

# SPELD NZ

# Incorporated

## Constitution

Adopted at AGM 28<sup>th</sup> September 2019

*Meeting the learning needs of those with specific learning disabilities*

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## Constitution of SPELD NZ Incorporated (SPELD NZ)

### 1. Name

- 1.1. The name of the society is SPELD New Zealand Incorporated, known as SPELD NZ Inc (an acronym for Specific Learning Disabilities), hereafter referred to as "SPELD NZ".

### 2. Constitution

- 2.1. SPELD NZ was incorporated on 14 September 1976.
- 2.2. These Rules were adopted by way of amendment on 22 September 2018.

### 3. Date these Rules take effect

- 3.1. These Rules will take effect on 22 September 2018.

### 4. Registered Office

- 4.1. The Registered Office of SPELD NZ will be at such place within New Zealand as the Board from time to time determines. Notice of any change of the office will be given to the Registrar of Incorporated Societies and/or the Charities Commission as appropriate.

### 5. Objects

- 5.1. SPELD NZ is a not-for-profit organisation of parents and caregivers, teachers and other professionals, and others who are concerned with the educational development and social well-being of those with specific learning disabilities or difficulties (SLD).
- 5.2. SPELD NZ is a national body aspiring to provide unified services and professional qualifications in SLD throughout New Zealand, and to be recognised nationally and internationally as a primary provider of such.
- 5.3. SPELD NZ is established to carry out the following charitable objects within New Zealand, namely:
- a) To promote opportunities for each individual with SLD to access educational opportunities which will cater for their individual needs;
  - b) To promote the education of the public in the problems and needs of individuals with SLD and in the need to provide the facilities to train teachers and other specialists in relevant techniques to assist individuals with SLD to access remediation;
  - c) To promote the interests, training and development, and status of specialists in SLD (including directors, assessors, teachers) and other interested parties for the benefit of the community;
  - d) To provide specific assessment, tuition and other related support services for the benefit of those with SLD and the community;
  - e) To promote and protect the name of "SPELD NZ";

- f) To enter into appropriate professional relationships with other agencies holding similar commitments to working for their communities, and to network with other similar professional movements or organisations both within and outside of New Zealand for the benefit of those with SLD and the benefit of the community;
- g) To enter into appropriate relationships or agreements with government or non-government agencies or bodies for the provision of services, training and education in respect of SLD for the benefit of the community;
- h) To express the views of SPELD NZ to the Government, other authorities or agencies and the public, for the benefit of those with SLD and the community generally;
- i) To promote education for students with SLD in mainstream education, for the benefit of those with SLD and the community;
- j) To set policy and guidelines for members in compliance with the requirements of the New Zealand Qualifications Authority ("NZQA") and other requirements of a registered private training provider;
- k) To set and monitor professional national standards for qualification of professional members charged with the delivery of services for the benefit of those with SLD and the community;
- l) To provide for the creation and maintenance of a register of suitably qualified SPELD NZ professionals, and for the admission to and removal from such register, for the benefit of those with SLD and the community;
- m) To do all other things incidental to or conducive to the furtherance of any or all of the above objects.

5.4. Notwithstanding the above objects, SPELD NZ will not be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand.

## 6. Powers

- 6.1. SPELD NZ will have the powers of a natural person to do all things necessary or desirable for the attainment of all or any of its objects.
- 6.2. Without limiting the foregoing, and in addition to its statutory powers, SPELD NZ may:
  - a) Raise by way of membership fees, levies, service agreements, public appeal or any other appropriate means the funds necessary to carry out the objects of SPELD NZ;
  - b) Enter into contracts with SPELD NZ professionals and other suitably qualified professionals for the delivery of SLD services and support services for the benefit of the community, and for otherwise furthering or carrying out its objects;
  - c) Use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ or engage such people as may seem expedient;
  - d) Acquire by way of purchase, lease, hire or other tenure any real or personal property, or any rights or privileges which may be considered necessary or expedient to further carry out the objects of SPELD NZ, and to sell, exchange, alter or otherwise deal with the same;
  - e) Invest in any investment in which a trustee might invest;

- f) Borrow or raise money by debenture, bonds, mortgage and other means with or without security, by resolution of a General Meeting;
- g) Take out indemnity insurance in respect of all or any persons undertaking activities on behalf of or through SPELD NZ, including members, employees, contractors, and volunteers;
- h) Obtain trademarks and other intellectual property for the use of SPELD NZ in furtherance of its objects.

## **7. Intellectual Property**

- 7.1 SPELD NZ intellectual property, including its trademarks and branding, may only be used in furtherance of the objects of SPELD NZ.
- 7.2 Only SPELD NZ and its members may use SPELD NZ intellectual property, and only for or in connection with activities carried out by or through SPELD NZ in accordance with these Rules and any policies determined by the Board.

## **8. Execution of documents**

- 8.1 The common seal of SPELD NZ will be retained by the Executive.
- 8.2 Documents will be executed for SPELD NZ pursuant to a resolution of the Board:
  - a) By affixing the Common Seal witnessed by any Board member and countersigned by the Executive; or
  - b) Where the document is not required by statute to be executed under common seal, by the Executive signing on behalf of SPELD NZ.

