Constitution

New Zealand College of Clinical Psychologists Incorporated

Revised February 2026

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Introductory Rules

1. Name

The name of the Society is New Zealand College of Clinical Psychologists Incorporated (in this **Constitution** referred to as the '**College**').

2. Charitable status

The **College** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the **Members** of the **College** held once per year which, among other things, will receive and consider reports on the **College**'s activities and finances.

'Authorised Enquirer' means a person enquiring on behalf of an organisation that has a legislative reason for enquiring.

'Code of Ethics' means the Code of Ethics currently regulating conduct of psychologists in Aotearoa New Zealand.

'Conflict of Interests Register' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'Constitution' means the rules in this document.

'Council' means the **College**'s governing body that provides a link through Branch and Committee Chairs and others, between the **Member**s and the **Executive** and who discuss and assist with establishing the strategic direction of the **College**.

'Electronic Voting' means the process used by the **College** to vote (through casting and counting ballots) and thereby elect **Officer**s to the **Executive**. **Electronic Voting** includes email or web-based voting.

'Executive' means the group of the **College**'s executive **Officer**s who are responsible for maintaining the ongoing operations of the **College** and initiating ongoing activities in line with the strategic direction of the **College**.

'Executive Director' means the **Officer** responsible for managing and running the **College**'s daily operations and implementing the strategies of the **College**. This role focuses on internal execution of strategy and achieving the **College**'s objectives.

'General Meeting' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **College**.

'Interested Member' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'Matter' means—

a. The **College'**s performance of its activities or exercise of its powers; or
b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **College**.

'Member' means a person who has consented to become a **Member** of the **College** and has been properly admitted to the **College** and who has not ceased to be a **Member** of the **College**.

'Notice' to **Members** includes any notice given by email, other electronic means such as the **College**'s Facebook page, post, or courier.

'Officer' means a natural person who is:

- a member of the **Executive**, or
- occupying a position in the **College** that allows them to exercise significant influence over the management or administration of the **College**, including the **Executive Director** or **Treasurer**.

'President' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **College**.

'Vice President' means the **Officer** elected as the person who will provide leadership in the College to support the activities of the **President** and the **Executive**.

'Register of Members' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

'Special General Meeting' means a meeting of the **Members,** other than an **Annual General Meeting,** called for a specific purpose or purposes.

'Treasurer' means the **Officer** responsible for overseeing the financial administration of the **College**, including reviewing procedure, financial reporting, and advising the College on financial strategy and fundraising.

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, Labour Day, Christmas Day and Boxing Day.

4. Act and Regulations

Nothing in this **Constitution** authorises the **College** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

5. Registered office

The registered office of the **College** shall be at such place in New Zealand as the **Executive** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 (five) **Working Days** before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

6. Contact person

The **College** shall have at least 1 (one) but no more than 3 (three) contact person(s) whom the Registrar can contact when needed.

The **College**'s contact person must be:

- At least 18 (eighteen) years of age, and
- Ordinarily resident in New Zealand.

For this purpose of the **Act**, the **College**'s contact person will in most cases be the **Executive Director**. If the role of **Executive Director** is vacant, the **College**'s contact person will be the **President**, and/or such other position as determined at the sole discretion of the **Executive**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an email address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 (twenty) **Working Days** of that change occurring, or the **College** becoming aware of the change.

Kaupapa of the College

7. Purposes and Objectives of the College

7.1 Purposes

The primary purposes of the **College** are to—

a) serve as a professional body for its **Members**
b) provide leadership and representation for the profession of clinical psychology, and convey **Members** perspectives on important legislative, policy and professional matters locally and internationally
c) promote clear standards for **Members**, ensuring they are suitably trained, supported and developed
d) support **Members'** ongoing professional development and wellbeing through a wide range of training, collegial support, and professional advocacy activities
e) provide (through membership of the **College**) a way for the public and others to identify fully trained clinical psychologists, or those who are undertaking rigorous training as clinical psychologists

