

# CONSTITUTION AND RULES



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THE ASSOCIATION FOR SUPPORTED  
EMPLOYMENT IN NEW ZEALAND

**THE ASSOCIATION FOR SUPPORTED  
EMPLOYMENT IN NEW ZEALAND (ASENZ)  
INCORPORATED**

**NOVEMBER 2008**

**CONSTITUTION AND RULES OF THE ASSOCIATION FOR  
SUPPORTED EMPLOYMENT IN NEW ZEALAND (ASENZ)  
INCORPORATED**

**1) NAME**

The name of the Society shall be THE ASSOCIATION FOR SUPPORTED EMPLOYMENT IN NEW ZEALAND INCORPORATED (hereinafter referred to as "ASENZ").

**2) REGISTERED OFFICE**

The Registered Office of ASENZ shall be wherever the Board of Directors nominates it to be.

**3) PRIMARY OBJECTIVES OF ASENZ WILL BE:**

- (i) To provide a high profile forum for the promotion, establishment and development of Supported Employment services for people with disabilities in New Zealand through information, networking, research and policy advocacy.
- (ii) To promote the concept, philosophy and practice of Supported Employment throughout New Zealand particularly as it applies to people with more severe disabilities.
- (iii) To provide a clearing house and forum for the dissemination of information about the latest Supported Employment developments and practices in New Zealand and internationally.
- (iv) To provide wide-ranging comment, advice and consultation to Government on the development of policy and legislation that promotes and affects the interests of Supported Employment providers and users.
- (v) To speak on behalf of Supported Employment providers and service users on matters concerning and/or affecting the development of Supported Employment services and outcomes in New Zealand.
- (vi) To provide encouragement, advice and support to individuals and groups interested in establishing and developing Supported Employment services.
- (vii) To provide opportunities for people with disabilities using Supported Employment services to become directly involved in the further development and promotion of such services.
- (viii) To promote relevant research into Supported Employment in New Zealand.

- (ix) To disseminate, develop and publish material that encourages excellence in Supported Employment services throughout New Zealand.
- (x) To promote in whatever forum is appropriate the fundamental right of people with disabilities (particularly those with more severe disabilities) to meaningful and equal participation in non-segregated employment settings.
- (xi) ASENZ will limit its objectives to New Zealand and will therefore operate only in New Zealand.
- (xii) All of the organisation's income, benefit or advantage shall be applied to the charitable purpose of the organisation.
- (xiii) To operate in a manner that reflects a commitment to the partnership upheld in the Treaty of Waitangi.

#### 4. SUPPORTED EMPLOYMENT DEFINED

ASENZ defines the concept of Supported Employment as:

"The process of employment, training and on-going support of people with disabilities to achieve open, sustained, competitive employment for minimum wages or better"

This definition embraces and upholds the following principles as paramount in distinguishing Supported Employment from other job placement programmes for people with disabilities:

- 1) **Open Employment:** The employment and inclusion of people with disability in the mainstream workforce.
- 2) **Wages and Benefits:** The provision of the same wages and related conditions of employment that are the expected norm in any mainstream workplace.
- 3) **Placement First:** Direct access to the labour market through a precise job/person match and without prolonged "getting ready" activities or training.
- 4) **Inclusiveness:** No exclusions or screening from Supported Employment programmes on the basis of perceived "severity" of disability.
- 5) **Individualised and Ongoing Support:** Support services and strategies that are not time limited, are tailored to the individuals needs, and maximise job retention.
- 6) **Choices and Career Development:** Services and outcomes based on the preferences and aspirations of the individual and a commitment to ongoing pursuit of careers.

## 5. MEMBERSHIP

The following categories of membership shall apply:

(a) **Full Membership (voting):**

- (i) Organisational - 2 votes per organisation.

Only providers of Supported Employment services as defined in **Rule 4** are eligible for full membership.

- (ii) Individual -1 vote per person.

An individual shall be eligible for full membership providing, they are not employed by an organisational full member, and they have demonstrated involvement in Supported Employment.

(b) **Associate Membership (non-voting)**

Organisations who are not providers of Supported Employment services are eligible for Associate Membership.

Individuals who are users of the services of an organisation that has full membership are eligible for Associate Membership.

Staff employed by organisations with full membership, are eligible for Associate Membership.

(c) **Membership Application**

Organisations or individuals wishing to become a member (full or associate) shall apply by completing and filing relevant application forms and other information. Their application shall be considered by the next available meeting of the Board of Directors who may determine admittance based on:

- (i) Evidence that the organisation is a provider of Supported Employment services as defined in **Rule 4**.

- (iii) Organisations applying for full membership may be asked to participate in a process that verifies they are providing Supported Employment services as defined in **Rule 4**.

- (iv) Current full members may from time to time be asked to verify that they continue to provide Supported Employment services as defined by **Rule 4**.

