

AANZPA CONSTITUTION

Australian & Aotearoa New Zealand Psychodrama
Association

Amended 30 January 2013

The Australian and Aotearoa New Zealand Psychodrama Association Incorporated

CONSTITUTION

1. INTERPRETATION

1.1 Definitions

In this Constitution, unless the context requires otherwise, "**Association**" shall mean the Australian and Aotearoa New Zealand Psychodrama Association, Incorporated.

"**Executive Committee**" shall mean the Executive Committee of the Association provided for in Clause 6 of this Constitution. "Board of Examiners" shall mean the Board of Examiners provided for in Clause 7 (12) of this Constitution.

"**Current Practice Certificate**" shall mean a certificate issued by the Board of Examiners to a person under Clause 8.

"**Association Year**" shall mean the financial period from time to time specified by the Executive Committee, and until so specified, each period from the 1st day of July until to 30th day of June in the following year.

"**Region**" means a geographical area defined from time to time by the Executive Committee in accordance with Clause 7(13).

1.2 Acts of the Association

A reference to any action which the Association may take means an action resolved upon in accordance with this Constitution by a properly convened meeting of the members of the Association.

1.3 Acts of the Executive Committee

A reference to any action, which the Executive Committee may take, means an action resolved upon in accordance with this Constitution by a properly convened meeting of the Executive Committee.

1.4 Extension of Meaning

In this Constitution, where necessary, the plural shall include the singular and the masculine shall include the feminine, and in each case, vice versa.

2. ESTABLISHMENT, CHANGE AND DISSOLUTION

2.1 Name

The name of the Association shall be "The Australian and Aotearoa New Zealand Psychodrama Association, Incorporated".

2.2 Incorporation

The Executive Committee may, at any time, cause the Association to incorporate under the Companies Act or other law applicable to a region, in a manner decided upon by the Executive Committee.

2.3 Association to be Non---Profit

The income and property of the Association, wherever derived, shall be applied solely towards the objects of the Association. Any income, benefit or advantage shall be applied to the charitable purposes of the Association.

2.4 Members May Be Paid For Services

Notwithstanding sub---clause (3), the Executive Committee may make a payment to a member for a service rendered by, or property acquired from, that person, in a special, or private capacity. 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 arm's 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.

2.5 Alteration to the Constitution

The Association may, by a resolution passed by not less than two thirds of the members present in person or by proxy at a meeting of which due notice of the proposed resolution has been given, (a) alter or add to this Constitution, (b) repeal this Constitution and adopt a new Constitution and a notice of such a meeting may refer to draft available for perusal in lieu of setting that change out in full. (For Aotearoa New Zealand --- see Clauses at the end of this Constitution)

2.6 Validation of Acts

Every act of the Association and the Executive Committee and every appointment made by each, shall be deemed to be fully valid and effective, notwithstanding any defect in the notice of the meeting, or in the meeting procedure, at which the same was resolved upon, except if annulled by an extraordinary general meeting of Members called for that purpose within one month of the act or appointment concerned.

2.7 Dissolution of the Association

The Association may be dissolved by a resolution passed by not less than three quarters of the members present in person or by proxy at a meeting of which due notice of the proposed resolution has been given. (For Aotearoa New Zealand --- see Clauses at the end of this Constitution)

2.8 Surplus Property after Dissolution

If, after the dissolution of the Association, and winding up of all of its affairs, any surplus property remains, it shall be divided between each region in proportion to the number of members who at dissolution resided within that region and each portion shall be paid to and held on trust by the Attorney General, or other appropriate authority, in that region, for charitable objects which, in the opinion of the Attorney or authority concerned, are similar to the objects of the Association. (For Aotearoa New Zealand --- see Clauses at the end of this Constitution)

3. OBJECTS AND POWERS

3.1 Objects

The purpose of the Association is to provide an organisation, property and facilities through which persons may associate for the following purposes:

- (a) To promote spontaneity in the Members of the Association and through them the spontaneity, creativity and cocreation of progressive relationships that strengthen the health and well-being of society in Australia and Aotearoa New Zealand and in our relationships with those in other countries.
- (b) To establish and maintain a professional association of those qualified in the areas of psychodrama, sociodrama, sociometry and role training.
- (c) To establish and maintain adequate standards for psychodramatists, sociodramatists, sociometrists or role trainers through a Board of Examiners.
- (d) To develop means for certifying individuals as psychodramatists, sociodramatists, sociometrists or role trainers through a Board of Examiners.
- (e) To develop means for accrediting institutes for training in psychodrama, sociodrama, sociometry or role training.
- (f) To promote the establishment and reputation of psychodrama, sociodrama, sociometry and role training in Australia and Aotearoa New Zealand by:---
 - (i) encouraging research, evaluation and dissemination of information by individuals and training institutes, or through publication of journals and other relevant publications.
 - (ii) establishing and monitoring a code of ethics for members of the Association practicing psychodrama, sociodrama, sociometry or role training.

- (iii) working for recognition of psychodrama, sociodrama, sociometry and role training by other professional bodies and relevant private and government agencies.
- (iv) establishing liaison with similar groups and societies overseas.

3.2 Powers

The Association may exercise any or all of the powers herein set out in pursuit of its objects.

- (a) To purchase, take on, lease, or hire, or otherwise acquire and maintain any real or personal property.
- (b) To sell, exchange, lease, mortgage, hire, dispose of, or otherwise deal with all or any part of the real or personal property of the Association.
- (c) To borrow, or raise, or secure the payment of money in such manner as the Association may think fit, with power to grant mortgages, charges or any security upon or charging all or any of the property of the Association whether real or personal and to redeem or pay off any existing or future security.
- (d) To invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined.
- (e) To affiliate and co---operate with any other Association having objects wholly or in part similar to those of the Association.
- (f) To do all such other things as are incidental or conducive to the attainment of the objects of the Association.

4. MEMBERSHIP

4.1 Types of Membership

There shall be at least two (2) types of members, namely:

- (a) Ordinary Members
- (b) Distinguished Members. The Executive Committee may from time to time create a class of limited membership associates, to be known as Associate Members and specify the qualifications and conditions of associate membership.

4.2 Qualification for Ordinary Membership

A person must produce, when applying, a Current Practice Certificate to be eligible to be an Ordinary Member of the Association.

4.3 Application for Ordinary Membership

Any eligible person who holds a Current Practice Certificate may apply in writing in the form (if any) from time to time prescribed by the Examiners to become an Ordinary Member of the Association.

4.4 Admission to Membership

Any eligible person who holds a Current Practice Certificate, and who applies to become an Ordinary Member of the Association, and who pays the appropriate subscription, shall be admitted to membership by the Executive Committee, and shall remain so until cessation in accordance with Sub---clause (11).

4.5 Distinguished Member

Any Ordinary Member may apply to the Executive Committee to become a Distinguished Member of the Association and the Executive Committee may in its absolute discretion admit an ordinary member of the Association to be a Distinguished Member of the Association.

4.6 Honorary Distinguished Member

The Association may, upon the recommendation of the Executive Committee, admit any person (whether an ordinary member or not) to be an Honorary Distinguished Member of the Association.

4.7 Privileges of all Members

Any member may, by virtue of being a member (and no person other than a member may except where specifically permitted),

- (a) receive (at the last address given to the Association) any notice of any general meeting of members of the Association.
- (b) attend or appoint a proxy in accordance with these rules to attend any general meeting of members of the Association, and exercise one vote in respect of any motion put to a vote at any such meeting.
- (c) be eligible to be nominated and elected in accordance with the Constitution to be a member of the Executive Committee.
- (d) attend, or participate in, such functions, events, or activities for members as the Association, or the Executive Committee may organise for members generally, and
- (e) utilise such facilities as are made available for members of the Association to utilise generally.