## **9. Structure of SPELD NZ**

- 9.1 The membership of SPELD NZ will be as set out in Rule 10.
- 9.2 The governing body will be the Board, as set out in Rule 11.
- 9.3 Professional Standards will be set by the Professional Standards Committee in accordance with Rule 11.12 and come into effect once approved by the Board.
- 9.4 SPELD NZ will be supported by a National Office and such Regional Offices as the Board from time to time determines in accordance with Rules 13 and 14.
  - a) The National and Regional Offices will be managed by the Executive employed or appointed by the Board in accordance with Rule 11.3.
  - b) The Board may also establish satellite offices within regions.
- 9.5 A Regional Liaison Group may be formed in each Region as set out in Rule 15.
- 9.6 Local Liaison Groups may be formed in localities as set out in Rule 16.
- 9.7 Charitable Trusts may be formed in accordance with Rule 17.

## 10. Membership

10.1 The classes of membership of SPELD NZ are as follows;

- a) Professional Member – a Professional Member is a person who is registered with SPELD NZ as an assessor, teacher and/or director, or who comes within any other category of Professional Member established by the Board, and meets the *Additional Requirements For Professional Members* set out in these Rules.
- b) Regular Member – a Regular Member is a person who participates in the activities of SPELD NZ and/or receives services from SPELD NZ.
- c) Friend of SPELD NZ – a Friend of SPELD NZ is a person or organisation who is supportive of the objects of SPELD NZ.
  - i) Friends of SPELD NZ may not be Board members, and have no voting rights but do have speaking rights at General Meetings.
  - ii) Only one member of an organisation will have speaking rights at any General Meeting.
- d) A Life Member is a person honoured for eminent service to SPELD NZ after a nomination to the Board by two SPELD NZ members with voting rights has been endorsed by the Board.
  - i) Nominees will usually be current financial members at the time of nomination;
  - ii) The Life Membership will be announced at the next General Meeting following the Board's endorsement.

10.2 Any person wishing to obtain the referral services of SPELD NZ for assessing and/or tuition must become a member of SPELD NZ before receiving any such services.

- a) Government bodies contracting with SPELD NZ are not required to become members.

10.2.A No person wishing to obtain the services of SPELD NZ, or who is receiving the services of SPELD NZ, will be required to be a member of any other organisation in order to receive such services from or through SPELD NZ.

10.2.B No member will have any right or claim against SPELD NZ or its assets, or to use the SPELD NZ brand or trademarks, except as provided in these Rules.

### ***Admission of members***

10.3 Applicants for membership will complete an application form approved by the Executive and supply such information as may be required by the Board including any undertakings regarding compliance with these Rules that the Board may require.

10.4 Membership applications will be considered in the first instance by the Executive and if the Executive considers the applicant does not meet the requirements of these Rules or any policies made under these Rules, the Executive will refer the application to the ~~Membership Committee~~ *Board*.

- a) If the ~~Membership Committee~~ *Board* considers that the applicant does not meet the requirements of these Rules or any policies made under these Rules, the application will be declined and the applicant advised of the reasons.

10.5 An applicant whose application has been declined by the ~~Membership Committee~~ *Board* may appeal to the Board, within three months of the date of the decision declining the application, setting out the

reasons the applicant considers the application ought to have been accepted. The Board will advise the applicant of its decision, and that decision will be final.

- 10.6 The Board will have complete discretion whether or not to recommend Honorary Life Membership.
- 10.7 The Executive will keep a membership register of members recording information necessary for appropriate membership management under these Rules including their names and addresses, the dates each member became a member, information required by the Board specific to the category of membership, and any specific terms or conditions of membership.

### ***Obligations of members***

- 10.8 All members will:
- a) abide by these Rules and policies made by the Board under these Rules;
  - b) abide by all resolutions of General Meeting or the Board;
  - c) treat all members and persons appointed or employed by SPELD NZ with respect and dignity;
  - d) co-operate with National and Regional Offices;
  - e) provide full and accurate information required by SPELD NZ;
  - f) not make representation on behalf of SPELD NZ to the Government on matters concerning people with SLD except with permission or through the Board or Executive (with the exception of approaches to local representatives of Government on local matters);
  - g) do nothing to bring SPELD NZ into disrepute or that is any other way prejudicial to SPELD NZ including its nationalised structure, its objects and aspirations;
- 10.9 Professional Members will also comply with the *Additional requirements for Professional Members* set out in these Rules.
- 10.10 All members (other than Honorary Life Members) will pay an annual subscription fee and/or such other fees determined in accordance with these Rules.
- a) Professional Members who have been made Honorary Life Members may be exempted from fees or pay such reduced fee as determined by the Board.
- 10.11 If any member refuses or neglects to pay any fee levied or to otherwise comply with the Rules, the Board will give the member written Notice of Default pursuant to Rule 10.21. The member will have 30 days from the date of the Notice in which to remedy the default.

### ***Additional requirements for Professional Members***

- 10.12 Professional Members are required to ensure SPELD NZ registration obligations are met as set by the Board.
- 10.13 Professional Members are required to comply with any Code of Conduct and/or Code of Ethics or other policies applying to Professional Members, including any approved by the Board.



- a) Professional members are also required to comply with any Code of Rights applying to clients or persons receiving services of SPELD NZ, whether such Code is a general legal obligation or is a specific Code approved by the Board for the benefit of the community.

10.14 As SPELD NZ Professional Members are entrusted with the use of SPELD NZ intellectual property, such as branding and trademarks, and receive client referral services from SPELD NZ, each Professional Member:

- a) is required to provide SPELD NZ with information about their relationships with any other organisations associated with the provision of SLD services, as required by the Board, and to promptly update that information accordingly;
- b) is prohibited from requiring any person who is receiving or wishes to obtain SLD services from or through SPELD NZ to be a member of any other organisation;
- c) must indemnify SPELD NZ for any loss to SPELD NZ due to any act or omission of the Professional Member resulting in a breach of the use of SPELD NZ intellectual property, and for any costs incurred by SPELD NZ in respect of any action, legal or otherwise, that SPELD NZ takes in relation to such breach.
  - iii) The Board may, in its absolute discretion, relax this requirement in full or in part if it considers that the circumstances warrant it.