7.2 Objectives

The objectives for which the **College** was established are to:

a) promote and maintain excellence in the professional practice of Clinical Psychology
b) support **Members** in the maintenance of appropriate professional practice and positive collegial interactions
c) establish and regulate classes of membership of the **College**, and admit to such status and classes of membership such persons as shall be eligible according to the regulations and requirements of the **College**

d) promote, encourage, fund and support post-graduate educational experience for the benefit of **Member**s of the **College**
e) encourage practices in Clinical Psychology that promote recognition of and respect for the cultural diversity that exists within Aotearoa New Zealand
f) promote and fund study, investigation and research within Clinical Psychology
g) tender advice to institutions involved in the training and education of Clinical Psychologists on matters relevant to such training and education of Clinical Psychologists
h) inform the public, media, government, and other agencies about the Clinical Psychology perspectives on relevant issues, and to advocate for adoption of knowledge, practices, and service that increase health, wellbeing, effectiveness and equity in society
i) liaise, advocate for, and represent Clinical Psychology in matters relevant to the profession
j) enter any such financial arrangements as are incidental or conducive to the attainment of the above objectives
k) undertake all the above matters, all such other things as are incidental or conducive to them, or any matters of relevance to the practice of Clinical Psychology within Aotearoa New Zealand

7.3 Implementation of objectives

In giving effect to the objectives above, the **College** shall demonstrate commitment to honouring Te Tiriti o Waitangi, including the preamble and four articles, in all their policies, practices and actions. Further detail about the **College**'s commitment to honour Te Tiriti o Waitangi is contained in clause 8 of this **Constitution** dealing with Te Tiriti o Waitangi kaupapa.

The **College** shall also demonstrate commitment to inclusion and respect for all Aotearoa New Zealand's cultural diversity, and embody principles of equity in aspects such as ability, age, disability, ethnic origin, gender, gender identity, sexual orientation, location, religion, socio-economic status, immigration status or other characteristics that may lead to disadvantage. Such demonstration may include, but will not be limited to, appointing a person or persons to provide advice and support in respect of diversity.

7.4 College approach to Clinical Psychology

The **College** recognises that the work of clinical psychologists focusses on assessment, diagnosis and treatment of a wide range of mental, emotional, and behavioural disorders in people of all ages. However, this focus has historically tended to emphasise deficit and dysfunction (rather than wellbeing) and has framed mental health care as 'what is wrong with' rather than 'what happened' to those who use the services of a clinical psychologist. While this 'dysfunction' focus is necessary in some cases, the **College** endorses and encourages a trauma informed care approach by Members, which creates a safer more trusting environment, prevents re-traumatisation, and promotes healing.

7.5 Other general College kaupapa

The **College** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or

- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **College** or otherwise).

But the **College** will not be considered to operate for the financial gain of **Members** simply if the **College** —

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **College**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **College**, and the **Member**—
  - is a not-for-profit entity, and
  - is affiliated or closely related to the **College**, and
  - has the same, or substantially the same, purposes as those of the **College**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **College** or while pursuing the **College**'s purposes,
- provides an honorarium to elected or appointed members of the **Executive** to compensate them for their time attending meetings,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **College** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or at terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **College**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **College**.
- on removal of the **College** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

College Commitment to Te Tiriti o Waitangi

8. Te Tiriti o Waitangi kaupapa

Te Tiriti o Waitangi is widely recognised as a foundational document of Aotearoa New Zealand. It serves as a cornerstone for the nation's commitment to biculturalism, equity, and reconciliation. The **College** therefore upholds Te Tiriti o Waitangi as central to its practice and values, advocating for culturally responsive and Tiriti-led trauma-informed approaches to care, especially when working with Māori who receive care or services from **College Members**. In addition, the **College** acknowledges that committing to and honouring Te Tiriti o Waitangi is the responsibility of all **Member**s of the **College**, **Council**, **Executive**, Committees and Branches, and not just those within the **College** who are Māori. Therefore, this **Constitution** shall be interpreted having regard to this Te Tiriti ō Waitangi kaupapa.

8.1 Harm prevention focussed and culturally safe responsive care in clinical psychology practice

The **Code of Ethics** for psychologists working in Aotearoa New Zealand obliges psychologists to minimise harm and prioritise the well-being of individuals and communities. The **College** recognises that Māori have historically faced systemic and individual harm due to marginalisation and intergenerational trauma stemming from colonisation, racism, and settler-colonialism and ongoing breaches of Te Tiriti o Waitangi. As such, **Member**s of the **College** are ethically required to identify risks such as re-traumatisation and exacerbation of inequities, because they elevate rates of mental health challenges among Māori. Psychologists work to be anti-racist and seek to identify systemic issues. **Member**s of the **College** are therefore required to take steps to mitigate these risks through Tiriti-led trauma-informed and culturally safe care.

