



SPEECH COMMUNICATION ASSOCIATION (NZ) INC

CONSTITUTION

“A”

1 NAME AND REGISTERED OFFICE

1.1_ The name of the Association shall be Speech Communication Association of New Zealand Incorporated, hereinafter referred to as the “Association”.

1.2_ The registered office of the Association shall be at such place as the Council shall from time to time determine and notice of the situation of the office and of any change shall be given to the Registrar.

2 DEFINITION

Speech communication includes, but is not limited to, public speaking, debating, all aspects of theatre and drama, oral communication in all formal and informal situations, voice production and voice care.

3 OBJECTS

3.1 The primary objects of the Society are those charitable objects and purposes which are recognised by the Court of New Zealand as being charitable, including to:

- (a) Promote, foster and encourage better speech communication in all possible ways,
- (b) Promote, foster and encourage improvement in standards of speech communication in the community,
- (c) Organise educational activities to promote and improve communication skills,
- (d) Facilitate the exchange of ideas on the practice of speech communication, and
- (e) Do any act or thing incidental or conducive to the attainment of any of the above objects.

3.2 Notwithstanding Rule 3.1 and without detracting from the primary objects of the Society:

- (a) The Society shall be limited in furthering its objects to the advancement of charitable purposes in New Zealand,
- (b) No member of the Society shall derive any personal pecuniary gain from membership of the Society,
- (c) The Society may establish codes of conduct applicable to members, and
- (b) The Society may make regulations or bylaws to advance the attainment of any of the above objects

4 MEMBERSHIP

- (a) All persons who are engaged or interested in the practice of speech communication shall be eligible to become members of the Association.
- (b) Those members who meet the requirements below shall be entitled to apply to become registered teachers (RTSCA). An applicant for registration shall:
 - (i) have not less than two years approved practical teaching experience and
 - (ii) hold the completed Licentiate Teaching Diploma of the New Zealand Speech Board or Trinity College, London, or other such qualifications from recognised institutions as the Council may from time to time determine.
- (c) Every applicant for admission or election to any class of membership shall satisfy the Council that s/he has fulfilled the requirements specified in these Rules and shall produce such evidence as the Council deems necessary.
- (d) Every applicant for membership shall sign a form of application to be prescribed by the Council specifying the class of membership applied for and by which s/he shall undertake to be bound by these Rules and by Bylaws made hereunder and by the Code of Professional Conduct adopted by the Association and shall furnish such information concerning the application as may be required by the Council.

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- (e) The Council shall consider each application at its next meeting and accept or decline the application. The Council is not obliged to give reasons for any decision.
- (f) The Association shall keep an up to date record of the following particulars:
 - (i) the name of each member
 - (ii) the postal address and contact telephone numbers of each member
 - (iii) the membership class in which s/he is listed
 - (iv) the date of registration and classification
 - (v) such other particulars as the Council may determine.

The record shall be known as the Membership List, and shall be available for inspection by all classes of members.

5 CLASSES OF MEMBERSHIP

The members of the Association shall be classified and defined as follows:

- (a) **Affiliate:** a person who is actively interested in the objects of the Association.

Affiliate members who are actively engaged in teaching and who are eligible to apply for Registered Teacher status must apply to be admitted as a Registered Teacher within six (6) months of completing the qualifications and the requirements for teaching experience. Failure to apply is a breach of the Code of Ethics and can be the subject of a complaint under Rule 26.

- (b) **Registered Teacher:** a person who holds the completed Licentiate teachers' diploma of the New Zealand Speech Board or Trinity College, London, or other such qualifications from recognised institutions as the Council may from time to time determine, and who has not less than two years adequate approved practical teaching experience.

In the case of applicants who trained overseas, such teaching practice as the Council in its discretion deems relevant to the practice of the teaching of voice production, speech communication and/or public speaking, the art of acting, including movement, mime, characterisation and theatrecraft generally. Such members are entitled to use the title, Registered Teacher Speech Communication Association and may use the initials RTSCA.