- (d) The Board of Directors shall from time to time prescribe the form of application for membership of ASENZ including Membership Fees.

- (e) Any full member may resign from ASENZ membership by giving to the Board of Directors notice in writing to that effect, and every notice shall, unless otherwise expressed, take effect as from the date on which such notice is received by the Board of Directors.

- (f) Members are bound by the Constitution and Rules of ASENZ. The Board of Directors reserves the right to revoke the membership of any member who fails to observe the Constitution and Rules, is convicted of an indictable offence, or otherwise behaves in a manner

incompatible with the aims and objectives of, or that is likely to bring discredit upon, ASENZ and its members. Such revocation of membership shall be decided by a resolution of the Board of Directors at any Board of Directors meeting or any general meeting of ASENZ. Revocation of membership shall not, however release the member from liability for payment of any outstanding fees or subscriptions owed to ASENZ.

- (g) Only those members designated as official spokespersons may speak on behalf of ASENZ per **Rule 13 b**
- (h) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of 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).

## **6. ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting of ASENZ shall be held as soon as practicable in each year after the Annual Balance date adopted by ASENZ from time to time and shall be convened at such time and place as the members shall determine.

- (b) The business shall be:

- (i) **Annual Report:** To consider the Annual Report to the members:
- (ii) **Balance Sheet:** To consider and adopt the Annual Balance Sheet and Statement of the Separate Accounts.
- (iii) **Election of Directors:** There shall be a Board of Directors of up to 11 (eleven) Directors.

Full voting members shall elect up to 10 (ten) directors from the ASENZ membership.

There shall be 2 (two) consumer representatives. 1 (one) of those elected Directors shall be a consumer of Supported Employment services provided by a 'full member' of ASENZ.

A further consumer representative Director shall be appointed by DPA NZ.

(iv) **Appointment of Office Holders**

The new Board of Directors shall appoint the office holders of Chairperson, Secretary and Treasurer from within the Board.

(v) **Auditor**

To appoint an auditor who shall be a member of the NZ Institute of Chartered Accountants.

(vi) **General Business**

To receive and consider such other business as may be brought forward including the fixing of Membership Fees for the coming year.

## **7. NOTICE OF ANNUAL GENERAL MEETING**

Notices of every Annual General Meeting may be sent by post or email to the members of ASENZ at least 21 days before the meeting is to occur. Public notice of Annual General Meeting must also be given 21 days before the meeting is to be held.

## **8. PROCEDURE AT GENERAL MEETING**

- (a) At all general meetings of ASENZ the Chairperson shall convene and facilitate the meeting. In the absence of the appointed Chairperson the meeting, shall elect a Chairperson for the duration of the meeting.
- (b) Every person who presides over the meeting shall have a deliberating vote and in the case of an equal vote they shall have a casting vote.

## **9. SPECIAL GENERAL MEETING**

- (a) A Special General Meeting may be convened at any time by virtue of a resolution of the Annual General Meeting or upon demand in writing signed by no less than ten (10) full members of ASENZ specifying the objects of the meeting. Such a meeting shall be held as soon as possible after the passing of the resolution and of the receipt of such demand by the appointed Secretary, but not later than thirty (30) days thereafter.
- (b) Notice of every Special General Meeting specifying the nature of the meeting shall (be sent by post to members of ASENZ not less than seven (7) days before the meeting and advising the date time and place of the meeting.
- (c) The quorum for all Annual and Special General Meetings shall be six (6) persons.

## **10. VOTING AT MEETINGS**

Voting at meetings shall be directed by the Chairperson and will normally be by show of hands, unless five (5) members personally present shall demand a poll in which case voting shall be by ballot and conducted as the Chairperson of the meeting shall direct.

## **11. BANK ACCOUNT**

Bank account(s) for the purposes of ASENZ shall be opened and kept with such a bank as the members shall decide. Every sum of money received on account of ASENZ shall be forthwith paid into the credit of that account(s).

## **12. ACCOUNTS**

Proper account showing all receipts and disbursements had and made on account of ASENZ shall be kept by the Treasurer and shall be duly audited with any necessary vouchers at least once in every year by the auditor appointed by the Annual General Meeting of ASENZ. The Balance Sheet and Statement of Accounts of ASENZ shall be presented and tabled at the Annual General Meeting.

## **13. MANAGEMENT AND CONTROL OF ASENZ**

- (a) The general direction and control and the effective management of the affairs of ASENZ shall be vested in the Board of Directors.

Each Director shall hold office for a term of three (3) years, and shall be eligible for re appointment for a further successive term of three (3) years and thereafter for successive terms.

The Board of Directors shall be entitled from time to time to fill any casual vacancy on the Board of Directors as may arise from time to time by death, resignation or other vacancy of office by any member of the Board of Directors.