Te Tiriti o Waitangi represents not only an agreement between Māori and the Crown as a cultural and spiritual foundation, affirming the place of Māori as tangata whenua. This sense of cultural identity and belonging for Māori is fundamental to psychological well-being. The **College** recognises the harm caused by colonisation has the potential to disrupt cultural identity for Māori and can result in adverse psychological outcomes, including increased distress and reluctance to engage with support services, including psychological services.

This history and our acknowledgement for the need to embed and honour Te Tiriti has informed the basis for the **College**'s commitment to upholding Te Tiriti o Waitangi as central to its practice, values, and advocacy for culturally responsive and trauma-informed approaches to care in clinical psychology, especially as practiced by its **Member**s.

8.2 Mauri Ora

As previously noted, Clinical Psychology has historically focussed on deficit and dysfunction for those accessing the services and care of a mental health professional. While this deficit or dysfunction approach has its place, especially in the context of historic harm caused to Māori by colonisation, a strengths-based approach in Clinical Psychology also has an important place generally, and when working with Māori.

Mauri ora is an indigenous, strengths-based approach that emphasises holistic wellbeing, cultural identity and collective thriving and flourishing. As such, the **College** encourages its **Member**s to understand and promote wellbeing and flourishing for Māori who receive care or services, through developing a secure identity, a strong cultural connection, resilience, and environmental connection.

8.3 College roles in support of Te Tiriti o Waitangi Kaupapa

The **College** acknowledges that honouring Te Tiriti o Waitangi is everyone's responsibility, but specific and measurable steps to demonstrate the **College**'s commitment to honouring Te Tiriti o Waitangi, in accordance with clause 7.3, is to include the following roles/positions on the **Executive** and **Council**:

- ***Kaumātua*** – the function of the Kaumātua role is to uphold and advise the College on tikanga in relation to the **College**'s policies, practices, actions and events. In addition, the kaumātua is available to support the Māori members on the **Executive** and **Council** to hold the **College** accountable for their commitment to honouring Te Tiriti o Waitangi.

- ***Pou Whakarae*** – the function of the Pou Whakarae role is to provide strategic support for the **College** in relation to Te Ao Māori in the mental health and wellbeing space. In the absence of the Kaumātua position being filled (or being absent from a **College** event), the Pou Whakarae may also fulfil those tikanga responsibilities. In addition, the Pou Whakarae is available to support the Māori members on the **Executive** and **Council** to hold the **College** accountable for their commitment to honouring Te Tiriti o Waitangi.
- ***Māngai Māori*** – the function of the Māngai Māori role is to:
  - represent and advocate for Māori **College Member**s, and
  - ensure the **College** is accountable to Māori who receive care or services from **College Members**, and
  - ensure the **College** is committed to, and takes action in, the development of Māori Clinical Psychologists

  In addition, the Māngai Māori will support the Pou Tiriti role on the **Executive** and **Council** to hold the **College** accountable for their commitment to honouring Te Tiriti o Waitangi.
- ***Pou Tiriti*** – the function of the Pou Tiriti role is to hold the **College** accountable for their commitment to honouring Te Tiriti o Waitangi, and may be held by either tangata whenua or tangata Tiriti. Their specific focus will be on advocating for and recommending policy direction, professional standards, educational and training opportunities and professional development opportunities for **College Member**s related to Te Tiriti o Waitangi, and culturally responsive and trauma-informed approaches to care in clinical psychology.

The **College** may also add further roles/positions as it sees fit, to support its commitment to honouring Te Tiriti o Waitangi.