#### ***Subscriptions and Fees***

- 10.15 Regular Members will pay an annual membership fee set by the Annual General Meeting on the recommendation of the Board.
- 10.16 Professional Members will pay an annual membership fee set by the Annual General Meeting on the recommendation of the Board.
- 10.17 Friends of SPELD NZ will pay an annual membership fee or make other valuable contributions, including donations, as set or agreed by the Board. Such fee and/or contribution may vary depending on the nature of the Friend's relationship with SPELD NZ.
- 10.18 The Board may set all service fees and charges.

#### ***Termination and suspension of membership, and disciplinary action***

- 10.19 A member whose membership ceases:
- a) remains liable for any outstanding fees or other obligations;
  - b) must return to SPELD NZ any property or resources belonging to SPELD NZ;
  - c) will not be entitled to use the SPELD NZ intellectual property including the SPELD name or logos, or any of its trademarks, or in any other way hold themselves out to be associated with SPELD NZ, except with prior written approval of the Board.
- 10.20 Any member may cease their membership of SPELD NZ by tendering their resignation in writing addressed to the Executive, immediately relinquishing their use of the SPELD NZ name and logos and returning all property or resources of SPELD NZ of whatever type, form or capacity (e.g. Board, Professional Standards Committee, Local Liaison Group) and whether informal or formal.

- 10.21 Where a member has been issued a Notice of Default under Rule 10.11 and has not remedied the default to the satisfaction of the Board, the Board may do all or any of the following as it considers appropriate:
- a) extend the time within which the member is required to remedy the default and/or modify the remedy required;
  - b) issue a formal warning to the member;
  - c) suspend the member's membership and all rights of membership until the member has remedied the default;
  - d) terminate the member's membership;
  - e) take any other action in respect of the member it considers appropriate in the circumstances and conducive to achieving the objects and aspirations of SPELD NZ.
- 10.22 Before taking any action against a member under Rule 10.21 the Board will give the member a reasonable opportunity to be heard.
- 10.23 Where the Board takes any action against a Professional Member or a Regular Member that member may lodge an appeal against the decision in accordance with the procedure set out in these Rules.

#### ***Readmission of former members***

- 10.24 Except as set out in Rule 10.26, any former member of SPELD NZ may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by decision of the Board.
- 10.25 If the Board declines the application of a former Professional Member or Regular Member, the former member may lodge an appeal against the decision in accordance with the procedure set out in these Rules.
- 10.26 A former member whose appeal under these Rules is declined by the Annual General Meeting may not apply for re-admission except with the agreement of the Board.
- a) If the Board does not agree to permit such former member to apply for re-admission, or declines such former member's application for membership, there is no right of appeal.

#### ***Appeals from decisions of the Board***

- 10.27 Appeals from decisions of the Board are only permitted where provided for in these Rules.
- 10.28 An appeal must be lodged by way of application to the Board within three months of the date of the decision made by the Board that is being appealed. The application for appeal must be accompanied by any supporting information for consideration of the appeal in the approved appeal form. The board would then reconsider its decision.
- 10.29 If the matter cannot be resolved satisfactorily by way of reconsideration the member may lodge an appeal by way of Remit to a General Meeting:
- (a) By lodging an appeal a member acknowledges that any information held by SPELD NZ about that member which the Board considers is relevant to the appeal will be provided to the General Meeting to assist it in determining the appeal.

- (b) The Board may provide to the General Meeting any information that the Board in its discretion considers relevant to its decision in respect of the member and to the appeal, including information that has been provided by or about the member. Copies of the information must be provided to the members with the Remit and appeal.

10.30 The appeal will be determined by resolution of the General Meeting, which will be final.

10.31 Until the appeal is determined by the General Meeting, the decision of the Board will apply.

## **The Board**

### ***Governance by the Board***

11.1 The Board is responsible for the governance of SPELD NZ including:

- a) Approval of the annual budget;
- b) Development and monitoring of the Annual Plan;
- c) Financial supervision;
- d) Policy development and review;
- e) Professional Standards and the maintenance of such standards;
- f) Appointment, management and monitoring the performance of the Executive, who will be employed or appointed by the Board to administer and manage the affairs of SPELD NZ. This includes making the appropriate delegations to the Executive to ensure an appropriate division between the governance by the Board and management by the Executive;
- g) Appointment of accountant.
- h) Consideration of governance matters raised by Local Liaison Groups through the Local Liaison Group Convener.

11.1A The Board may from time to time make policies not inconsistent with these Rules for the conduct and control of SPELD NZ activities.

11.2 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Board on the interpretation of these Rules and on matters not provided for in these Rules will be final and binding on all members.

- a) Where the Board is considering applying an interpretation or implementing a policy that substantially departs from current practice the Board will, where practicable, first consult with members (such consultation may be through the Regional Representatives or by such electronic or other means as the Board considers appropriate in the circumstances).

11.3 The Board may appoint or employ any person to undertake any activity or carry out any of the functions of the Board.

- a) The Board may appoint or employ one or more officers, or appoint a committee, to carry out the functions of the Executive. Where more than one person is employed or appointed to carry out those functions, the Board may assign the functions between those persons as it sees fit and will inform the members of any such assignment.

- b) In the absence of any such officers or committee, the Board will be responsible for carrying out the Executive functions.

