



**dapaanz**

fostering excellence in addiction practice

# Constitution

INCORPORATED SOCIETIES ACT 1908



## RULES

THE ADDICTION PRACTITIONERS ASSOCIATION OF  
AOTEAROA-NEW ZEALAND INCORPORATED



## 1 Name

The name of the Association shall be the Addiction Practitioners Association of Aotearoa-New Zealand Incorporated (“the Association”).

## 2 Objects

- a. To promote professional and ethical practice as a means of reducing addiction-related harm to individuals, families and communities.
- b. To adopt and promote a set of values and a code of ethics to enhance professional and ethical addiction practice.
- c. To define acceptable standards of professional and ethical addiction practice.
- d. To assess, accredit and review the practice and conduct of addiction practitioners.
- e. To promote the value of and advocate for greater recognition of a professional and ethical addiction workforce
- f. To promote and protect any benefits conferred by membership.
- g. To support, promote and advocate for the development of addiction education and training to extend and enhance professional and ethical practice.
- h. To raise the profile, strengthen the collective identity and increase the national and international recognition of addiction practitioners.
- i. To contribute to professional and public debate on addiction issues.

## 3 Powers

- a. To use the funds of the Association as the Association may consider necessary or proper in payment of the costs and expenses and furthering or carrying out the objects of the association or any of them including the employment of counsel, solicitors, agents, officers and employees as shall appear necessary or expedient.
- b. To subscribe to become a member of and co-operate with any other Association whether incorporated or not whose objects are altogether or in part similar to those of this Association and to procure from and communicate to such Association such information as may be likely to forward the objects of the Association.
- c. To purchase, take on lease or exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Association shall think necessary or expedient for the purposes of attaining the objects of the Association or its members and to sell, exchange, mortgage, let on bail or lease with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.
- d. To construct, improve, alter or maintain any building or works necessary or convenient for the purposes of the Association.
- e. To solicit and accept funding, donations and gifts and a transfer or conveyance of real or personal property whether subject to any trust or not to any one or more of the objects of the Association.
- f. To establish, promote, associate with, or assist in establishing and promoting and to subscribe to or become a member or any other Association within or outside of New Zealand whose object are wholly or in part similar to those of the Association, or establishment or promotion which may be beneficial to the Association, or to the addiction profession and to form or establish any branch of this Association, within or outside of New Zealand.
- g. 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 to priority and otherwise as the Association shall think fit and the powers contained in this clause may be exercised by the Board.
- h. "Notwithstanding any other provision, the Association shall not expend any money:
  - i. other than to further purposes recognised by law; nor
  - ii. for the sole personal or individual benefit of any Member".

- i. Any transactions between the Association and any Member, officer or Member of the Board, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Association would deal with third parties not associated with the Association and any payments made in respect of such transaction shall be limited to:
  - a. a fair and reasonable reward for services performed;
  - b. reimbursement of expenses properly incurred;
  - c. usual professional business or trade charges; and
  - d. interest at no more than current commercial rates.
- j. To do all such things as are incidental or conducive to the attainment of the above objects or any of them and to promote any other activity not contrary to these objects.

## 4 Registered Office

The Registered office shall be at such a place in New Zealand as the Board of the Association may from time to time decide.

## 5 Common Seal

- a. The Common Seal of the Association shall be that adopted by the Board who shall be responsible for the safe custody and control of it.
- b. Whenever the Common Seal of the Association is required to be affixed to any deed, document or other instrument, the seal shall be affixed pursuant to a resolution of the Board or of a general meeting of the Association, and witnessed by any two members of the Board or by one such member and the Secretary.

## 6 Liquidation of Association

The Association may go into liquidation if, at a general meeting of the Association the members pass by a simple majority a resolution to do so, provided that this winding up resolution is confirmed at a subsequent general meeting called for the purpose and as required by Section 24 of the Incorporated Societies Act 1908.

In the event of the Association going into liquidation under Section 24 of the Incorporated Societies Act 1908, the surplus assets after payment of the Association's liabilities and the expenses of the liquidation shall not be divided amongst the members but shall be given or transferred to some other charitable organisation within New Zealand.

## 7 Alteration of Rules

- a. These Rules may be altered, added to or rescinded or otherwise amended by a resolution passed by a three-fourths majority of those present at a general meeting of which ten day's notice has been given.
- b. Every such notice set forth the purport of the proposed alteration, addition rescission or other amendment.
- c. Duplicate copies of every such alteration, addition, rescission or amendment shall be forthwith be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908.

## 8 Notice

Every notice required to be given to members or any one of them shall be deemed to have been fully delivered if posted to such member in a pre-paid letter addressed to him or her at his or her last address known to the Association.

## 9 Membership

Membership of the Association shall be open to persons engaged or interested in the treatment of addiction.