8.4 External Relationships in support of Te Tiriti o Waitangi Kaupapa

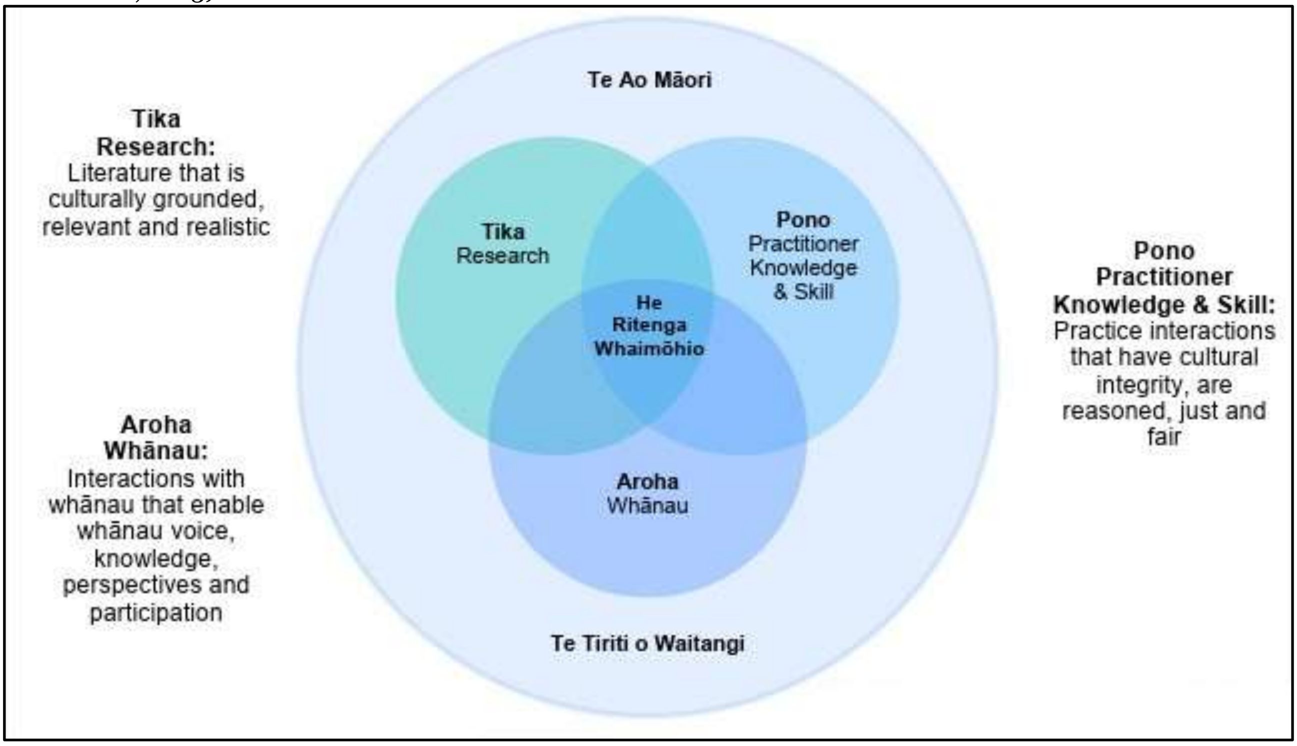
The **Executive**, on behalf of the **College**, will hold relationships with external professional psychology bodies in order to support the **College**'s commitment to honouring Te Tiriti o Waitangi. Such external professional bodies will include (but not be limited to) the *New Zealand Psychologist's Board*, the *New Zealand Psychological Society,* and *He Paiaka Tōtara*.

8.5 Model of practice when working with Māori

The **College** acknowledges that the practice of psychology in Aotearoa New Zealand has historically privileged Western knowledge and models of practice, which has marginalised and subsumed Māori ways of knowing, Māori lived experience, and Mātauranga Māori. Models of evidence-based practice offer a sound approach to inform clinical decision-making. They are typically comprised of three components: research evidence, with an expectation that research appropriate to the issue and context is drawn upon; clinical expertise, including clinicians' experience and knowledge; and a person's values and preferences, emphasising engagement and shared decision-making with people accessing care and treatment. Each component is considered and integrated to determine care and treatment for a person.

An evidence-based practice model that centres Māori culture and recognises the context of Aotearoa New Zealand is *He Ritenga Whaimōhio*, meaning informed practice (Macfarlane & Macfarlane, 2013). The model addresses a core issue with traditional understandings of evidence-based practice, namely that evidence is often defined in ways that marginalises Māori cultural knowledges and evidence. *He Ritenga Whaimōhio*, incorporates three key concepts from Te Ao Māori: tika (right, true, correct), pono (fair, just, honest), and aroha (care, compassion, love). These components broaden the parameters of each of the existing components of evidence-based practice to include Māori cultural knowledges and evidence. The three components of the model are: *Tika Research*, with an expectation that research is culturally grounded, relevant and realistic; *Pono Practitioner Knowledge and Skill*, which entails that practice interactions have cultural integrity, are reasoned, and just; and; *Aroha Whānau*, emphasising that interactions are open to whānau voice, knowledge, perspectives and participation.

Figure 1: He Ritenga Whaimōhio: Culturally responsive EBP (S. Macfarlane 2012; S. Macfarlane and A. Macfarlane, 2013).



