Executive.
2. Terms of appointment of the Membership Committee shall be reviewed annually and ratified at the Annual General Meeting.
3. The Membership Committee's task will be to:
  - a) Assess applications;
  - b) Make policy recommendations regarding membership issues to the National Executive.

#### G. COUNSELLOR EDUCATION COMMITTEE

1. The National Executive shall appoint a Counsellor Education Committee, which shall consist of no fewer than four members. One of those members shall be from the National Executive.
2. Terms of appointment of the Counsellor Education Committee shall be reviewed annually and ratified at the Annual General Meeting.
3. The Counsellor Education Committee's task will be to:
  - a) Maintain and update a written set of standards for counsellor education in Aotearoa / New Zealand.
  - b) Liaise with Te Ahi Kaa, the membership, other committees, counsellor education providers and relevant tertiary approval agencies to maintain agreed standards.
  - c) Provide advice, support and direction for new and existing counsellor education programmes.

- H. The National Executive shall have the power to make such decisions and carry out such actions as shall be necessary to ensure the proper operation of the Association in accordance with the objects of the Association.

#### I. AWARDS

1. The Association may from time to time grant a Distinguished Service Award to past or present members.

2. The recipients shall have given outstanding service to counselling in Aotearoa New Zealand. They shall be of good character and deemed good representatives of the profession in the community.
3. There shall be a maximum of six (6) recipients in any one year.
4. The awards shall be determined in accordance with the procedures outlined in the current Operating Manual.

## **12. CREATION OF VACANCIES ON THE NATIONAL EXECUTIVE**

- A. The position held by an officer shall become vacant if:
  - a) Such member ceases to be a Member of the Association;
  - b) Such member gives the Secretary notice in writing of their resignation;
  - c) Such member fails to attend two consecutive meetings of the Executive to which she/he has been duly summoned and does not notify the Secretary on either occasion of their inability to attend;
  - d) At any General Meeting of the Association a resolution is passed to the effect that the member does not possess the confidence of the Association, provided that no such motion shall be moved unless the member has been given twenty-one days notice in writing.
- B. In the event of not more than two members of the National Executive having ceased to be members, a majority of the remaining members of the National Executive shall appoint Members of the Association from the resigning members' respective regions to the vacant positions on the National Executive.
- C. In the event of more than two members of the Executive having ceased to be members, the remaining members of the Executive shall at once arrange for a special election to fill the vacancies provided that, in the event of the entire Executive resigning, the outgoing Secretary shall arrange for such a special election.

## **13. CONSTITUTION**

- A. The Association shall keep a copy of the Constitution.
- B. A copy of the Constitution and amendments shall be available to Members for perusal at all meetings of the Association.
- C. Copies of the Constitution shall be supplied free to all Members on request.
- D. This Constitution shall become effective and operate from the day after the date of the Annual General Meeting at which any amendments are properly approved.

## **14. AMENDMENTS TO THE CONSTITUTION**

- A. The Constitution of the Association shall not be altered, added to, or rescinded, except at a General Meeting of the Association.
- B. Notices of Motion to alter, add to, or rescind the Constitution of the Association shall be given in writing to the Secretary not less than ninety days before the General Meeting to which such a motion is to be submitted.
- C. Members shall receive written notification of all proposed constitutional amendments sixty days prior to the Annual General Meeting.
- D. The Constitution shall not be amended in any way which, would affect the non profit-making

nature of the Association.

## 15. CONTROL OF FUNDS

- A. The control of the property and funds of the Association shall be in the hands of the National Executive.
- B. All money received by or for the Association shall be deposited in such bank or banks as the Executive shall from time to time determine. Withdrawals from such bank or banks shall will require the signature of two (2) persons from a list of authorised signatories appointed from time to time by the National Executive.
- C. The Treasurer shall present to the Annual General Meeting of the Association a properly drawn up statement of income and expenditure for the preceding financial year and a balance sheet at the end of each financial year. Each statement of accounts and balance sheet shall be accompanied by an accountant's statement or an auditor's report by the Auditor elected by the Association.
- D. The Association shall have the power to borrow money and give security in any form determined by the Executive, provided that, where the amount to be borrowed, or over which security is to be given, exceeds ten thousand dollars, the Executive shall act only with the consent of the Association obtained by postal or electronic ballot. Any such borrowing or giving of security shall require a seventy five per cent majority of votes cast, and such approving votes must total not less than two thirds of the membership of the Association.
- E. The property and funds shall not be distributed amongst members of the Association for any other purpose than that allowed by the objects of the Association as stated in Section 2 of the Constitution.