## 10 Application for Membership

Every application for membership shall be made in writing to the Board on a form prescribed by the Board. Provided the applicant is approved by the Board, the applicant's name shall be entered in the Register of Members. The Board shall not be called upon to give any reason for approving or not approving any application submitted to it.

## 11 Rules and Duties of Members

- a. No members other than those who have been accredited as competent by the Association shall use their membership to promote or provide recognition of their professional status.
- b. All members shall be subject to these Rules and any Regulations or By-laws of the Association.
- d. The Secretary shall keep a Register of all members. Such Register will be open for inspection during normal office hours by any member.

## 12 Cessation of Membership

- a. Any member wishing to resign from the Association shall give notice in writing to the Board to that effect and shall pay all subscriptions and levies due up to the date of such notice.
- b. The Board shall have power to remove from the Register of Members any member whose subscription is in arrears; such power to be exercised only after a resolution to that effect has been passed by the Board at a duly constituted meeting.
- c. Any member who has resigned or been removed pursuant to these Rules shall return to the Secretary any materials which he or she may have acquired as a right or privilege of membership and also property belonging to the Association.

## 13 Suspension of Membership

The Board is empowered to suspend members if deemed desirable. All privileges of Membership will be suspended from that date until the matter under review is resolved to the satisfaction of the Board.

## 14 Complaints Process

- 14.1 The Practice Standards Committee shall appoint from time to time the following persons to manage the complaints process:
- a) A Complaints Convenor, whose function is to receive complaints, responses and appeals;
  - b) An Investigator, who shall conduct the investigation, interview persons and report on the findings of that investigation;
  - c) A panel of not less than two persons (including at least one member) ("the Panel") who shall be responsible for considering the Investigator's report and the parties' submissions and who will make a decision on the outcome of the complaint; and
  - d) An Appellate Officer who shall consider any appeals.

- 14.2 In making the appointments in clause 14.1:
- a) The Practice Standards Committee may appoint a person or persons outside the membership to the roles of Investigator, Panel member or Appellate Officer if it considers it prudent to do so;
  - b) Other than as provided in clause 14.2(c) below, no one person shall be permitted to act in more than one capacity in any given complaint;
  - c) The Practice Standards Committee may appoint the same person to the roles of Complaints Convenor and Investigator but that person shall not be permitted to make recommendations pursuant to clause 14.4.
- 14.3 Any complaint about a member must be lodged in writing with the Complaints Convenor.
- 14.4 The Complaints Convenor shall prepare a summary of the complaint (the “Summary”) and (if permitted) make a recommendation to the Panel as to whether the complaint should be allowed to proceed (the “Recommendation”). If the Complaints Convenor considers it necessary to obtain further clarifying information from the Complainant the Convenor may do so prior to making the Recommendation.
- 14.5 The grounds for declining to investigate a complaint include (but are not limited to):
- a) the complaint being trivial;
  - b) there being insufficient evidence to proceed with the complaint;
  - c) a court or tribunal is the more appropriate forum for considering the complaint.
- 14.6 The Panel will consider the Summary and the Recommendation (if any) and make a decision on whether to proceed with an investigation.
- 14.7 The Panel may require the payment of a bond in the event of particularly complex or time consuming investigations, which is refundable to the Complainant in the event of a finding upholding the complaint against the Respondent.
- 14.8 The Investigator, the Complainant and the Respondent will be given a copy of the complaint and the parties will be given notice of the name of the Investigator appointed to the case. The Respondent will have 10 working days from the receipt of that notice within which to file a response with the Complaints Convenor, who shall pass the response on to the Investigator.
- 14.9 Upon receipt of the response, the Investigator will begin his or her investigation. The Investigator may interview such persons and obtain such information as he or she sees fit in the course of this investigation.
- 14.10 The investigation process must be fair and conducted in accordance with the principles of natural justice.
- 14.11
- a) If (based on reasonable grounds) the Investigator comes to the conclusion that there is reason to believe that the safety of clients is presently being compromised or is at imminent risk of being compromised and that this risk is sufficiently serious as to require the notification of the appropriate professional body, the Investigator shall seek advice from that professional body and shall act upon that advice. This may require suspending the investigation until such time as the professional body concludes its own processes.
  - b) the Investigator’s obligations relate to any current risk to client safety, rather than to historical matters or allegations which have yet to be determined; and
  - c) at all times the Investigator shall have regard to the need to balance issues of client safety with the Respondent’s right to a procedurally fair hearing.
- 14.12 At the completion of the investigation the Investigator shall prepare a report summarising his or her investigations and findings of fact and his or her preliminary conclusions (“the Report”)
- 14.13 The Report will be provided to both the Complainant and Respondent. Both the Complainant and the Respondent shall have 10 working days within which to file a response to the report with the Complaints Convenor, who shall pass the response on to the Panel.