### ***Board membership***

11.4 The Board will comprise the following persons elected **for a three year term** from amongst the membership, who may serve up to a maximum of three consecutive terms:

- a) The Convener of the Professional Standards Committee ex officio; and
- b) Up to ten other persons, from across the regions, elected at an Annual General Meeting who have skills in one or more of the following:
  - i) Finance;
  - ii) expertise in professional standards requirements of SPELD NZ;
  - iii) experience of individuals with SLD;
  - iv) governance;
  - v) any other skill set identified by the Board as being of benefit to the Board (where a specific skill set is identified, it will be recorded in the Annual General Meeting agenda to inform members and potential Board members).
- c) A Chairperson and/or Deputy Chairperson will be elected by the Board from within its membership at the first available meeting after the Annual General Meeting, or after a vacancy arises, and the members will be notified of the successful candidate(s).
  - i) - Where in these Rules a function is specified as being carried out by the Chairperson the Deputy Chairperson may exercise that function in the absence of the Chairperson, by authority of the Chairperson, or by agreement of the Board.

11.5 Employees of SPELD NZ, whose salary and conditions of employment are determined by the Board or the Executive are not eligible for election or appointment to the Board. However the Executive will attend, and other employees may attend, the meetings to provide advice and information as appropriate and requested by the Board.

11.6 Written nominations for nominees, signed by at least three Professional, Regular or Life Members and accompanied by the written consent of the nominee must be received by the Executive not less than twelve weeks before the date of the Annual General Meeting.

- a) The Executive will circulate a list of nominees and such information as may be supplied to the Executive by or on behalf of each nominee in support of the nomination not less than five weeks prior to the Annual General Meeting.
- b) In the absence of sufficient valid nominations being received (and remaining current at the date of Annual General Meeting) nominations may be made from the floor at the Annual General Meeting, provided that written information on the nominated person is made available at the same time for members to consider before voting.

11.7 If the position of any Board member becomes vacant between Annual General Meetings that vacancy may be filled, until the Annual General Meeting, by decision of the Board.

- a) The Board should attempt to fill the vacancy from within the existing membership of SPELD NZ.

- b) Before appointing any person to fill a vacancy the Board will, where and to the extent practicable, consult with the SPELD NZ members to achieve representation across the regions.
- c) Where a person is appointed by the Board to fill a vacancy, that period will not count towards the terms the person may serve in the role.

11.8 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.

- a) No more than two persons may be co-opted to the Board at any time.
- b) Non-SPELD NZ members co-opted to the Board as consultants or advisors will have no voting rights.

11.9 Board members are elected **for a three year term** to provide continuity of governance and regional representation.

- a) To achieve that aspiration, up to half of the Board **may vacate their roles mid-term and may stand for re-election.**
- b) If in any year a majority of those persons have **only served one or two years** of their elected term, the Board may determine by ballot or other such process as agreed by the Board which members will vacate their roles.
- c) A Regional Representative Board member who holds office at the date of the adoption of this Constitution shall, for the purposes of 11.9, be deemed to have been appointed to that office from the date of adoption.

11.10 The Board may terminate the Board and/or committee membership or appointment of any person, if in the opinion of the Board the member is unfit to continue as a Board and/or committee member. Reasons for termination may include, but are not limited to, that the Board considers the member

- a) has neglected their duties as a Board and/or committee member;
- b) has failed to comply with these Rules or policies made under them;
- c) has acted in a manner prejudicial to the interests of SPELD NZ including its nationalised structure, its objects and aspirations.
- d) has failed to attend a minimum of eight scheduled monthly board meetings without special leave of absence from the Board during each period of 12 months during his or her term of office, calculated from the date of the Annual General Meeting.

### **Committees**

11.11 The Board will, from amongst its membership, establish and appoint a convener of the following committees:

- ~~a) Membership Committee, having responsibility through the Board for the consideration of membership applications where the Executive considers the applicant does not meet the requirements of these Rules or any policy made under these Rules;~~
- b) a) Finance Committee, having responsibility through the Board for setting and monitoring financial standards relevant to SPELD NZ;

- e) b) Executive Officer Employment Relationship Committee (where one or more Executive Officers is employed or otherwise appointed), having responsibility through the Board for the employment relationship with any Executive Officer, including the setting and monitoring of performance;
- e) c) Urgent Decisions Committee, having responsibility through the Board for the making of urgent decisions that cannot await a full Board meeting;
- e) d) Any other committee the Board considers is necessary or expedient to assist it perform its responsibilities.

11.12 The Professional Standards Committee will be elected at the Annual General Meeting in the same manner as the Board, and the same term and rotational provisions will apply to Professional Standards Committee members.

- a) The Committee will be composed of:
  - i) up to four elected Professional Members (including where practicable a teacher, assessor, and director) with preferably no more than two members being from one Region.
  - ii) the Chairperson or Deputy Chairperson of the Board, or their nominee.
- b) The Committee will elect a Convener who will be a member of the Board ex officio and may choose to or chose not to attend Board meetings. In the absence of the Convener, the Chairperson or Deputy Chairperson or their nominee (whichever is a member of the Committee) will act as Convener.
- c) The Committee will be responsible, through the Board, for the collation of SLD research, the training and registration of teachers, assessors, directors of teacher training and any other professional training, and all professional matters pertaining to SPELD NZ.

11.13 Except for the Urgent Decisions Committee, no committee will have any power to commit SPELD NZ to any financial expenditure, make any decisions or take actions without express authority by resolution of the Board.

11.14 The Urgent Decisions Committee is authorised to commit SPELD NZ to financial expenditure, make decisions, or take actions only in exceptional circumstances where the matter under consideration by the committee cannot practicably await a full Board meeting.

