

CONSTITUTION

OF

NEW ZEALAND

LACTATION CONSULTANTS

ASSOCIATION

INCORPORATED

1 NAME

The name of this society is the New Zealand Lactation Consultants Association Incorporated, hereinafter called the Association.

2 INTERPRETATION

(i) In these rules, unless otherwise stated:

Financial Year means the year ending 31st December.

General Meeting means a general meeting of members convened in accordance with these Rules.

Member means an ordinary member of the Association.

National Executive means the administrative committee of the Association, hereafter called the Executive.

Branch means a group of NZLCA members based in a particular geographic area.

Officer means a member of the National Executive.

Qualification means the qualification accepted by the Association as the qualifications necessary for a Lactation Consultant.

Subscriber means a person, not a member, who has paid the required annual fee to receive the Association's newsletter.

(ii) In these Rules, a Lactation Consultant means a person who has successfully passed the International Board of Lactation Consultant Examiners Inc. (IBLCE) certification examination or any future equivalent examination or assessment or certification process approved by the Association.

3 STATEMENT OF PURPOSE

The purpose for which the Association is established is to foster optimal maternal and child health by protecting, promoting and supporting breastfeeding and the use of human milk for infants, by means including the following:

- (i) TO provide mutual support and education for New Zealand Lactation Consultants.
- (ii) TO foster an awareness in Health Professionals of human milk feeding as an important preventative health measure, and to provide continuing professional education.
- (iii) TO create an awareness in the community of the importance of human milk and breastfeeding; and of the hazards of breastmilk substitutes.
- (iv) TO provide a forum for discussion and regular communication between Lactation Consultants.
- (v) TO produce written and audio-visual materials on issues of concern to Lactation Consultants and to professional and lay counsellors.

- (vi) TO evaluate existing programmes about lactation in universities, colleges and other relevant institutions, and if deemed necessary to suggest changes.
- (vii) TO make representations to relevant authorities on issues of concern to Lactation Consultants and to serve as an Advisory Body for such authorities.
- (viii) TO liaise with manufacturers/providers of goods and services used by breastfeeding women and to evaluate such goods and services.
- (ix) TO maintain a directory of appropriate certified Lactation Consultants and human milk banks in New Zealand.
- (x) TO co-operate with other organisations within New Zealand similar to NZLCA.
- (xi) TO encourage, stimulate, establish funds for and aid research and investigation into all aspects of lactation and infant feeding.
- (xii) TO support the International Code of Marketing of Breast Milk Substitutes, interpreted by the World Health Organisation and the World Health Assembly.

4 MEMBERSHIP

The Association shall consist of:

- (i) Ordinary members: being persons who have qualified as Lactation Consultants as defined in Rule 2(ii); who support the Purposes of the Association; and who are admitted to membership according to the provisions of these rules.
- (ii) Honorary members: being persons who have consistently promoted and supported the purposes of the Association and who are elected by a two thirds majority of the Association.
- (iii) Subscribers: being persons who have paid a subscription for the purpose of receiving the newsletter and supporting the Association.

- 5(i) Ordinary members shall be entitled to nominate officers and shall be entitled to serve on the Executive, and to vote at general meetings either in person, or by postal ballot and shall be entitled to receive such other benefits as shall be determined by the Association from time to time.
- (ii) Honorary members shall be entitled to all the privileges of membership as set out in Rule 5(i).

6(a) An application by a person to become a member of the Association shall be:

- (i) made in writing in a form determined by the association.
- (ii) lodged with the Membership Secretary.
- (iii) accompanied by proof of qualification as appropriate.
- (iv) accompanied by the signed declaration and appropriate annual subscription.

- (b) Membership applications which meet the criteria of the Association will be presented at the next meeting of the Executive.
- (c) Upon an application being approved, the Membership Secretary shall immediately notify the applicant in writing.
- (d) The Membership Secretary shall enter the applicant's name in the Register of Members, and the applicant shall then be deemed to be a member.
- (e) A right, privilege or obligation of a person by reason or membership of the Association:
 - (i) may not be transferred to another person
 - (ii) terminates upon cessation of membership whether by death or resignation or expulsion.