- (c) **Fellow:** a registered teacher member elected to this category who meets the requirements below, who is elected by the unanimous vote of Council, and who has been a member of the Association for at least ten (10) years.

Candidates for election as Fellows must meet the following additional criteria:

- (i) have a high degree of competence in the practice of speech communication
- (ii) have contributed significantly to the enhancement and development of speech communication
- (iii) have contributed significantly to the enhancement and development of the Association.

A Fellow is entitled to use the title, Fellow of the Speech Communication Association and may use the initials FSCA.

- (d) **Honorary Member:** Council may confer honorary membership of the Association, for one year only, on a public figure who has shown particular skill or artistry in any of the fields of public speech or communication. Honorary members do not enjoy any powers or privileges under the Constitution.
- (e) **Honorary Life Members:** Council may confer honorary life membership on persons, (not necessarily teachers or former teachers of speech communication), considered worthy of such distinction. The recipients are to be persons who have shown outstanding ability or interest in the objects and activities of the Association. Honorary Life Members enjoy all the powers and privileges of members under the Constitution.

- (f) **Patron:** The Council may from time to time elect not more than three patrons, who shall be persons of exceptional standing, and shall hold office at the pleasure of the Council. Patrons will not enjoy any powers or privileges under the Constitution.

- (a) **Institutional Member:** An institution may become a member for a lesser subscription rate if it includes in its programmes the teaching of speech, communication and performing arts. Institutional Membership does not entitle the holder to a vote at the Annual General Meeting or at any Special General Meeting. The rate of subscription will be confirmed at each Annual General Meeting.

6 GOVERNANCE

6.1

- (a) A Council shall manage the affairs of the Association. The Council is responsible and accountable to the Association in general meeting, but may act on its own initiative, giving due consideration to directives from General and Special Meetings of members.

- (b) The Council shall have the following specific authorities:
 - (i) To receive and determine applications for membership
 - (ii) To authorise expenditure
 - (iii) To formulate and adopt Bylaws legislating for matters not specifically covered in the Constitution. Each Bylaw must be advised in writing to all members within one month after its adoption. Following their adoption, Bylaws shall be published in the next scheduled edition of the Association's official newsletter and shall be binding on members in the manner and to the extent provided in the Bylaw.
 - (iv) To approve the formation of Branches of the Association and determine their powers, rules and policies.

6.2 ADMINISTRATOR

The Council shall have authority to appoint a competent person to be Administrator and to define his/her functions, powers and duties, conditions of appointment, remuneration and the process of termination of that appointment.

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7.0 COUNCIL

- (a) The Council shall consist of the President, the Immediate Past President (who shall hold office for one year only) and six elected members.
- (b) Only persons in the membership categories in Rule 5 (b) or (c) shall be eligible to hold office as President or Vice President.
- © The elected members to be elected at each Annual General Meeting shall be elected by members having the right to vote and voting personally or by proxy or by post **or by email communication** and shall take office at the conclusion of the meeting.
- (d) A Council member (or members) shall stand down after a two-year term but may stand for re-election at the Annual General Meeting. The Council may fill any casual vacancies by such methods as it from time to time decides.
- (e) The President and elected members shall hold office for a period of two years except in the case of an appointment to fill a casual vacancy which shall last as long as the term of the member being replaced.
- (f) The Council shall at the first Council meeting after the conclusion of the Annual General Meeting elect one of their number to act as Vice President.
- (g) If the office of President becomes vacant between Annual General Meetings the Council shall fill the vacancy by appointing the Vice President as President. If the Vice President is unable to fill the position then Council shall make an appointment from the remaining members of the Council. The person appointed shall hold office until the next Annual General Meeting of the Association.
- (h) All members of Council must be financial members of the Association.

