

## **Rules of Psychosynthesis Aotearoa New Zealand Australia (PANZA) Incorporated**

### **The Society**

#### **1.0 Name**

1.1 The name of the Society is Psychosynthesis Aotearoa New Zealand Australia (PANZA) Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 25 March 2011.

1.3 The Society will also have a Maori name, yet to be determined.

#### **2.0 Registered Office**

2.1 The Registered Office of the Society is: 68b Pemberton Ave, Glenfield, Auckland 0629.

#### **3.0 Purposes of Society**

3.1 The purposes of the Society are to:

- (a) be a professional association for Psychosynthesis practitioners in Aotearoa and Australia.
- (b) advocate in the interests of Psychosynthesis practitioners and trainees.
- (c) promote Psychosynthesis in Aotearoa and Australia and Australia.
- (d) provide a register of members of the society.
- (e) provide a membership certificate to all members of the society.
- (f) establish a Psychosynthesis professional journal in New Zealand.
- (g) provide professional development opportunities for members.
- (h) provide certificates confirming professional development course attendances.
- (i) organise conferences and seminars.
- (j) organise meetings as required.
- (k) do anything necessary or helpful to the above purposes.
- (l) Establish and maintain a web-page for the society.

3.2 Pecuniary gain is not a purpose of the Society.

## **MANAGEMENT OF THE SOCIETY**

### **4.0 Managing Committee**

4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

- (a) The Chair;
- (b) The Secretary;
- (c) The Treasurer;
- (d) Maori representative (a Maori name for this position will be determined);
- (g) Such other members as the Society shall decide.

4.2 Only full Members of the Society may be Committee Members.

4.3 There shall be a minimum of three Committee Members, in addition to the Officers.

4.4 The term for each Committee position will be three years. After which they may seek re-election at the AGM.

### **5.0 Appointment of Committee Members**

5.1 At a Society Meeting, the Members may decide by majority vote or consensus:

- (a) How large the Committee will be;
- (b) Who shall be the Chair, Secretary, and Treasurer;
- (c) Whether any Committee Member may hold more than one position as an officer.

5.2 The Maori representative shall be decided on by the members of the Maori caucus.

### **6.0 Cessation of Committee Membership**

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a Society Meeting.

(c) Their Term expires. And they do not seek re-election.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee any Society documents and property they may hold.

### **7.0 Nomination of Committee Members**

7.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by full Members and the completed nomination delivered to the Secretary (this can include by email). Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another full Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Committee Member is absent from three consecutive meetings without due reason or leave of absence the Chair may declare that person's position to be vacant.

### **8.0 Role of the Committee**

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and use money or other assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice;
- (e) Delegate responsibility and co-opt members where necessary;
- (f) Ensure that all Members follow the Rules;

- (g) Decide how a person becomes a Member, what types of memberships shall exist, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints and for the Code of Ethics;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations as required.

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision (or consensus decision) of the Society at a duly constituted meeting.

8.3 All decisions of the Committee can be by a majority vote or by consensus. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority or consensus decision of the Society at a duly constituted meeting.

## **9.0 Roles of Committee Members**

9.1 The Chair is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (three members of the Committee) exists;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, seal, and books except those required for the Treasurer's function;

- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes.

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

## **10.0 Committee Meetings**

10.1 Committee meetings may be held via video or telephone conference or Skype, or other formats as the Committee may decide;

10.2 No Committee Meeting may be held unless three of the Committee Members attend;

10.3 The Chair shall chair Committee Meetings, or if the Chair is absent, the Committee shall elect a Committee Member to chair that meeting;

10.4 Decisions of the Committee shall be by majority vote or consensus;

10.5 The Chair or person acting as Chair has a casting vote, that is, a second vote, if required;

10.6 Only Committee Members and invited members present at a Committee Meeting may vote or participate in a consensus process at that Committee Meeting.

10.7 Subject to these Rules, the Committee may regulate its own practices;

10.8 The Chair or his or her nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting (physically or virtually), if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and

place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **Society membership**

### **11.0 Types of Members**

11.1 Membership may comprise different classes of membership as decided by the Society.

11.2 Members have the rights and responsibilities set out in these Rules.

### **12.0 Admission of Members**

12.1 To become a Member, a person ("the Applicant") must have some form of Psychosynthesis training and/or qualification and:

(a) Complete an application form, if the Rules, Bylaws or Committee requires this;  
and

(b) Supply any other information the Committee requires.

12.2 The Committee may interview the Applicant when it considers Membership applications.

12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

### **13.0 The Register of Members**

13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 There shall be 3 categories of membership. These will be clinical (full) members, associate members and trainee members. Full clinical members shall have recognized Psychosynthesis counselling or psychotherapy qualifications. Associate members shall have other qualifications and/or experience deemed acceptable or equivalent by the Committee on a per case basis. Trainee members shall be enrolled in recognized Psychosynthesis

training courses. Persons with a Psychosynthesis counselling qualification (or equivalent) who are enrolled in further recognized Psychosynthesis training shall join as full clinical members unless otherwise decided by the Committee on a per case basis.