7 REGISTER OF MEMBERS

The Membership Secretary shall keep and maintain a Register of Members recording the full name, address and date of qualification and details of that qualification, and the date of entry of the name of each member and the date of any resignation. The Register shall be available to inspection on request by any members. A fee may be charged.

8 STANDARDS OF PRACTICE

- (i) Standards of practice determined by the Association shall be binding on all members.
- (ii) Standards of practice may be amended or added to at a general meeting properly convened for the purpose provided that any such amendment or addition is accepted by not less than a two thirds majority of those members voting.

9 CESSATION OF MEMBERSHIP

- (a) A member shall cease to be a member if:
 - (i) The member notifies the secretary in writing of the decision to resign.
 - (ii) The member has failed to remit the outstanding fees within two calendar months of the fees becoming due and payable. This may be waived at the discretion of the Executive.
 - (iii) The member has been expelled from the Association according to the provisions of these Rules.
- (b) The Secretary shall forthwith enter the date of resignation or expulsion of the member in the Register of Members.

- 10 (a)** Subject to the Rules of the Association may, by a two thirds majority vote, expel a member from the Association if the Association is of the opinion that the member:

- (i) has refused or neglected to comply with these Rules
- OR (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests or Purposes of the Association.
- (b) The Member shall be given ten days (10) notice in writing of such a complaint and invited to submit a written answer to present a personal statement of discussions within the Association. The notice of meeting shall be forwarded to the members last known address.
- (c) (i) The member shall be given an opportunity to be heard.
(ii) The members shall vote by secret ballot on whether the expulsion shall be confirmed or revoked. A 2/3 majority vote will decide.

11 ALTERATIONS TO RULES

- (i) The rules of the Association may be altered, amended, rescinded or repealed and new rules may be made by the Association in an annual or special general meeting provided that no alteration in the rules shall be allowed if in any way the alteration alters the charitable nature of the objects of the Association.
- (ii) A resolution altering the rules shall be passed by a two thirds majority, provided that due notice has been given to members in writing of the intention to seek alteration at least fourteen (14) days prior to the meeting.

12 ANNUAL GENERAL MEETING

- (i) The Annual General Meeting of members shall be held once in each calendar year at such time and place as the Executive shall determine.
- (ii) The purpose of the Annual General Meeting shall be to:
 - (a) confirm the minutes of the preceding annual general meeting and of any other general meeting held since that meeting.
 - (b) receive the report of the Executive for the preceding year.
 - (c) receive the financial statements for the preceding year.
 - (d) elect the officers of the Association.
 - (e) transact any special business of which notice is given in accordance with these rules.

13 SPECIAL GENERAL MEETING

- (i) All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (ii) A special general meeting may be called by the National Executive at any time and shall be called upon the request in writing to the Secretary of 2 or more members.

- (iii) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary.
- (iv) Should the Executive not convene a special general meeting within one calendar month after the date on which the requisition is received, the members making the requisition may convene a special general meeting to be held not later than 3 calendar months after that date.
- (v) The same notice and quorum shall be required as for the annual general meeting.

14 NOTICE OF GENERAL MEETING

- (i) Not less than 14 days, or if a special resolution is proposed not less than 21 days notice of any general meeting shall be given to every member of the association, except that not less than 28 days notice shall be given of the Annual General Meeting.
- (ii) A notice or any other document may be served upon any member either personally or by pre-paid post at the address of the member in the Register of Members. Accidental omission to give notice shall not invalidate the meeting in question.
- (iii) The notice shall state the date, and the time and the place of the meeting, and the nature of the business to be transacted at the meeting.
- (iv) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

15 Any member desiring to bring any business before the general meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next general meeting after the receipt of the notice, and where that date for the meeting has already been fixed notice shall be given to the Secretary not less than 35 days before the date of the meeting.