8 CO-OPTIONS

- (a) The Council may from time to time co-opt **members** of the Association to the Council provided that the **members are** eligible for election to the Council. Any such co-option shall automatically terminate on the day before the next Annual General Meeting. Co-opted members shall not while they remain co-opted members hold the position of President or Vice President but are entitled to stand for election as elected members.
- (b) Branch committees may co-opt members of any category but no such co-opted member shall hold the position of President

9 BRANCHES

- (a) The Council may approve the formation of a branch pursuant to a written request signed by a majority of members residing in the area of the proposed branch and having the right to vote at a general meeting of the Association.
- (b) The Council shall define the area covered by each branch and shall have power to direct branches to amalgamate.
- (c) The offices of each branch shall be managed by a Committee. Branches shall operate autonomously, shall keep proper accounting records, minutes of meetings, comply with the directions of the Council and meet all other requirements as laid down by the Council including but not limited to the following:
 - (i) Each branch shall hold an Annual General Meeting of which notice shall be given (Rule 11).
 - (ii) Each branch shall have a chairperson (who must be a Registered Teacher), a secretary and a treasurer or a secretary/treasurer and Committee members. The branch, at a general meeting shall decide how many Committee members there shall be and may change it at any subsequent general meeting.
 - (iii) The branch secretary shall call for nominations for office bearers at least fourteen (14)

days prior to each Annual General Meeting. Nominations must be in writing and received by the branch secretary by 5pm on the day preceding the meeting.

(iv) Nominations shall be signed by a proposer and seconder, and each nominee shall signify agreement to such nomination.

(v) Office bearers shall be elected by members voting personally or by proxy at the Annual General Meeting and the office bearers so elected shall take office at the conclusion of the Annual General Meeting.

(vi) If insufficient nominations are received to fill all positions, any vacancy may be filled by nominations from the floor at the Annual General Meeting.

(vii) Branch members and office bearers must be financial members of the Association.

(d) Except with the express prior consent in writing of the Council no branch shall have power to incorporate as a separate entity.

(e) Other provisions regarding branch activities appear as Rules 8, 10, 11, 14, 15, 17, 20, 23 and 29.

10 FINANCIAL YEAR AND MEETING DATES

The Annual General Meeting of each branch shall be held no later than 30th September in each year.

The financial year of the Association and of each branch shall be deemed to end on 30th June in each year.

The Annual General Meeting of the Association shall be held no later than 31st October in each year. The Council shall determine the date of the Annual General Meeting and the Administrator shall give notice of it to members in the manner provided in these Rules in sufficient time to enable members to make nominations or bring business before the meeting.

11 NOTICES OF MEETINGS

11.1 Branch members shall be given 14 clear days notice of a general meeting and shall be given notice of a special meeting as provided in Rule 23.

11.2 Association members shall be given 14 clear days notice of a general meeting and shall be given notice of a special meeting as provided in Rule 23.

11.3 Notice shall be given in a manner permitted by Rule 29.

11.4 Every notice shall state as informatively as is reasonably possible the nature of the business to be transacted.

12 **NOMINATIONS**

(a) The President and Council Members shall be elected at the Annual General Meeting of the Association, by the votes of those present in person or by proxy or by postal ballot, and shall take office at the conclusion of the meeting at which they are elected.

(b) Nominations for the offices of President and Council Members shall be called for by the Administrator not less than sixty (60) days before the Annual General Meeting and shall be circulated to members not less than fourteen (14) days before such meeting. Nominations may be called for from the floor if insufficient nominations are received by the due date.

(c) Nominations for the President and Council shall be signed by the proposer and seconder both of whom must be financial members. The nominee shall signify in writing the acceptance of such nomination.

13 **NOTICES OF MOTION**

If a member desires to bring a motion before any general meeting of the Association thirty (30) days notice must be given to the Administrator. This shall not prevent additional matters being introduced at an Annual General Meeting if a majority of those present agree.

14 QUORUMS FOR ALL MEETINGS

The quorum for any general meeting, whether a general or special or branch committee or the Council, shall be twenty (20) members or 25% of the members entitled to vote (whichever is the lesser number) except for the Annual General Meeting of the Association **where the quorum shall be no fewer than ten (10) members personally present and entitled to vote.**

15 VOTING RIGHTS

- (a) All members (in every class of membership) shall have the right to vote at all general meetings of the Association and at the branch of which s/he is a member. Each member shall have one vote.
- (b) Every question to be decided at a meeting shall (except as provided in Rule 16) be decided first on the voices of those entitled to vote personally or by proxy. If the Chairman of the meeting so directs the vote shall be by a show of hands.
- (c) If any member requests, a ballot shall be held of those personally present or voting by proxy, and entitled to vote.
- (d) If, in a show of hands or a ballot, there is an equality of votes the Chairman shall have the right to exercise a casting vote in addition to his/her deliberative vote.
- (e) Meetings of the Association and of a branch shall be conducted in accordance with the rules of debate.