Members are free to use other Māori models of health, wellbeing and practice. The key position of advocacy from the **College** is that culturally responsive, competent and safe practice when working with Māori is for **Member**s to focus attention on (Macfarlane &Macfarlane, 2013):

a) Mātauranga Māori – the centrality of Māori knowledge
b) Whanaungatanga – the centrality of relationships
c) Rangatiratanga – the centrality of self-awareness
d) Research in context – the centrality of relevance
e) Honouring the Treaty – the centrality of power sharing
f) Cultural competency – the centrality of enabling potential

Membership

9. Minimum number of Members

The **College** shall maintain the minimum number of **Members** required by the **Act**.

10. Classes of Membership

There shall be the following classes of membership of the **College**:

a) Full membership
b) Associate membership
c) Student membership

Full members of the **College** may be further admitted to the status of:

d) Fellowship
e) Life member

No **Member** of the **College** will have any rights or interests in the **College**'s property in accordance with s27 of the **Act**.

10.1 Full membership

To qualify as a Full Member an applicant must have satisfied the *Board of Membership and Professional Standards*, that they possess one of the following qualifications:

- A Doctorate in the field of Clinical psychology from an accredited Clinical Psychology programme at an Aotearoa New Zealand University; or
- A Master's in Clinical Psychology or Postgraduate Diploma in Clinical Psychology or Doctorate in Clinical Psychology from an accredited Clinical Psychology programme at an Aotearoa New Zealand University; or
- An overseas equivalent of the above qualification.

Qualifications gained at overseas institutions will be accepted for the purposes of this rule if they are deemed by the *Board of Membership and Professional Standards* as equivalent to the **College**'s published membership criteria.

An applicant for Full membership must also be registered with the New Zealand Psychologists Board as a Clinical Psychologist, and be compliant with their professional standards, continuing competence programme, and supervised practice requirements. The applicant must therefore provide a Supervision Report (from an Aotearoa New Zealand registered Clinical Psychologist) covering at least 20 (twenty) hours of supervision over the past year.

An application for Full membership shall be supported by at least 2 (two) Full **Member**s. These Full **Member**s must have personal knowledge of the applicant, sufficient to have satisfied themselves that;

a) the applicant functions in their professional role in a manner consistent with that expected of a clinical psychologist; and
b) that the applicant is in good standing as a psychologist.

To qualify as a Full **Member**, an applicant must also have satisfied the *Board of Membership and Professional Standards* that they are of good character and have not been and are not currently subject to any disciplinary findings or orders made by the New Zealand Psychologists Board or the Health Practitioners Disciplinary Tribunal or equivalent bodies in other jurisdictions.

Full **Member**s hold voting rights.

10.2 Associate membership

Associate membership status is conferred prior to achieving Full Membership to allow for a period of more intensive and supported supervision to assist the Associate Member to adapt to working as a clinical psychologist in Aotearoa New Zealand. The key purposes of this supervision are to ensure that the applicant is able to work in their context in a manner consistent with that expected of a clinical psychologist, and to ensure appropriate cultural knowledge and competencies have been gained to work safely with Māori individuals and/or communities. In most other respects, Associate membership is considered as equivalent to full membership, except that Associate member may not serve as an **Officer** of the **College** until they achieve Full membership status.

To qualify as an Associate **Member** an applicant must have satisfied the *Board of Membership and Professional Standards*, that they possess one of the sets of qualifications listed in 10.1 above.

All applications from new Aotearoa New Zealand Trained Clinical Psychologists (within a year of completing their training) may be approved as an Associate Member.

Applications from overseas Clinical Psychologist's will be approved as an Associate Member, irrespective of their experience level.

Once an Associate Member can provide a Supervision Report (from an Aotearoa New Zealand registered Clinical Psychologist) covering at least 20 (twenty) hours of supervision over the past year, they can gain Full Membership status.

An applicant for Associate membership must also be registered with the New Zealand Psychologists Board as a Clinical Psychologist, and be compliant with their professional standards, continuing competence programme, and supervised practice requirements.

An applicant for Associate membership shall be supported by at least 2 (two) Full **Member**s. These Full **Member**s must have personal knowledge of the applicant, sufficient to have satisfied themselves that;

a) the applicant functions in their professional role in a manner consistent with that expected of a clinical psychologist; and
b) that the applicant is in good standing as a psychologist.