16 PROCEEDINGS AT MEETINGS

- (1) Five members in number present in person shall constitute a quorum for the transaction of the business of the general meeting.
- (2) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and at the same place unless another time and/or place is specified by the Chairperson at the time of the adjournment, except if the meeting is convened on the requisition of members, in which case the meeting shall lapse.
- (3) If at the adjourned meeting a quorum is not present within half an hour after the time for the commencement of the meeting, the members present, being not less than 4, shall be a quorum.

17(1) The President, or in the absence of the President, the Vice-President, shall chair each general meeting of the Association.

(2) If the President and the Vice-President are both absent from a general meeting, the members present shall elect one of their number to chair the meeting.

18(1) The Chair of the general meeting at which a quorum is present, may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) No notice of an adjournment is necessary except where a meeting is adjourned for more than 21 days, in which case a like notice of the adjourned meeting shall be given as in the case of the general meeting.

19(1) Each ordinary or honorary member shall be entitled to one vote on each motion.

(2) The chair of the meeting shall be entitled to vote and in the event of an equal division shall have a second or casting vote.

20 A question arising at a general meeting of the Association shall be determined on a show of hands unless before, or on the declaration of the show of hands, a poll is demanded by not less than 3 members which shall be taken in such manner as the Chair may direct and the resolution of that show of hands or the poll as the case may be, shall be deemed to be a resolution of the meeting on that question.

21(1) If a poll is demanded, the National Executive will cause a postal ballot to be taken on any business of which due and proper notice has been given, provided that the manner in which the ballot is conducted maintains the confidentiality of the way in which the vote is exercised.

(2) Where the National Executive determines to conduct a ballot a member may either vote in person or by post.

22 A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid.

23 ADMINISTRATION

The affairs of the Association shall be managed by the National Executive.

24 THE NATIONAL EXECUTIVE

- (1) Shall administer the national business and affairs of the Association on behalf of the members.
- (2) Has power, subject to these Rules, to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of the Association.
- (3) Shall have power to establish sub-committees and to appoint members to such sub-committees and such sub-committees shall report to the National Executive in such manner as it requires.
- (4) May delegate its powers to such other members or groups of members as it may from time to time determine.

25(i) (1) The National Executive shall consist of at least 4 members, as elected at the Annual General Meeting, or by postal ballot if the Annual General Meeting so decides, and the Editor of Issues as a non-voting member, and such committee members as the Annual General Meeting may deem necessary. Positions shall include President, Vice President, Secretary, and Treasurer and these specific offices may be decided among the elected members themselves.

(2) In the event of a casual vacancy occurring in the National Executive, the Executive may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the next Annual General Meeting following the date of the member's appointment.

(3) Each member of the Executive shall hold office for 12 months and may seek re-election, provided that no member of the Executive shall hold office continuously for longer than 3 consecutive terms.

(4) No member shall be elected to more than one position nor shall any member be competent to hold more than one position at a time.

25(ii) RESPONSIBILITIES OF OFFICERS

(a) (i) The Secretary shall be responsible for the preparation and circulation of the minutes of the resolutions and the proceedings of each general meeting and meeting of the National Executive and of maintaining such records in books provided for the purpose.

(ii) Except as otherwise provided in the Rules or by the National Executive, the Secretary shall maintain and keep all books, documents, records and correspondence of the Association.

(b) (i) The Treasurer shall:

1. collect, receive and bank all moneys due to the Association and make all payments authorised by the National Executive;
2. keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;

3. prepare periodical financial reports as directed by the National Executive;
4. keep under control all securities and financial records of the Association.