16 POSTAL BALLOT

- (a) Any member who is entitled to vote may exercise a postal vote for the election of officers of the Association.
- (b) The postal vote must be received or deposited at the Administrator's office by noon five days preceding the Annual General Meeting and such postal ballot papers shall remain

unopened until the members present at the Annual General Meeting vote personally or by proxy and shall then be included in the count.

- (c) No member who has elected to exercise his/her right to a postal vote may vote in person, on the election of officers of Council at the Annual General Meeting.

17 **USE OF PROXY**

A member may authorise in writing another member to vote on his or her behalf by proxy at any general meeting of the Association or branch. Such authority shall be in the hands of the Administrator, in the case of an Annual General Meeting, or the Branch Secretary, in the case of a branch meeting, five (5) days before the date of the meeting at which the proxy is to be exercised.

18 **POSTAL VOTE**

When the Council considers it impracticable to call a Special General Meeting of the Association it may conduct a postal or email vote on the issue, in such a manner as the Council may determine.

19 **ANNUAL FEES**

- (a) The fees and subscriptions payable by members for each financial year shall be determined at each Annual General Meeting of the Association.
- (b) The initial annual subscription of members shall be determined and payable at the time of their approval for membership by the Council and in subsequent years shall be payable annually.
- (c) A member of any class whose subscription remains unpaid for three (3) months after the date on which it becomes due shall receive a notice in writing from the Administrator incorporating a warning that if the subscription remains unpaid for one month after the date of the warning the member's name will be removed from the Membership List.
- (d) On the expiration of the notice the Administrator shall remove the member's name from

the Membership List and the member shall be advised that Council has taken this action.

20 **FINANCIAL AUTHORITY**

- (a) The Administrator shall receive all monies payable to the Association and shall be authorised to pay out of the funds of the Association any expenditure approved by Council. The Administrator shall keep a proper record of the income and expenditure of the Association and shall produce a statement of accounts made up to 30 June each year, not later than the last day of the following August.
- (b) The secretary/treasurer, or treasurer, of each branch shall keep a proper account of the income and expenditure of the branch and shall produce a statement of accounts to the branch meeting to 30 June each year, not later than the last day of the following August. A copy of the accounts shall be sent to the Administrator by the same date.
- (c) Each Annual General Meeting of the Association shall appoint an Auditor.

21 **PECUNIARY GAIN**

No member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association in circumstances in which they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is at market rates and is reasonable and is derived from:

- (a) Services to the Association rendered in the course of a business or profession and/or
- (b) Interest on monies lent at no greater rate than current market rates.

22 **ALTERATION OF THE CONSTITUTION**

22.1 These Rules may be altered by a resolution (of which due notice has been given with particulars of the proposed alteration) passed by a majority of at least two thirds of the members either personally present or voting by proxy or at a general meeting of the

Association or voting by postal ballot or by email.

22.2 No resolution altering the charitable objects of the Association or the provisions of Rules 21 or 28 of this Constitution shall be passed that would result in the Association ceasing to be recognised as a charitable entity.

22.3 The provisions and effect of paragraph 22.2 shall not be removed from the Constitution and shall be included and implied in any Constitution replacing this Constitution.

23 SPECIAL MEETINGS

(a) A special meeting of the Association shall be called on request in writing by at least ten (10) members of the Association. This request to the Administrator shall state the reasons for the meeting, which must be held within thirty (30) days of the date on which the request was received.

(b) A special meeting of a branch shall be called on request in writing by at least six (6) members of the Association who are members of that branch or by a majority of members of that branch. The written notice to the Secretary of the branch shall state the reasons for the meeting, which must be held within fourteen (14) days of the date on which the request was received.