To qualify as an Associate **Member**, an applicant must also have satisfied the *Board of Membership and Professional Standards* that they are of good character and have not been and are not currently subject to any disciplinary findings or orders made by the New Zealand Psychologists Board or the Health Practitioners Disciplinary Tribunal or equivalent bodies in other jurisdictions.

Associate Members hold voting rights.

10.3 Student membership

To qualify as a Student **Member**, the applicant must be enrolled in a Doctor of Clinical Psychology programme or in a Postgraduate Diploma in Clinical Psychology programme at an Aotearoa New Zealand University. Student membership is free of charge.

On receipt of application for Student membership, the **Executive Director** will seek confirmation from the relevant University Clinical Psychology programme of the student's active enrolment status and participation in the programme.

Student **Member**s receive **College** benefits, but do not hold voting rights.

10.4 Fellowship

Election as a Fellow is an honour, recognising those who have demonstrated wisdom and experience in the field and who have made a significant contribution to psychology, including in training, mentoring and supporting others, and/or to the function of the **College**.

To qualify for election as a Fellow, the **Executive** must be satisfied that the nominee is:

- a fully paid-up **Member** of the **College** who is in good standing and has been a **Member** of the **College** for at least a total of 7 (seven) years; and
- has made a substantial contribution to clinical psychological knowledge or practice either by their own practice, teaching and/or research or by organising or developing the work of others; or
- has made a significant contribution to the **College** through their contribution to Branch or National activities.

A **Member** to be considered for Fellowship must be nominated by 2 (two) Full **Member**s of the **College**, typically on behalf of or with the agreement of a Branch. Such nomination will be referred to the **Executive** for consideration, and the **Executive** retains final discretion as to the decision whether to recommend the candidate to Fellowship. No record will be made in the minutes of the **Executive** of the names of candidates not recommended. Once recommended to the status of Fellowship, the **Executive** will refer the recommendation to the **Member**s for ratification at an **Annual General Meeting**.

Fellows are Full **Member**s, with all the rights of Full membership. In addition, Fellows may use the honoured title of Fellow in any of their business communications.

10.5 Life membership

Life membership may be recommended by the **Executive**, at its discretion, for those Full **Member**s who have:

- been **Members** of the **College** for at least 20 (twenty) years; and
- have made an outstanding contribution to the **College** over an extended period; and
- have retired or substantially retired from working as a clinical psychologist.

A **Member** to be considered for Life membership must be nominated by 2 (two) Full **Member**s of the **College**, typically on behalf of or with the agreement of a Branch. Such nomination will be referred to the **Executive** for consideration, and the **Executive** retains final discretion as to the decision whether to recommend the candidate to Life membership. No record will be made in the minutes of the **Executive** of the names of candidates not recommended. Once recommended to the status of Life membership, the **Executive** will refer the recommendation to the **Member**s for ratification at an **Annual General Meeting**.

For the purposes of this rule, prior membership of an equivalent overseas psychological organisation may be deemed equivalent to membership of the **College**, at the discretion of the **Executive**.

Life members shall retain all the rights and privileges of Full membership but are exempt from payment of further fees in such manner and to such extent as the **Executive** may from time to time determine.

11. Becoming a Member: Consent

Every applicant for membership must consent in writing to becoming a **Member.**

12. Becoming a Member: Process

Applications for Membership are to be sent to the **Executive Director** at the National Office of the **College** in such format as the **Executive** requires. Applications must include documentary evidence of educational qualifications and such other information as the **Executive** decides is needed for the **Member** application process.

The membership application will be considered by the *Board of Membership and Professional Standards*, which may also include the **Executive Director**. Any member of the *Board of Membership and Professional Standards* may consult the applicant's proposer and seconder, and/or any other person thought to possess information relevant to the membership application.

The *Board of Membership and Professional Standards* may accept or decline an application for membership at its sole discretion. The **Executive Director** will inform the applicant of the result of their application. Successful applicants will be advised of the membership fees payable and will be provided with a copy of the **Constitution** by the **Executive Director**.

Following successful application, membership begins when the first membership fee is received by the **Executive Director**.

The signed written consent of every person to become a **College Member** shall be retained in the **College'**s membership records.

13. Members' obligations and rights

13.1 General

Every **Member** shall provide the **College** in writing with that **Member**'s name and contact details (namely, physical and email address and a telephone number) and promptly advise the **College** in writing of any changes to those details.

All **Members** shall promote the interests and purposes of the **College** and shall do nothing to bring the **College** into disrepute. However, no **Member** will speak for and represent the views of the **College** as a whole without first having obtained the approval of the **Executive** to do so.