4.8 Initial Members

The initial members of the Association shall be all those persons in Australia up to the time of the First Annual General Meeting who hold a Psychodramatist, Sociodramatist, Sociometrist, or Role Trainer's Certificate from a Training Institute directed by a person or persons defined as a trainer, educator and practitioner by the American Board of Examiners in Psychodrama, Sociodrama, Sociometry and Role Training.

4.9 Membership Subscriptions

The Executive Committee may from time to time determine the amount of time and methods of payment of and other conditions relating to membership subscriptions in respect of each class of membership.

4.10 Register of Names

The Executive Committee shall cause one current register of members to be kept continuously, and be available for inspection by any member.

4.11 Cessation of Membership A member shall cease to be a member

- (a) upon his death,
 - (b) upon his written resignation as such,
 - (c) if he is convicted of an indictable offence, and the Executive Committee so decide,
 - (d) upon his expulsion in accordance with the preceding subclause,
- Or
- (e) (unless the Executive Committee at any time, in a particular case, otherwise determines), upon the expiry of the twenty four months after the last membership subscription due by him became due, subject to his having had forwarded to his last known address, a notice of demand for that subscription.

5. MEETING OF MEMBERS

5.1 One Annual General Meeting

The Association shall hold one Annual General Meeting once during each Association year, in accordance with this part of the Constitution. Any other general meetings of members held shall be Extraordinary General Meetings.

5.2 Time and Place of Annual General Meeting

The Executive Committee shall convene the Annual General Meeting at such place, on such day and at such time as the Executive Committee decide except that the Executive Committee shall convene each Annual General Meeting not more than fifteen (15) months (or such greater or lesser period as the Executive Committee may decide) after the date of the preceding Annual General Meeting.

5.3 Period of Notice of the Annual General Meeting

The Executive Committee shall give Notice (in accordance with the provisions of the Constitution relating to Notices) of the Annual General Meeting at least ninety (90) days before the date of the Annual General Meeting.

5.4 Business of the Annual General Meeting

At the Annual General Meeting the Association shall transact the following business in the following order:

- (a) reading of the Notice of meeting,
- (b) recording of apologies,
- (c) reading and confirmation (by resolution) of the Minutes of the previous Annual General Meeting,
- (d) reading and confirmation (by resolution) of the Minutes of all Extraordinary General Meetings (if any) since the previous Annual General Meeting,
- (e) reading of a Report of the President to the Association on the activity of the Association during the preceding Association Year,
- (f) reading or tabling, and adoption or other disposal (by resolution) of, the accounting reports described in Clause 7(19) of this constitution,
- (g) election of members of the Executive Committee in place of those retiring,
- (h) any special business of which thirty (30) days prior written notice has been given.

5.5 Extraordinary General Meeting

The Executive Committee may, and upon the written requisition of five (5) Members of the Association from at least three regions, shall, by thirty (30) days prior notice convene a general meeting of Members of the Association

to conduct the business stated in the requisition (upon a requisition), and in the notice convening the meeting.

5.6 Notices of meetings of Members

Notices of any general meeting of members shall be posted to all Members who have given the Association an address.

5.7 Quorum at General Meetings of Members

A quorum at the Annual General Meeting and at any Extraordinary General Meeting shall be five (5) persons from three (3) regions present in person.

5.8 Procedure if no quorum

If within sixty (60) minutes from the meeting time appointed no quorum shall be present

- (a) at the Annual General Meeting or at an Extraordinary General Meeting convened by the Executive Committee it shall be adjourned until a date to be determined by the Executive Committee; or
- (b) at an Extraordinary General Meeting convened upon a requisition of the Members, then it shall lapse.

5.9 Chairperson of General Meetings of Members

The President of the Association or in his absence the Vice President or in his absence a Member of the Executive Committee elected by the Executive Committee shall act as Chairperson of any General Meeting of Members of the Association.

5.10 Chairperson's Powers

The Chairperson of all General Meetings of Members of the Association shall:

- (a) have a casting vote (in addition to his own vote) in the case of an equality of votes;
- (b) decide the order of business (other than is set out in the Constitution);

- (c) decide on all points of order;
- (d) decide whether a vote (except election of members) shall be on voices alone or also on show of hands except that any one member may demand a written ballot.