- a) Before making any "Urgent Decision" the committee will consider whether an urgent Board meeting can be conducted via telecommunications or electronic means and, if such is practicable, will request that such meeting be convened. If an urgent Board meeting is not practicable in the circumstances, the committee will consider the practicability of consulting with all or any of the Board members and, where practicable, will so consult.
- b) The committee will only make an "Urgent Decision" to the extent necessary to address the matter under consideration until it can be fully considered by a Board meeting, and any expenditure it commits SPELD NZ to should not exceed \$5,000.

11.15 No committee may operate with a membership of fewer than two elected Board members, or with such greater number of members as the Board may determine; and

- a) For the Urgent Decisions Committee, the minimum will be two persons plus the Chairperson or the Deputy Chairperson;

- b) For the Professional Standards Committee, the minimum will be two persons plus the Convener or the Chairperson / Deputy Chairperson or their nominee (whichever is a member of the Committee);
  - c) For any Executive Officer Employment Relationship Committee, the Board will appoint from among its members or co-opted members a person to perform secretariat services. That person may or may not also be appointed as a member of the committee.
- 11.16 Co-opted Board members may also be appointed to committees by the Board but non SPELD NZ members have no voting rights.
- 11.17 Committees may co-opt SPELD NZ members, and appoint advisors or consultants (who may or may not be members of SPELD NZ), with the approval of the Board.
- a) Co-opted members may vote on recommendations to be made to the Board but will not have voting rights in respect of committing SPELD NZ to any financial expenditure, making any decisions and/or taking any actions.
  - b) Advisors or consultants have no voting rights.
- 11.18 Committee membership will be for such term as the Board determines from time to time, and the Board may terminate the appointment of any person to a committee (including advisors and consultants) as it sees fit.
- 11.19 The Board will set terms of reference for and may give such directions (that do not conflict with these Rules or any other legal obligations) to committees as it sees fit.
- 11.20 All committees must report to each Board meeting and at such other intervals as the Board directs.

### ***Meetings of Board and committees***

- 11.21 The Board will meet at least ten times per year for the purpose of setting policy in between Annual General Meetings, overseeing the performance of the Executive and the management of SPELD NZ (including financial reporting), contributing to the review and audit of any compliance issues, and overseeing the application of and compliance with these Rules.
- a) The Board will meet at such times and places and in such manner as it may determine and otherwise where and as convened by the Chairperson. This includes meeting by telecommunications or electronic means, however, at least two meetings will be held in person each year.
  - b) Additionally, the Board may make decisions by written resolution, circulated to all Board members and agreed to by a majority of the members.
- 11.22 For an ordinary meeting of the Board or any committee of the Board, the Executive will give each Board or committee member at least 1 week's notice of meeting.
- a) Urgent Board or committee meetings to be held via telecommunications or electronic means may be called at shorter notice in exceptional circumstances, and will be limited to the urgent matters requiring attention.
  - b) Face to face meetings will be set sufficiently in advance to allow members to make reasonable travel arrangements.

- c) Failure to comply with the notice requirements will not affect the validity of any business conducted at a meeting if all members have received notice and do not object to the short notice.
- 11.23 All Board meetings will be chaired by the Chairperson or in their absence by the Deputy Chairperson, or in the absence of both of them by some other Board member elected for the purpose by the meeting.
- 11.24 The quorum for Board meetings is at least half the number of the Board members.
- a) Decisions of the Board will be made by a majority of the members attending and entitled to vote.
- 11.25 Committees will meet and carry out their responsibilities in accordance with their terms of reference and any directions from the Board.
- 11.26 The quorum for committees will be at least two members, and for the Urgent Committee the quorum will be three members.

#### ***Expenses and honoraria***

- 11.27 Members of the Board may receive such honoraria as may be set by resolution of a General Meeting prior to payment.
- a) Members of the Professional Standards Committee and persons co-opted onto the Professional Standards Committee may receive honoraria for services provided over and above standard expectations of the role, as approved by the Board.
- 11.28 Members of the Board or committees will be entitled to be reimbursed by SPELD NZ for any actual expenses properly and reasonably incurred by them on behalf of SPELD NZ as approved by resolution of the Board.

#### ***Termination of office***

- 11.29 Each Board member will within one calendar month of submitting a resignation or ceasing to hold office deliver to the Executive all books, papers and other property of SPELD NZ possessed by the former Board member.

## **12 Secretariat**

- 12.4 The Executive of SPELD NZ will arrange the provision of all secretariat services to SPELD NZ.
- 12.5 The secretariat services include but are not limited to:
- a) Recording minutes of General Meetings, Board meetings, and meetings of any committee established under these Rules;
  - b) Preparing agenda and relevant papers for consideration at such meetings;
  - c) Management of venues and resources for such meetings;
  - d) Holding SPELD NZ's records, documents, and books;



e) Dealing with and answering all Board and committee correspondence.

12.6 The minutes of all meetings will be recorded and all such minutes when confirmed by the next such meeting and signed by the chairperson or convener of that meeting will be prima facie evidence that that meeting was duly called and will prima facie be a true and correct record of what occurred at that meeting.

### **13 National Office**

13.1 National Office will be resourced nationally, under the direction of the Executive, and will facilitate all centralised services for SPELD NZ including:

- a) client services;
- b) administer Professional Standards of SPELD NZ;
- c) maintaining Quality Assurance;
- d) finance management;
- e) fundraising;
- f) marketing and communications;
- g) managing human resources;
- h) membership;
- i) resource management;
- j) relationship management;
- k) Secretariat as outlined in these Rules;
- l) any functions of the Regional Offices the Executive considers appropriate in the circumstances;
- m) any other service determined by the Board from time to time.