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **College's** premises, facilities, equipment and other property, and participating in **College** activities) if all fees have been paid to the **College** by their respective due dates, but no **Member** is liable for an obligation of the **College** by reason only of being a **Member**.

The **Executive** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **College**, and to participate in **College** activities, including any conditions of and fees for such access, use or involvement.

13.2 Duty of Members to advise the Executive in relation to conduct and complaints

A **Member** must advise the **Executive Director** immediately of any complaints made against them to the New Zealand Psychologists Board or the Health and Disability Commissioner in relation to their professional practice, unless they are advised by the authority that no further action is to be taken regarding the complaint.

A **Member** must advise the **Executive Director** when any disciplinary requirements imposed upon them have been discharged or fulfilled.

In joining and remaining a **Member** of the **College**, a **Member** gives permission for any records held by any professional disciplinary body, pertaining to any action taken by or complaint made to those bodies in relation to the **Member**'s professional conduct to be made available to the **Executive Director** and **Executive** of the **College** if such information is requested by the **Executive Director** or **Executive**. This requirement relates to action taken or complaints made (by any professional disciplinary body) that have been upheld or remain unresolved.

In joining and remaining a **Member** of the **College**, a **Member** gives permission for the **Executive Director** to disclose to an **Authorised Enquirer** information pertaining to the membership status of the **Member**, and the outcome of any complaints against the **Member** determined under the **College**'s Complaints and Disputes Resolution Process. In these cases, the Executive Director will at all times comply with the information privacy principles of the Privacy Act 2020.

14. Failure to pay fees

Any **Member** who fails to pay the annual membership fees within 6 (six) months of the due date shall be considered unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **College** activity or to access or use the **College**'s premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid after 6 (six) months of the due date, the **Executive** may terminate the **Member**'s membership at the **Executive**'s sole discretion.

15. Ceasing to be a Member

15.1 Typical cessation process

A **Member** ceases to be a **Member**—

- by resignation from that **Member**'s class of membership by written notice signed by that **Member** to the **Executive**; or
- on termination of a **Member**'s membership following a Complaints and Dispute Resolution process under this **Constitution**; or
- on death; or
- by resolution of the **Executive** where—
    - The **Member** has failed to pay the membership fee due to the **College** within 6 (six) months of the due date for payment; or
    - Following the Complaints and Disputes Resolution process of the **College**, the **Member** has been found to have brought the **College** into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member**'s notice of resignation by the **Executive** (or any subsequent date stated in the notice of resignation); or
- the date of termination of the **Member**'s membership under this **Constitution**; or
- the date of death of the **Member**; or
- the date specified in a resolution of the **Executive** and when a **Member**'s membership has been terminated the **Executive Director** shall promptly notify the former **Member** in writing.

15.2 Where the Member is the subject of a complaint or dispute resolution investigation

A **Member** who tenders their resignation pursuant to a request from the **Executive**, because of a complaint or dispute resolution investigation, shall not be entitled to withdraw their resignation, which shall take effect immediate on receipt by the **Executive Director**.

Should a **Member** tender their resignation before the completion of a dispute resolution investigation, the resignation shall not affect the continuation or outcome of the Complaints and Dispute Resolution Process. The **Executive**, through *the Complaints and Dispute Resolution Panel*, shall retain the authority to pursue the investigation and issue findings, regardless of the **Member**'s resignation.

16. Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

- remains liable to pay all fees to the **College**'s next balance date, and
- shall cease to hold themself out as a **Member** of the **College**, and
- shall return to the **College** any property belonging to the College that they hold, and
- shall cease to be entitled to any of the rights of a **College Member**.

17. Becoming a Member again

Any former **Member** may apply for re-admission in the same manner prescribed for new applicants and may be re-admitted only by resolution of the *Board of Membership and Professional Standards*.

If a former **Member** has applied for re-admission, and that former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may only be re-admitted by a resolution passed at a **General Meeting** on the recommendation of the *Board of Membership and Professional Standards*.

Governance of the College

18. Officers of the College

An **Officer** of the **College** means a natural person who is:

- a member of the **Executive**, or
- occupying a position in the **College** that allows them to exercise significant influence over the management or administration of the **College**, including any **Executive Director**.

An **Officer** may be an employee of the **College**, a member of the **Council**, a member of the **Executive**, a member of a Standing or Ad Hoc Committee, or a member of a Branch committee.