5.11 Voting at General Meetings of Members

Any resolution at a General Meeting of Members shall, except where otherwise provided in this Constitution, be carried if voted for by a simple majority of those present in person and entitled to vote and voting.

5.12 Proxies

- (a) a member may appoint a proxy in accordance with this rule to attend and vote on behalf of that member at any General Meetings of Members,
- (b) a Member may only appoint another Member as his proxy,
- (c) a Member may be appointed to be the proxy of and may exercise the vote of any Member or Members in addition to exercising his own vote.
- (d) a Member may only appoint a proxy by a written appointment, signed by the Member or by an attorney for the Member,
- (e) an appointment of a proxy shall be substantially in the following form (or in any other form the Executive Committee may from time to time, or in a particular case, determine):

I, of a Member of the Australian and Aotearoa New Zealand Psychodrama Association ("the Association") appoint or, failing him (both also members) as my proxy to vote on my behalf at the Meeting of the Association to be held

on theday of(Month & Year) and at any adjournment of that meeting.

- (f) an appointment of a proxy shall be deemed to confer the authority to join in demanding a poll and the right to speak at the meeting in respect of which it is given,
- (g) a proxy may not be exercised unless the written appointment has been lodged with the Executive Committee at least three (3) hours before the meeting in respect of which it is given is due to commence,
- (h) a proxy appointment may be revoked by written notice to the Executive Committee not less than one (1) hour prior to the commencement of the meeting concerned.

5.13 Postal Votes

Postal votes may be exercised only in relation to electing office bearers in the manner provided for in the next rule or otherwise as the Executive Committee may decide.

5.14 Evidence of Proceedings

Minutes of the proceedings of every General Meeting (Annual and Extraordinary) shall be entered and kept in a Minute Book and such Minutes when signed, shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all members of the Association except as to any irregular proceedings as declared and annulled at an Extraordinary Meeting called for that purpose and held within three (3) months after the holding of such Annual or Extraordinary Meeting.

6. THE EXECUTIVE COMMITTEE

6.1 Composition of the Executive Committee

The Executive Committee shall consist of the following office-bearers, elected at an Annual General Meeting:

- (a) the President
- (b) the Vice---President
- (c) the Secretary
- (d) the Treasurer
- (e) not less than two or more than four Committee members and if he so elects, the immediate past President.

6.2 Election of Executive Committee

The following provisions shall apply to the election of office bearers at the Annual General Meeting:

- (a) all members of the Executive Committee shall be elected for a term of two years,
- (b) all office bearers shall be elected at the same time,
- (c) an office bearer shall be deemed to have retired before the meeting for the purpose of the elections referred to in this sub-- clause, but for all other purposes shall be deemed to hold office until the close of the Annual General Meeting or until the new candidates are declared elected, whichever is the later,
- (d) any member appointed by the Executive Committee in accordance with the Constitution to fill a casual vacancy among the elected members of the Executive Committee shall be deemed to have also served the term of the person whose vacancy he filled,
- (e) each retiring member of the Executive Committee shall be eligible for re---election,

- (f) nominations for election as a member of the Executive Committee shall be proposed and lodged with the Association at least four (4) months prior to the Annual General Meeting,
- (g) a separate election shall be held for each office bearer described in sub---clause (1), in that order,
- (h) if the number of nominations does not exceed the number of vacancies the Chairman of the Annual General Meeting shall declare the nominated candidates duly elected,
- (i) in the event that there are more than one candidate for a vacancy, then a written ballot shall be held in accordance with these rules prior to the Annual General Meeting at which that vacancy occurs,
- (j) the Executive Committee shall, not less than three (3) months prior to the Annual General Meeting, post to each member a written ballot paper listing the candidates nominated for each position in respect of which more than one candidate is nominated, and an envelope to return the ballot paper in,
- (k) the Executive Committee shall accept and record, in the election of candidates, each ballot paper which is:
 - i. received not less than twenty one (21) days prior to the Annual General Meeting at which the vacancy occurs,
 - ii. marked by a different number opposite each candidate's name,
 - iii. in an envelope which identifies the member casting the vote.
- (l) The Executive Committee shall appoint a member to act as returning officer for the election and he shall have an absolute discretion to disregard any discrepancy which he regards as insubstantial. Upon completion of the election he shall convey the results to the Chairman of the Annual General Meeting,

(whether or not the meeting shall have concluded) and the Chairman shall declare the poll.