### **14 Regions**

14.1 Regions will comprise areas within boundaries which the Board will determine from time to time after consultation with affected members.

14.2 Each Region will be serviced by a Regional Office. Regional Offices will be resourced nationally, under the direction of the Executive, and be responsible for providing services in the Region associated with:

- a) being the first point of contact for the regional community, members, and Local Liaison Groups;
- b) referral service to Assessors and Teachers;
- c) SPELD NZ certificated Assessor and Teacher professional development opportunities and workshops;
- d) organising training courses;

- e) library service management;
- f) local grant applications;
- g) other services as determined by the Board and/or National Office from time to time.

14.3 Regional meetings may be held depending on necessity and available funding, as determined by the Board, and may be held by telecommunications or other electronic means.

- a) Regional meetings will be chaired by a Board member of that region and in their absence by a person elected by the meeting.
- b) The minutes of Regional meetings may be taken by a person elected by the meeting. In other respects secretariat services will be provided in accordance with Rule 12.
- c) Proxy votes may be exercised at Regional Meetings in accordance with Rule 19.

## **15 Regional Liaison Groups**

15.1 A Regional Liaison Group may be formed in each Region.

15.2 The Groups will have informal structures and will not be separate legal entities.

15.3 All fundraising plans and activities must first be approved by the Board. Any funds generated by the Groups regionally will be accounted for nationally and will be tagged for application to the region.

15.4 The Groups will have regionally focused functions including:

- a) advice and guidance on regional planning and projects;
- b) advice and guidance on good use of budget and assets regionally;
- c) assisting with resolving strategic level issues and risks as they relate to the region and local areas within the region;
- d) advice and guidance on service issues facing the region;
- e) communicating with the SPELD NZ Board and the Regional Office;
- f) any other matter determined by the Board.

15.5 The Board will set policies and guidelines for the operation of the Groups.

15.6 The membership of the Groups will be open to one Representative of each Local Liaison Group in the region and one Board member.

15.7 Group meetings may be held at intervals depending on necessity and available funding, as determined by the Board, and may be held by telecommunications or other electronic means.

15.8 Group meetings will be chaired by a Board member and in their absence by a person elected by the meeting.

## **16 Local Liaison Groups**

- 16.1 Local Liaison Groups may be formed in localities as approved by the Board from time to time.
- 16.2 The Groups will have informal structures and will not be separate legal entities. They will be convened by a Convener appointed by the Group.
- 16.3 All fundraising plans and activities must first be approved by the Board. Any funds generated by the Groups locally will be accounted for nationally and will be tagged for application to the local area.
- 16.4 The Groups will have locally focused functions which may include:
- a) input into Regional planning and projects;
  - b) suggestions for good use of budget and assets Regionally;
  - c) input into resolving strategic level issues and risks as they relate to the local area;
  - d) feedback on service issues facing the Local Area;
  - e) communicating with the SPELD NZ Board via the Regional Liaison Group and the Regional Office responsible for that area;
  - f) Appointing a Representative to attend Regional Liaison Group meetings, and a Deputy Representative to attend in the absence of the Representative;
  - g) any other matter determined by the Board.
- 16.5 The Board will set policies and guidelines for the operation of the Groups.
- 16.6 The membership of the Groups will be open to:
- a) all current financial members of SPELD NZ who reside or provide professional services in the locality;
  - b) parents and caregivers of persons with SLD receiving or seeking to receive SLD services from SPELD NZ in the locality;
  - c) other persons or bodies of persons coming within the criteria set by the Board for the furtherance of the objects of SPELD NZ.

## **17 Charitable Trusts**

- 17.1 Where donor funding is available to SPELD NZ or part of the membership of SPELD NZ, but cannot be legally or practicably channeled directly through the national structure, charitable trusts may be established using the name of SPELD NZ in accordance with this Rule.
- a) Such trusts will be formed by the SPELD NZ Board, after consultation with affected members.
- 17.2 The Trust name and constitution will conform with the requirements of the Board.
- 17.3 The Board of the Trust will include:
- a) The Chairperson and Deputy Chairperson of the SPELD NZ Board will be the Chairperson and Deputy Chairperson of the Trust respectively;
  - b) The Executive of SPELD NZ will facilitate the provision of the secretariat and financial services;
  - c) The SPELD NZ Board may, by resolution, appoint alternative SPELD NZ Board members to fill the roles of Chairperson, Deputy Chairperson, Secretary, and Treasurer;

- d) Such other members as appointed by the SPELD NZ Board after consultation with affected members.

17.4 The Trust Board members appointed or acting under Rule 17.3 will report to each SPELD NZ Board meeting.

17.5 The Trust will use its funds to support the activities of SPELD NZ only, and will not provide services.

## 18 Finance

18.1 SPELD NZ's financial year will commence on 1 April of each year and end on 31 March of the following year.

18.2 The Executive will present to the Board a budget to cover the estimated income and expenditure of SPELD NZ for the next financial year.

18.3 All securities of SPELD NZ will be kept in such custody as the Board from time to time directs.

18.4 All money received by the Executive or any other person on behalf of SPELD NZ will be lodged in SPELD NZ's appropriate bank account or one authorised by SPELD NZ as soon as practicable.

- a) Any funds generated by a Regional or Local Liaison Group in accordance with these Rules will be tagged for application to the purpose the funds were donated or attained for.

18.5 SPELD NZ's bank accounts may be operated on (including by way of cheques and other negotiable or transferable instruments, or electronic means) by the Executive and one other signatory appointed by the Board.