## 16. BRANCHES WITHIN A REGION

- A. Each region has a Member representing it on the National Executive. Should a region wish to form any additional branches, the National Executive member representing the entire region should be consulted by the Members of the region. The National Member will then make a submission to the National Executive to grant approval for a new branch.
- B. Any group of Members in the same geographical area may, by notice to the Secretary, apply for recognition as a branch of a region.
- C. Subject to these Rules, the Executive may, in its discretion, grant recognition to any such branch of a region upon such terms and conditions as the Annual General Meeting may approve.
- D. The Executive shall, from time to time, determine the boundaries to all such regions and shall maintain a map on which are clearly shown all such boundaries.
- E. Every branch of a region shall have its membership open to all Members situated within the regional boundaries as determined by the Executive.
- F. A branch of a region shall have the following powers and duties:
  - a) To support and assist the Association in furthering the objects of the Association;
  - b) To supervise the affairs and safeguard the interests of all Members within its particular region;
  - c) To form a link between Members and between its Members and the National Executive;
  - d) To discuss matters referred to it by the Executive;
  - e) To initiate discussion and stimulate interest in all matters concerned with counselling;

- f) To control any money assigned to the Branch Committee by the National Executive for the financing of its activities and to provide to the National Executive a Statement of Financial Accounts by the 30<sup>th</sup> of June each year.
  - g) To make all necessary and consequential arrangements for the functions above-mentioned and to appoint committees and agents and to delegate to such committees and agents all or any of its powers and duties;
  - h) To supply to the Annual General Meeting each year a written report on its activities for the previous year.
- G. Each Branch shall elect its Committee not later than forty-two days prior to the date of the Annual General Meeting of the Association. The Committee shall consist of a Chairperson, a Secretary and a Treasurer, or a Secretary-Treasurer, together with such other officers as required. The Committee shall normally take full responsibility for the affairs of the Branch.
- H. The Chairperson of the Committee shall be responsible for the general supervision of the affairs of the Branch. The Secretary shall:
- a) Conduct all correspondence between the Branch and the Executive Officer and between the Branch and its members;
  - b) See that all meetings, notices, returns, and other acts and items required by the National Executive are duly summoned, given and done.
- I. Each Branch Committee shall, not later than forty-two days prior to an Annual General Meeting, forward to the National Secretary a statement of the names of the officers of the Branch Committee.
- J. The Executive shall assign to each Branch Committee in each financial year such sums of money as it may deem fit to finance the activities of each Branch.
- K. The Executive shall, in assigning such money, take into consideration the budget of each Branch as provided for in Section (I) hereof together with the number of financial members within the boundaries of the region.
- L. The Executive shall at all times be permitted and entitled to inspect the books, papers and accounts of each Branch.
- M. All property including cash held or possessed by the Branch shall revert to the Association upon the dissolution of that Branch.
- N. No Branch Committee shall make a statement purporting to be on behalf of the National Association without the authority of the Executive. A Branch Chairperson may issue media statements on local issues after consultation with their National Executive Member.

## 17. SEAL

The National Executive shall provide and be responsible for the custody of a Common Seal of the Association.

The Common Seal shall not be affixed to any deed, instrument, document or paper unless authorised by a resolution of the National Executive and in the presence of any two members of the National Executive.

**18. DISSOLUTION**

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 of the association, such resolution being confirmed in the manner provided by section 24 of the Incorporated Societies Act 1908. The funds and property shall go only to a similar non profit-making organisation.