- (m) the Association may, at the Annual General Meeting concerned, without prior notice overrule the requirements for election set out above.

6.3 Vacancies If a casual vacancy occurs on the Executive Committee then the Executive Committee may appoint a member of the Association to fill the vacancy.

6.4 Limitation on Period of Presidency A member shall not be eligible to be elected as the President in respect of more than four (4) full Association years.

6.5 Ordinary Meetings of the Executive The Executive Committee may meet at such place and at such times as it shall think fit, and any two (2) members of the Executive Committee may convene a meeting of the Executive Committee by thirty (30) days written notice.

6.6 Special Meetings of the Executive Committee The President above, and in his absence the Vice President, may convene a Special Meeting of the Executive Committee.

6.7 Quorum at Meetings of the Executive Committee Three (3) from at least two regions shall form a quorum at any meeting or special meeting of the Executive Committee.

6.8 Procedure at Executive Committee Meetings The procedure upon lack of quorum, chairmanship, chairman's powers, voting, and minute provisions applicable to a general meeting of members shall apply to meetings of the Executive Committee with such changes as may be necessary.

7. MANAGEMENT OF THE ASSOCIATION

7.1 Association Managed by Executive Committee The Executive Committee shall manage and control all of the business of the Association

except that which shall in accordance with the Constitution be dealt with by general meetings of Members.

7.2 Powers of the Executive Committee The Executive Committee may exercise all of the powers exercisable by the Association under the Constitution.

7.3 Regulations The Executive Committee may from time to time make and rescind, alter, modify or add to regulations in respect of the whole or any part of the conduct of the activity of the Association.

7.4 Regulations to be Constitutional

All regulations made under the preceding Clause shall be consistent with the provisions of this Constitution.

7.5 Appointment of Committees Etc.

The Executive Committee may constitute Committees, Sub---Committees, Boards or other bodies under such titles or styles as the Executive Committee see fit consisting of such members of the Executive Committee, Association Members or others as the Executive Committee sees fit, for the purposes of carrying out any function of Executive Committee.

7.6 Delegation of Functions

The Executive Committee may delegate in whole or in part any power or function of the Executive Committee to any Committee or Sub--- Committee or any other body constituted by the Executive Committee for that purpose under the preceding Clause.

7.7 Membership Sub---Committee: Appointment

The Executive Committee shall from time to time as necessary appoint not less than two (2) nor more than five (5) members of the Association (and may terminate the appointment of any one so appointed) to constitute a standing sub---committee of the Association known as "the Membership Committee".

7.8 Membership Sub---Committee: Function

The functions of the Membership Committee are:

- (a) to attend to all matters pertaining to applications, renewals and resignations
- (b) to maintain a roll of all categories of members
- (c) to put forward names of members to be recognised as Distinguished Members

7.9 Ethics Committee: Appointment

The Executive Committee shall from time to time as necessary appoint members of the Association (and may terminate the appointment of any one so appointed) to constitute a standing sub---committee of the Association known as “the Ethics Committee”.

7.10 Ethics Committee: Function

The functions of the Ethics Committee are:

- (a) to develop and promote a *Code of Ethics* for members
- (b) to deal with complaints according to their established procedures
- (c) to apply sanctions, including decisions with respect to termination of membership.

7.11 Board of Examiners: Appointment

The Executive Committee shall from time to time as necessary appoint not less than three (3) and not more than five (5) members of the Association (and may terminate the appointment of any one so appointed), to constitute a standing sub---committee of the Association to be known as the Board of Examiners.