- a) The Board will appoint up to three such signatories.
- b) In the absence of the Executive, one of the appointed signatories may sign in the place of the Executive.

18.6 The Executive will keep such books of account as may be necessary to provide a true record of SPELD NZ's financial reporting, and will:

- a) report on SPELD NZ's financial position to each Board meeting, and to the Finance Committee as required by the Committee;
- b) submit the reviewed Financial Statements to the Annual General Meeting.

18.7 The Annual General Meeting each year will appoint an accountant who is a member of the New Zealand Institute of Chartered Accountants and not a member of SPELD NZ to review the annual accounts of SPELD NZ and provide a certificate of correctness of the same, and if any such accountant is unable to act the Board will appoint a replacement accountant.

18.8 The Rangatira Shares were gifted to SPELD NZ by Sir Roy McKenzie on the understanding that the interest was to be used for the support of SPELD NZ. The shares may not be disposed of except:

- a) by decision of a seventy five per cent majority of members voting at a General Meeting;
- b) on dissolution of SPELD NZ, in which case the decision may be made by a bare majority of members voting at the relevant General Meeting.

18.9 Before any final decision is made or action taken in respect of disposal of the Rangatira Shares the Board will consult with the Sir Roy McKenzie Trust (or its successors or associated persons) and the meeting will give due consideration to any wishes expressed by the Trust (or its successors or associated persons).

***Payment to members and associated persons***

18.10 Any income, benefit or advantage of SPELD NZ will be applied to the charitable purposes of SPELD NZ.

18.11 No member of SPELD NZ or associated person will receive any form of private income, benefit or advantage from the operations of SPELD NZ except in furtherance of its objects and in accordance with these Rules.

18.12 No member of SPELD NZ or any person associated with such a member will participate in or materially influence any decision made by SPELD NZ in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

18.13 Any transactions between SPELD NZ and any member, officer or member of the Board, or any associated persons will be at arm's length and in accordance with prevailing commercial terms on which SPELD NZ would deal with third parties not associated with SPELD NZ, and any payment made in respect of such transactions will 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.

18.14 This Rule is designed to ensure compliance with the requirements of the Incorporated Societies Act 1908 and SPELD NZ's charitable status, and will be interpreted and applied in a manner consistent with the requirements of that Act or its successors and with charitable status requirements. The provision and effect of this Rule will not be removed from this document and will be included and implied in any document replacing this document.

**19 General Meetings of SPELD NZ**

***Quorum at General Meetings***

19.1 At all General Meetings of SPELD NZ a quorum will be met if the following persons are present:

- a) at least 30 members who hold voting rights and a majority of the members of the Board.

***Speaking and voting rights at General Meetings***

19.2 All members have speaking rights at all general meetings of SPELD NZ. The Chairperson may grant speaking rights on request to persons who wish to speak during general meetings and who do not automatically have such rights under these Rules.

19.3 The following persons are entitled to have one vote at all general meetings of SPELD NZ:

- a) Elected members of the Board, including the Chairperson;

b) All Regular, Professional, and Honorary Life Members of SPELD NZ.

19.4 Voting at general meetings will be by show of hands but, a vote by ballot may be taken:

- a) if requested at the meeting, by way of a motion that is carried by a majority of votes; or
- b) by decision of the Board.

19.5 At all general meetings the Chairperson will also have a casting vote.

19.6 Unless otherwise specified in these Rules, all motions will be determined by a majority of eligible votes validly cast.

#### ***Proxy Voting at General Meetings***

19.7 Proxy voting on all business will be permitted at all General Meetings of SPELD NZ however they will not count towards the quorum of a meeting.

19.8 Proxies must be in the form approved by the Board and registered with the Executive at least seven days prior to the commencement of the meeting.

19.9 The Board has the discretion to reduce the timeframe in extenuating circumstances. Any such decision of the Board will be final.

19.10 The Board's decision on whether any proxy vote is valid will be final.

19.11 Proxy votes may be exercised by absent voters in the following manners:

- a) By indicating in the proxy form the vote the eligible voter wishes to cast;
- b) By appointing another member to attend the meeting and cast a vote on behalf of the absent member. Note: only current members eligible to vote may be appointed to exercise the proxy vote.

19.12 The Executive will keep a register of all proxy votes and persons appointed to exercise proxy votes.

19.13 The Board may make policies not inconsistent with these Rules for the management of proxy voting during the meeting. Without limiting the foregoing, such policies may include such matters as:

- a) Requiring members exercising proxy votes to sit in designated areas;
- b) Requiring members exercising proxy votes to call out the number of votes for and/or against a motion that the voter is exercising;
- c) Providing for proxy votes cast to be tallied prior to the meeting.

#### ***The Annual General Meeting***

19.14 The Annual General Meeting of SPELD NZ will be held, whenever practicable, **no earlier than five months** after the end of the financial year **and no later than nine months after the end of the financial year**.

19.15 Business of the Annual General Meeting will be:

- a) Minutes of the previous General Meeting(s);

- b) Annual Report of the Board, the Executive, and a joint report from the Regional Representatives for each Region;
- c) Reviewed Statement of Accounts for the previous year.
- d) Setting and approving membership fees;
- e) Election of members of the Board and Professional Standards Committee (as necessary);
- f) Remits notified;
- g) To arrange the venue and the approximate date of the next Annual General Meeting or any other notified General Meeting;
- h) Any other general business.