- 14.14 The Panel shall consider the written materials provided by the Investigator, the Complainant and the Respondent and shall make a decision as soon as practicable.
- 14.15 The decision making process adopted by the Panel must be procedurally fair and consistent with the principles of natural justice.  
The Panel may:  
Uphold the complaint;  
Uphold the complaint in part; or  
Dismiss the complaint.
- 14.17 The Panel shall give the Complainant and Respondent written notice of its decision (including the reasons for the decision and the facts relied upon in making the decision).
- 14.18 If the decision is that the complaint is upheld or upheld in part, the Panel may make any of the following orders:  
a) to deregister the member from the list of members;  
b) to issue a warning and place the member on probation for a period of 6-12 months;  
c) to issue a statement upon the complaint but take no further action;  
and (in addition to the above orders) may direct that the complaint and its decision be referred to the Police, the appropriate Court, professional body or Tribunal.
- 14.19 The Panel shall give the Complainant and the Respondent written notice of its preliminary decision regarding the appropriate penalty.
- 14.20 a) Upon receipt of the preliminary decision regarding penalty the Complainant and Respondent shall each have 5 working days within which to file submissions as to penalty with the Complaints Convenor, who shall pass the submissions on to the Panel.  
b) The Respondent may (if he or she wishes) agree to take remedial or monitoring action as a condition of remaining registered, but in the absence of the Respondent's consent, the Panel may only recommend that the Respondent agree to such remedial action, supervision or monitoring.
- 14.21 Upon receipt of the submissions as to penalty, or the expiry of the five working day submission deadline, the Panel will consider the submissions of the parties as to penalty (if any), make its decision as to penalty, and shall give the Complainant and the Respondent written notice of its decision as to penalty.
- 14.22 After either the decision as to penalty, or any decision pursuant to clause 14.16 dismissing the complaint has been issued, the Complainant or the Respondent will have 15 working days within which to file an appeal with the Complaints Convenor. Appeals may be on the grounds:  
a) that there was a procedural error in the decision making process; or  
b) that a material error of fact was made by the Panel; or  
c) that the decision of the Subcommittee was otherwise capricious or unreasonable to the extent that a reasonable decision-maker could not have properly arrived at that decision.  
The Complainant or the Respondent (whoever is the responding to the appeal) will have 10 working days to file its response to the notice of appeal with the Complaints Convenor;  
The appeal will be considered 'on the papers' by the Appellate Officer, who shall consider:  
The complaint;  
The Report;  
Any submissions or responses filed in accordance with clauses 14.8, 14.13, 14.20 and 14.23;  
The decisions of the Panel issued in accordance with clauses 14.17, 14.19 and 14.21; and  
The notice of appeal.
- 14.25 The Appellate Officer shall make his or her decision in a procedurally fair manner which is consistent with the principles of natural justice.
- 14.26 The Appellate Officer shall issue his or her decision in writing as soon as practicable and will inform the Respondent, the Complainant and the Panel of the outcome of the appeal.

## 15 Management by the Board

- a. From the end of each Annual General Meeting until the end of the next, the Association shall be administered, managed and controlled by the Board, which shall be accountable to the Members for the implementation of the policies of the Association as approved by any General Meeting.
- b. Subject to these Rules and the resolution of any General Meeting, the Board may exercise all the Association's powers, other than those required by statute or by these Rules to be exercised by the Association in General Meeting.
- c. The Board shall meet at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- d. The Board may co-opt any person to the Board for a specific purpose, or for a limited period or generally until the next Annual General Meeting.
- e. The quorum for Board meetings is at least half the number of the Board Members.
- f. Only Board Members elected under Rule 16 or appointed under Rule 19 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- g. The Board may appoint subcommittees consisting of such persons (whether or not Member of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Board:
  - i. the quorum of every subcommittee is half the Members of the subcommittee,
  - ii. no subcommittee shall have power to co-opt additional Members,
  - iii. no subcommittee may commit the Association to any financial expenditure without express authority, and
  - iv. no subcommittee may delegate any of its powers.
- h. The funds, properties and assets of the Association shall be under the control of the Board who shall have the power to rent, lease, furnish and deal with buildings, land and other property of the Association as the Board may think fit without reference to a general meeting of members except in the case of the winding up of the Association.
- i. All legacies, endowments, donations or gifts of money or other real or personal property unless given to the Association for any specific object shall be dealt with by the Board as the Board may think fit for the general purposes of the Association.
- j. Any money of the Association may be invested by the Board in such a manner as it from time to time may determine.

## 16 Board

The Board of the Association shall consist of eight persons. The Board will normally be elected for two years at the Annual General Meeting, when members will be reminded of the need for Māori representation and the desirability of a Board that reflects the diversity in the makeup of the addiction profession. The Board shall also have the power to conduct the Election by postal ballot, and they shall appoint of their number a Chairperson and Vice-Chairperson for the ensuing year. All members of the Board shall be members of the Association.