26 POWERS OF THE ASSOCIATION

The Association shall have the following powers:

- (a) To purchase, take on lease, hire, acquire or manage real and personal property in such a manner as the Association may think fit.
- (b) To invest, deal with, dispose of and sell all or any part of the Association's funds or property in such a manner as the Association may think fit.
- (c) To borrow, raise or secure the payment of moneys in such a manner as the Association may think fit.
- (d) To hire or remunerate any person or company for services in or about the formation, organisation, extension, promotion, training and business of the Association, provided that any payments made are reasonable and no greater than current market rates.
- (e) To contract for money or money's worth the services of persons or groups to carry out meetings or workshops in accordance with the aims, objectives and philosophy of the Association.
- (f) To hire out facilities to persons or groups carrying out the aims, objectives and philosophy of the Association.
- (g) To charge a fee to organisations or individuals seeking the assistance of the Association by way of educative material or presentations.
- (h) to receive koha, subscription dues, subsidies, grants endowments, legacies, loans, bequests or donations from individuals or organisations whether the money, goods or services offered are in response to services provided by the Association or otherwise, provided that the Association may decide, by consensus, to reject any donation if the acceptance of it would for any reason compromise the aims, objectives or philosophy of the Association.

27 FINANCE

- (a) An annual subscription shall be payable set by the Association.
- (b) The Association shall cause proper books of accounts to be kept in which shall be recorded in full true and complete accounts of the affairs of the Association.
- (c) Any charges applied for using the Association's facilities shall be fixed by the Association.
- (d) The Association may as and when necessary authorise the payment of reasonable out of pocket expenses of any member of the Association, incurred on behalf of the Association, which shall be paid from Association funds.
- (e) No person shall have any proprietary right to any of the property or funds of the Association.

- (f) The Treasurer shall have general responsibility to the Association for the financial affairs and accounting of the Association, and specific responsibilities as detailed in rule 25(ii)(b).
- (g) The funds of the Association shall be held in any account(s) with such financial institutions as decided by the Association.
- (h) It shall be necessary for withdrawals from the Association's funds to be signed by any two nominated signatories, one being an officer of the Executive, and another Association Member.
- (i) All monies received by the Association shall be acknowledged at the time on a number receipt of the Association. A duplicate of each receipt shall be retained by the Treasurer in the receipt book.
- (j) The Association may authorise the payment of salary to Association members and other persons who are engaged to carry out duties on behalf of the Association, provided that any payments made are reasonable and no greater than current market rates.
- (k) No financial commitments are to be entered into and no payment made without the prior approval of the Society. That approval shall be recorded in the Minutes of the Meeting at which approval is given.
- (l) The Association may authorise the payment of funds to further the aims and objectives of the Association.

28 COMMON SEAL

The Association shall have a Common Seal which shall be kept in the custody of the Treasurer and shall be used whenever the common Seal of the Association requires to be impressed on any instrument and the same shall be affixed pursuant to a Resolution of the Association and in the presence of and attested by any two of the representative trustees; as appointed by the Association.

29 AUDITOR AND SOLICITOR

An honorary auditor and honorary solicitor may be appointed at the annual general meeting.

30 WINDING UP

- (a) If the Association should be wound up any surplus funds and/or assets realised upon winding up, shall, after payment of liabilities, be transferred to another group with similar aims and which is recognised as charitable for the purposes of the Revenue Act of New Zealand. The decision will be made by the remaining Association members at a General Meeting in terms of Rule 30 (b).
- (b) The Society, in the event of winding up, Will be wound up in terms of Section 24 of the Incorporated Societies Act 1908.
 - (i) If the Society Members decide it shall be wound up, they shall do so by passing a resolution to that effect at a general meeting. The resolution shall be passed by a

simple majority of all the valid votes cast by members voting at the general meeting in person.

- (ii) If such a resolution is passed, a second general meeting must be called not earlier than thirty days from the first meeting, to pass a resolution, again by simple majority, to confirm the earlier decision to wind up the society.
- (iii) If the resolution is lost then the earlier decision lapses.
- (iv) If a confirming resolution is passed, the members must appoint one or more liquidators to wind up the affairs of the society.

31 PAYMENT TO MEMBERS (Pecuniary Profit)

(a) No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.