- (b) From time to time the Board of Directors will appoint designated members to act as official spokespersons for ASENZ.

## **14. STAFF AND CONTRACTORS**

The Board of Directors may from time to time appoint a variety of staff and/or contractors for specific projects or duties on behalf of ASENZ. The terms of appointment of such staff and/or contractors as to remuneration, term of office and role specification shall be as the Board of Directors shall determine. Directors may not concurrently hold paid staff or contractor positions with ASENZ.

## **15. MEETINGS OF THE BOARD OF DIRECTORS**

- (a) The Board of Directors shall meet from time to time as shall be determined by the Chairperson who shall be entitled to preside at all meetings of the Board of Directors and in his / her absence the members of the Board of Directors may appoint another of their membership to act as chair for that meeting.
- (b) The Secretary shall from time to time as directed by the Chairperson for the time being of the Board of Directors, give notice to all members of the Board of Directors the date, time and place of meetings, and the Board of Directors shall hold not less than six (6) meetings per calendar year.
- (c) The Board of Directors may appoint any person or persons whether a member or members of ASENZ or not, to be sub-committees of the Board of Directors on all matters which are delegated there to by a resolution of the Board of Directors.
- (d) At all meetings of the Board of Directors five (5) members of the Board of Directors shall constitute a quorum.

## **16. OBJECTIVES OF THE BOARD OF DIRECTORS**

With a view to the attainment of the primary objects of ASENZ, the Board of Directors will have the following powers and authorities:

- (i) To promote, provide, conduct and engage in programs, services and activities calculated to foster the advancements of such objectives.
- (ii) To purchase, to take lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Board may think necessary or convenient for the promotion of' obvious objectives and to construct, maintain and alter any building or erections necessary or convenient for the work of ASENZ.
- (iii) To enlist the support of Government departments, Government ministries, public bodies, charitable trusts, educational and health authorities. professional associations or councils or other organisations, whose activities wholly or partly are considered to be conducive to or supportive of the objectives of ASENZ and to affiliate or associate with any such organisation or body and to ensure that provision is made from time to time for the adequate representation of the Board on any such body or organisation.
- (iv) To solicit donations, gifts, legacies and bequests whether of money, plans, material or property and whether for any particular purpose, or generally to further the objectives of ASENZ at the Board of Directors sole and absolute discretion.
- (v) To promote or subscribe to any project whatsoever, the result of which may be anticipated to be of special benefit to ASENZ.
- (vi) To invest moneys of ASENZ, not immediately required, upon such securities as made from time to time to be determined by the members of the Board of Directors.

- (vii) To raise or borrow money in such a manner as the Board may think fit, and in particular, by way of mortgages or debenture security upon all or any of the properties of ASENZ.
- (viii) To acquire any rights or privileges which the Board may regard as necessary or convenient for the purpose thereof and can make donations for promoting its interest.
- (ix) To ensure that any profits generated as a result of ASENZ's activities are disbursed in such a way that directly supports the objectives of ASENZ as set out in Rule 3.

## **17. AMENDMENTS TO THE CONSTITUTION AND RULES**

The Constitution and Rules may be repealed or amended, or new rules made by a majority of not less than two thirds of the members present eligible to vote at an Annual General Meeting or at a Special General Meeting called for the purpose, provided that notice in writing shall be sent to members by mail including email not less than twenty one (21) days before the meeting at which such amendments are to be presented for approval, provided however that it shall not be lawful for the members of ASENZ to alter or amend the Constitution and Rules in any way as to change the original intentions, as spelt out in the aims and objects spelt out herein. In addition there can be no changes to the winding up clause (**Rule 19**) or the personal benefit clause (**Rule 5 h**) without prior approval from the Department of Inland Revenue.

## **18. COMMON SEAL**

ASENZ shall have a Common Seal which shall be kept in the custody of the Secretary and which shall be affixed to any Document or Instrument except pursuant to a resolution of the Board of Directors and in the presence of the Secretary and two (2) other Officers who shall sign any Document or Instruction to which the Seal is affixed.

## **19. WINDING UP CLAUSE**

- (a) ASENZ may be wound up if at a General Meeting a simple majority of members present and eligible to vote at such a meeting passes a resolution to wind-up and, thereafter, the resolution is confirmed at a Special General Meeting held not earlier than thirty (30) days after the date of the passing of the resolution to wind-up.
- (b) In the event of ASENZ being wound-up the surplus assets, after payment of all debts and liabilities and the expenses of winding up, shall be transferred to such other approved charitable body, trust or authority as may continue to fulfil in New Zealand as nearly as possible the aims and objectives of ASENZ and as the majority of members shall determine at the General Meeting at which the resolution to wind-up is passed, or in the event of no such decision being made at that General Meeting or at a later Special General Meeting then to such body, trust or authority as the High Court of New Zealand shall determine on due application being made.