19.16 Deleted per remit 24 passed at the Annual General Meeting on 27 September 2014

### ***Special General Meetings***

19.17 The Executive will call a Special General Meeting of SPELD NZ on the direction of the Chairperson following:

- a) a majority decision of the Board;
- b) a majority decision of an Annual General Meeting or Special General Meeting;
- c) receipt by the Executive of a valid members' petition.

19.18 A members' petition must be in a form approved by the Board and:

- a) state the reason the meeting is being requested;
- b) be accompanied by any Remit proposed for consideration at the meeting;
- c) be signed by not less than two per cent of members with voting rights.

19.19 Where a Special General Meeting is called as a result of member's petition:

- a) the Board will determine the date and venue of the Meeting;
- b) the Meeting must be held not more than twelve weeks from the date on which the member's petition was received, unless the member agrees in writing to a later date.

19.20 Any matters provided for in these Rules as being determined by, or the business of, the Annual General Meeting may be conducted at a Special General Meeting called for that purpose.

- a) In such circumstances, where these Rules refer to the Annual General Meeting they will be taken to refer to the Special General Meeting.

### ***Chairperson and decision procedure at General Meetings***

19.21 The Chair at any General Meeting will be taken by the Chairperson, or in his or her absence, by the Deputy Chairperson, or by a suitable person determined by the Board who may or may not be a member.

### ***Remits to General Meetings***

19.22 All proposals for consideration at a General Meeting shall be in the form of a Remit or a General Business Item as follows:

- a) Remit: a change in the constitution or a matter arising out of the constitution
- b) General Business Item: any other matter.

19.22.1 These proposals must reach the Executive not later than twelve weeks prior to the General Meeting and be forwarded to the Board as soon as practicable after receipt. Copies will be distributed to all members not less than five weeks before the meeting.

19.22.2 If the Remit or General Business Item originates from the Board, the Board may accept the proposal or any variation to it at any time prior to the time at which the proposal must be distributed to the members of SPELD NZ.

### ***Observers at General Meetings***

19.23 Observers may attend general meetings only where they have the prior consent of the Board, and:

- a) will not participate other than by invitation of the Chairperson;
- b) must leave the meeting if requested to do so by the Chairperson.

### ***Notice of General Meetings and business***

19.24 For all Annual General Meetings the Executive will give members at least eight weeks' notice of the date and venue of the meeting and at least five weeks' notice of the agenda.

19.25 For a Special General Meeting the Executive will give members at least five weeks' notice of date, venue and business of such a meeting.

19.26 Notices (including notice of Remits) may be given to members by public notice which includes the SPELD NZ website, or by individual electronic communications.

## **20 Postal Ballots**

20.1 Where between Annual General Meetings the Board considers it appropriate to obtain a decision of the members, the Board may obtain such decision by way of postal ballot.

- a) Postal Ballots may be conducted by conventional or electronic means.

20.2 Postal ballots may not be used for Amendment to these Rules and may not be used in place of an Annual General Meeting or a General Meeting to consider a proposal about dissolution. Postal ballots may be used to conduct the following other business:

- a) Where an interim decision is required in respect of business normally reserved for an Annual General Meeting, a postal ballot may be taken and the decision will have effect until the next Annual General Meeting.
- b) All other business may be conducted and decided by way of Postal Ballot.

20.3 Postal Ballots will be determined by a majority of eligible votes validly cast.



20.4 In all other respects, the Rules applying to Special General Meetings apply to Postal Ballots.

- a) A member's petition may be determined by Postal Ballot if the member and the Board agree.

## 21 Amendments to these Rules

21.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a majority of not less than two thirds of eligible votes validly cast, provided that no amendment may be made which would:

- a) Alter the exclusively charitable nature or tax-exempt status of SPELD NZ or hinder compliance with the laws governing that nature and status (for example, Charities Act 2005 and revenue Acts);
- b) Alter the effect of the Rules precluding members and associated persons from obtaining any personal benefit from their membership;
- c) Alter the effect of the Rules as to winding up; or
- d) Be inconsistent with the requirements of the Incorporated Societies Act 1908 or its successors.

21.2 Any proposed motion to amend or replace these Rules will be given in writing to the Executive at least twelve weeks before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

21.3 At least five weeks before the General Meeting at which any such proposal is to be considered, the Executive will give notice to all members of the proposed motion, of the reasons for the proposal, and any recommendations from the Board in respect of the proposal.

## 22 Dissolution

22.1 A bare majority of eligible votes validly cast at a general meeting convened for the purpose may resolve that SPELD NZ be dissolved as from a date to be fixed by such a meeting, such resolution to be confirmed at a subsequent general meeting to be called as provided by section 24 of the Incorporated Societies Act 1908 or its successors.

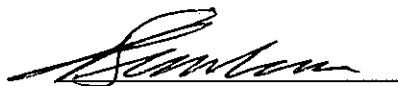
- a) If at the time of any such meeting this Rule is inconsistent with the requirements of the Incorporated Societies Act or its successors, the requirements of the Act will prevail to the extent of the inconsistency.

- b) For the avoidance of doubt, proxy voting is permitted at such meetings in accordance with Rule 19.

22.2 In the event of such a dissolution, the assets of SPELD NZ remaining after the satisfaction of all proper debts or liabilities will be paid to such charitable purposes within New Zealand as the general meeting of SPELD NZ will decide with the proviso that wherever possible the distribution will be guided by the principles expressed in the aims and objects of SPELD NZ as set out in these Rules.

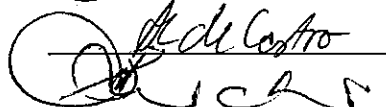
Signed by:

Chairperson



Date: 29/9/2019

Vice Chairperson



Date: 8/10/2019

Board Member



Date: 29/9/2019