13.3 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.4 Each Member shall provide such other details as the Committee requires.

13.5 Members shall have reasonable access to the Register of Members.

#### **14.0 Cessation of Membership**

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, including breaching its Code of Ethics and Practice, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

(iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

(iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

(b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote or consensus terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. If the Termination Notice is not due to a breach of the Society's Code of Ethics and Practice, the Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

(e) The Society shall then by majority vote or consensus decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

### **15.0 Obligations of Members**

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

### **Money and other assets of the society**

#### **16.0 Use of Money and Other Assets**

16.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That use has been approved by either the Committee or by majority vote of the Society.

#### **17.0 Joining Fees, Subscriptions and Levies**

17.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall



(without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

### **18.0 Additional Powers**

18.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

### **19.0 Financial Year**

19.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

### **20.0 Assurance on the Financial Statements**

20.1 The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and

(c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## **21.0 Society Meetings**

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five 5 months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 20% of the Members regardless of membership type.

21.4 The Secretary shall:

(a) Give all Members at least 14 days Written Notice (this to include notice by email) of the business to be conducted at any Society Meeting

(b) Additionally, the Secretary will provide, as appropriate:

(i) A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,

(ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided.

(iii) Notice of any motions and the Committee's recommendations about those motions.

(iv) Any valid proxy votes that have been appropriately submitted regarding any items of business notified as part of any particular meeting.

(iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend and vote or participate in decision making at Society Meetings. All members are entitled to send in proxy votes to the Secretary until 4 working days before any particular meeting. A valid proxy vote must clearly indicate the name of the member voting and their membership class (i.e. clinical, associate or trainee) as well as their clear voting intention regarding any particular motion at a

meeting. Proxy votes must be in writing or via email to the secretary. No correspondence will be entered into regarding proxy votes.

21.6 No Society Meeting may be held unless at least 10 full Members attend. (This will constitute a quorum.)

21.7 All Society Meetings shall be Chaired by the Chair. If the Chair is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote/decide by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.
- (d) Consensus

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote. If any kind of ballot or vote is held the Secretary shall ensure that any valid proxy votes are included where relevant. Copies of all proxy votes will be retained by the Secretary in case of disputes.

21.9 If, in any meeting, it is decided that any decision shall be by voting in any form then there shall be a system where clinical members shall have 4 votes per person, associates shall have 2 votes per person and trainee members shall have 1 vote per person. This specifically includes proxy votes.

21.10 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chair's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business.

21.11 The Chair or his or her nominee shall adjourn the meeting if necessary.

22.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **22.0 Motions at Society Meetings**

22.1 Any Member may request that a motion be voted on or decided? ("Member's Motion") at a particular Society Meeting, by giving written notice (including by email) to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 20 % of eligible Members:

(a) It must be voted on at the Society Meeting chosen by the Member; and

(b) The Secretary must give the Member's Information to all Members (including by email) at least 14 days before the Society Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

### **Signing of documents**

#### **23.0 Signing of Documents**

23.1 Documents should be signed by whomever is authorised by the Committee.

### **Altering the rules**

#### **24.0 Altering the Rules**

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority or consensus of those full Members present and voting/deciding.

24.2 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.3 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **Bylaws**

### **25.0 Bylaws to govern the Society**

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection (or by email) by any member on request to the Secretary.

## **Common seal**

### **26.0 Common seal**

26.1 The Common Seal of the Society shall be kept in the custody of the Secretary.

26.2 The Common Seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Council.

26.3 Affixing of the Common Seal shall be attested by the signatures of the Chair and one member of the Committee.

## **Winding up**

### **27.0 Winding up**

27.1 If the Society is wound up:

(a) The Society's debts, costs and liabilities shall be paid;

(b) Surplus Money and Other Assets of the Society may be disposed of:

- (i) By resolution; or
  - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to:
- (i) an organisation determined by the final Committee
  - (ii) that if possible that organisation be one that the Committee considers will in some way further the interests of Psychosynthesis in Aotearoa or Australia, or
  - (iii) if (ii) is not possible, then a charitable organisation that the Committee considers has purposes that are not in conflict with the purposes of this Society.

## Definitions

### 28.0 Definitions and Miscellaneous matters

#### 28.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting. Who is entitled?
- (b) "Consensus" means that all those present and eligible to vote at a Meeting may decide together as a group to accept a resolution put to the meeting. Consensus does not mean complete agreement or unanimity but means general agreement where people are accepting of a decision but may still choose to express their reservations or disagreements.
- (c) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (d) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (e) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

(f) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

(g) It is assumed that

(i) Where the singular is used, plural forms of the noun are also inferred

(ii) Headings are a matter of reference and not a part of the rules

(h) Matters not covered in these rules shall be decided upon by the Committee.