### 16a Pou Whakarae

In addition to the elected roles in clause 16 above, the Board shall appoint from time to time (by ordinary resolution) one person to the role of Pou Whakarae representative. The Pou Whakarae representative shall serve until the Board retires them from the role (by ordinary resolution), or until such time as the Pou Whakarae representative gives written notice to the Board of his or her resignation from the role. There may only be one Pou Whakarae representative at any given time. The Pou Whakarae representative shall have the right to attend and vote at meetings.

## 17 Chairperson

At the meetings of the Board, the Chairperson, or in his or her absence the Vice-Chairperson, shall take the chair and in the absence of both an acting chairperson shall be elected from the members of the Board present. The Chairperson for the time being of any meeting shall have a deliberative and also a casting vote.

## 18 Quorum

Five elected members shall be a quorum at all meetings of the Board.

## 19 Casual Vacancy on Board

Any casual vacancy on the Board may be filled by the Board and the person so appointed shall hold office until the next Annual General Meeting of the Association. The Board may co-opt additional members to undertake specific tasks for specified periods. Co-opted members shall not have voting rights.

## 20 Absence from Board

Any Board member absent for three successive meetings of the Board without leave of absence shall at the discretion of the Board cease to be a member.

## 21 Sub-Committee

The Board may from time to time set up any sub-committee to exercise such powers as may be delegated to it by the Board. The members of such sub-committee shall be appointed by the Board, members of the Association or other interested persons.

## 22 Power of Board

The Board shall take such steps as are necessary to further the objects of the Association and advance the interests of all members and in so doing shall have power to exercise all powers of the Association, save and except such powers as shall be exercised only by the Association in General Meetings.

## 23 Secretary

- a. The Board shall appoint a Secretary who shall not be an elected member of the Board and who shall not have any right to vote at the Board meetings.
- b. The Secretary shall record the minutes of all General meetings and Board meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.
- c. The Secretary shall hold the Association's records, documents, and books.
- d. The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Board.
- e. The Board shall have power in its discretion to suspend or remove the Secretary from office.

## 24 Regulation of Board

The Board may regulate its own procedure not inconsistently with these Rules.

## 25 Annual General Meeting

The Annual General Meeting of the Association shall be held no later than the 30th day of November in each year upon a date and at a time and place to be fixed by the Board for the following purposes:

- a) to receive from the Board a report and audited balance sheet and statement of accounts for the preceding year;
- b) to elect the Board for the ensuing year;
- c) to consider and conduct such other business as may properly be brought forward.

All business other than set out in paragraphs 25(a) and (b) shall be deemed to be special business of which notice must be given to members in the notice calling the meeting.

## 26 Notice of Annual General Meeting

The Association shall cause at least ten days notice in writing to be given to such members of the holding any Annual General Meeting, by e-mail sent to the member's last known e-mail address, or (if no e-mail address is recorded), then by post.

## 27 Voting

At all meetings, voting shall either be by ballot, show of hands or voices depending on the wishes of the meeting.

## 28 Election of Board

The election for the members of the Board shall be by ballot and every voter shall vote for not more than the number required to fill the vacancy. Any voting paper not complying with this Rule shall be deemed informal and not be counted.

## 29 Special General Meetings

Special General Meetings of the Association may be called at any time by the Board and shall be called by the Secretary upon the requisition in writing of one tenth of the members of the Association stating the purpose for which the meeting is required.

## 30 Notice of Special General Meeting

The Secretary shall give at least ten days notice to all members of the holding of a Special General Meeting by email and such notice shall specify the nature of the business and no other business than so specified shall be transacted.

## 31 General

At all General Meetings of the Association, the Chairperson, or in his or her absence the Vice-Chairperson, shall take the chair and if both shall be absent, a Chairperson shall be appointed from the members of the retiring Board present at such meetings. The Chairperson for the time being of the meeting, shall have a deliberative and also a casting vote.

## 32 Procedure at Meetings

Only members shall be entitled to vote at any general meeting, and a member shall have one vote to be exercised either personally by a representative provided that the Chairperson shall accept at any general meeting a proxy on behalf of a member lodged at such meeting in writing signed by the member appointing the proxy. The quorum at any general meeting shall be seven members present either personally or by their duly appointed representative. If within half an hour of the time appointed for the commencement of the general meeting a quorum is not present, the meeting shall stand adjourned to a date within fourteen days of such meeting and if at the adjourned meeting a quorum is not present, then the meeting shall lapse.

## 33 Majority Vote

Save where otherwise provided in these Rules any motion submitted to a meeting shall be deemed to be carried if the majority of the members present and entitled to vote, vote in favour of the motion.

## 34 Subscriptions

The annual subscription payable by members shall be fixed by the Board from time to time.