7.12 Board of Examiners: Function

The Board of Examiners shall:

- (a) establish and activate procedures for examining and certifying students from training institutes,

- (b) establish standards of training and standards for training institutes,
- (c) establish and activate procedures for accrediting training institutes,
- (d) and may issue, re---issue, revoke, vary, apply to or remove conditions from, the appropriate current practice certificates to those persons who apply, and are judged by the Board in their absolute discretion, to be proficient as a:
 - i. Psychodrama or sociodrama trainer, educator and practitioner,
 - ii. Psychodrama director,
 - iii. Sociodrama director,
 - iv. Sociometry director,
 - v. Role trainer.

7.13 Division into Regions

The Executive Committee may:

- (a) from time to time divide and subdivide the members and activities of the Association geographically into territories and define the limits of those territories.
- (b) when such territory is created, establish or permit, encourage and promote the establishment of groups of members of the Association and others within each such territory, as Regions of the Association.
- (c) make or model particular regulations for the existence and operation of Regions.

7.14 Indemnities

Every officer or member of the Executive Committee and any agent of the Association shall be indemnified by the Association against liability incurred by him or her in defending any proceedings, whether civil or criminal, as a result of any act or omission committed by that officer or member in the course of his or her duties or in the exercise of his or her authority as an officer or member of the Executive Committee or agent or servant of the Association and in which judgment is given in his or her favour or in which he or she is acquitted.

7.15 Property

The Association shall acquire and hold all property (real or personal) or chooses either:

- (a) if it is incorporated, in its own name, or
- (b) if it is not incorporated, in the name of one or more members of the Executive Committee particularly appointed as Trustees jointly.

7.16 Common Seal

The Association shall have the Common Seal and the Executive Committee shall provide for custody of it.

7.17 Affixing of Seal

Any deed or instrument to be executed under seal by the Association shall be executed by having the Common Seal affixed thereto pursuant to a resolution of the Executive Committee so to do in the presence of two (2) members of the Executive Committee who shall attest the affixing.

7.18 Accounts

The Executive Committee shall cause all records to be kept, and at least once after the completion of each Association year in respect of that Association year cause accounting reports to be made, or several separate accounts to be made, of all the property, financial transactions and affairs of the Association in such a manner as the Executive Committee thinks fit but so that the same

shall be capable of being audited in such manner as the Auditor referred to in Sub---clause 18 may from time to time recommend.

(For Aotearoa New Zealand --- see Clauses at the end of this Constitution)

7.19 Annual Accounts

Until otherwise decided by the Executive Committee such accounting reports shall include a statement of all receipts and expenditure during each Association year and a statement of all of the property and liabilities of the Association at the end of that Association year with such reconciliation as may be necessary both of which shall be submitted to the Annual General Meeting for approval.

7.20 Auditor

The Association shall appoint an Auditor of such recognised standing as the Executive Committee shall think fit.

7.21 Audit

If an Auditor is appointed the Executive Committee shall submit the statements referred to in the Sub---Clause (18) to the Auditor of the Association to be audited once in each year prior to the Annual General Meeting and shall attach the report of the Auditor to the accounts when tabling the same at the Annual General Meeting.

AANZPA CONSTITUTION --- AOTEAROA NEW ZEALAND ADDENDUM

Alteration to the Constitution

(See Section 2.5)

No addition to or alteration of the charitable objects, the personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department. And 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.

The Dissolution of the Organization

(See Section 2.7)

In Aotearoa New Zealand the Association, as a Registered Incorporated Society, may be dissolved by a simple majority of the members present and voting by member, or by proxy, at a meeting of which due notice of the proposed dissolution has been given. A further confirming meeting must be held before the Association can be wound up.

Surplus Property after Dissolution

(See Section 2.8)

If upon the winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the Association or for some other charitable purpose.

For Incorporation of A.A.N.Z.P.A. in Aotearoa New Zealand

(See Section 7.18)

The signatories for opening and closing bank accounts shall be the President, Secretary, Treasurer and Assistant Treasurer. The Treasurer's and Assistant Treasurer's signature singly or any two signatures, shall be sufficient to make payment by cheque.

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