(c) The Council may call a special meeting of the Association.

24 CERTIFICATE OF MEMBERSHIP

(a) A Certificate of Membership, in a form approved by the Council, shall be issued to Registered Teachers and Fellows.

(b) Such a Certificate shall be surrendered to the Administrator if and when the person holding the Certificate ceases to be a member.

25 RESIGNATIONS

A member wishing to resign from the Association shall give the Association notice in writing addressed to the Administrator as provided in Rule 28. A member will be liable for the annual subscription payable in the financial year in which his/her resignation takes effect.

26 COMPLAINTS

- (a) The Council may, when it deems it necessary, appoint a special Complaints Committee, which may include Fellows and Council members, to hear complaints, especially those laid under the Professional Code of Conduct (as printed in the annual Register of the Speech Communication Association (NZ) Inc.).
- (b) The Complaints Committee and the Council shall be entitled to obtain the assistance of a Solicitor or Counsel.
- (c) Following receipt of a complaint in writing that is deemed grave enough for a committee to investigate, the committee shall send a copy of the complaint to the member, invite that member to respond and to indicate whether s/he wish to be present when the complaint is heard. The Council Committee shall then enquire into the alleged act or failure complained about. If the committee decides that the complaint is sustained, and if the alleged act or failure is judged prejudicial to the Association or to the prestige of the speech communication profession in New Zealand, the Complaints Committee may recommend to the Council that a penalty be imposed, such penalty being one of, or a combination of, the following:
 - (i) Censure
 - (ii) The imposition of a fine, the level of which may be recommended by the committee and ratified by the Council
 - (iii) A request for temporary suspension of membership
 - (iv) The resignation of the member, or in default of resignation the termination of the membership of that person.

- (d) Any member whose action or failure is being enquired into under this clause shall, if the Complaints Committee decided to proceed after a preliminary investigation, have the right to appear before the committee and shall have the right to legal representation.
- (e) Every recommendation of the Complaints Committee shall be conveyed in writing to the Council and decided by the Council at their next meeting.
- (f) The decision of the Council shall be conveyed to the member in writing.
- (g) Any penalty shall not become effective until the member under complaint, with legal representation if s/he desires, has been given the opportunity to appear before the Council.
- (h) Any penalty recommended by the Complaints Committee may be reduced, but not increased, by the Council if two-thirds of the members of the Council so decide.
- (i) The Complaints Committee may recommend to the Council that the proceedings of the case be published in the Association's official publication of the time.

27 **COMMON SEAL**

The Association shall have a common seal which shall be kept in the custody of the Council and shall not be affixed to any document, except pursuant to a resolution of the Council and in the presence of the President or Vice President and one other Council member and the Administrator.

28 **NOTICES**

- (a) Any notice required to be given to any member may be delivered personally or sent by post in a prepaid letter addressed to the member at the latest address supplied by the member to the Association, or sent by fax or email. If sent by post it shall be deemed to have been given on the day on which the letter would have been received in the ordinary course of post.

- (b) A notice to the Association may be delivered personally to its registered office or sent by post in a prepaid letter addressed to the Association at its registered office or sent by fax or email. If sent by post the notice shall be deemed to have been given on the day on which the letter would have been received.

29 **WINDING UP**

- (a) The members of the Association may resolve to wind it up but only pursuant to a resolution recommended or approved by the Council duly notified to members and carried by a majority of the members voting in person, by proxy or by postal vote, at a duly constituted general meeting of the Association held for that purpose.
- (b) If, on winding up or dissolution of the Association, there remains after the satisfaction of all debts and liabilities any property whatsoever it shall not be paid to or distributed among members of the Association but shall be given by being transferred or paid to some other approved charitable organisation or body within New Zealand having objects similar to the objects of the Association or for some other charitable purpose within New Zealand as shall be determined at the meeting at which the resolution was passed.

Signed this day of _____

.President Glenda Pearce _____

Vice President Diane Radford _____

Administrator Lisa McLean _____

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