18.1 Qualifications of Officers

Every **Officer** must be a natural person who—

- has consented in writing to be an **Officer** of the **College**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **College**.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **College**, namely—

a. A person who is under 16 (sixteen) years of age.
b. A person who is an undischarged bankrupt.
c. A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.
d. A person who is disqualified from being a member of the governing body of a charitable entity under section 36C of the Charities Act 2005
e. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 (seven) years—
    i. an offence under subpart 6 of Part 4 of the **Act**
    ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
    iii. an offence under section 143B of the Tax Administration Act 1994
    iv. an offence under section 22(2) of the **Act**
    v. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i.) to (iii.)
    vi. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
f. A person subject to:
    i. a banning order under subpart 7 of Part 4 of the **Act**, or
    ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
    iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
    iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
g. A person who is subject to an order that is substantially similar to an order referred to in the previous paragraph under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
h. A person who does not comply with any qualifications for **Officer**s contained in this **Constitution**.

Prior to election or appointment as an **Officer** a person must—

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **College's** records.

18.2 Officers' Duties

At all times each **Officer**:

a. shall act in good faith and in what the **Officer** believes to be the best interests of the **College**,
b. must exercise all powers for a proper purpose,
c. must not act, or agree to the **College** acting, in a manner that contravenes the **Act** or this **Constitution**,
d. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation:
   i. the nature of the **College**,
   ii. the nature of the decision, and
   iii. the position of the **Officer** and the nature of the responsibilities undertaken by them
e. must not agree to the activities of the **College** being carried on in a manner likely to create a substantial risk of serious loss to the **College** or to the **College's** creditors, or cause or allow the activities of the **College** to be carried on in a manner likely to create a substantial risk of serious loss to the **College** or to the **College's** creditors, and
f. must not agree to the **College** incurring an obligation unless they believe at that time on reasonable grounds that the **College** will be able to perform the obligation when it is required to do so.
g. may rely on reports, statements, financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
   i. an employee of the **College** whom the **Officer** believes on reasonable grounds to be reliable and competent in relation to the **Matter**(s) concerned,
   ii. a professional adviser or expert in relations to **Matter**(s) that the **Officer** believes on reasonable grounds to be within the person's professional or expert competence,
   iii. any other **Officer** or Committee of the **College** upon which the **Officer** did not serve in relation to the **Matter**(s) within the **Officer**'s or Committee's designated authority.

18.3 Conflicts of interest

An **Officer** or member of a Committee or member of a Branch who is an **Interested Member** in respect of any **Matter** being considered by the **College**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

a. to the **Counci**l or **Executive** and or Committee and/or Branch, and
b. ensure it is recorded in an **Interests Register** kept by the **Executive Director**.

Disclosure must be made as soon as practicable after the **Officer** or member of a Committee becomes aware that they are interested in the **Matter**.

If it arises after the fact that a conflict was not declared, this will be noted in the next **Council** or **Executive** or Committee or Branch meeting minutes, and any consequences advised to **Member**s of the **College** in a newsletter or such other communications as the **Executive** deems appropriate.

If an **Officer**'s interest in the **Matter** being considered is the same or substantially the same as the benefit or interest of all or most other **Member**s of the **College** due to membership of that or those **Officer**(s) it will not be considered a conflict of interest.

The **Council** or **Executive** or Committee or Branch will consider a disclosed conflict of interest – or perceived conflict of interest -and determine the most appropriate action(s) in relation to the situation. This may include:

a) altering the personal/professional circumstance which may currently be giving the conflict of interest or could do so in the future,
b) taking no action because the conflict of interest is not considered by the **Council** or **Executive** or Committee or Branch to be of sufficient gravity to warrant action,
c) The **Officer** with the conflict of interest being present at the **Council** or **Executive** or Committee or Branch meeting (with the agreement of the **Council** or **Executive** or Committee or Branch) but abstaining from the **Council** or **Executive** or Committee or Branch meeting for the duration of the discussion and/or voting on the **Matter**,
d) The **Officer** with the conflict of interest absenting themselves from the **Council** or **Executive** or Committee or Branch meeting for the duration of the discussion and/or voting on the **Matter**,
e) The **Officer** with the conflict of interest resigning from the **Council** or **Executive** or Committee or Branch.

An **Officer** or member of a Committee or Branch who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50% (fifty per cent) or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50% (fifty per cent) or more of the members of a Committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Executive** shall consider and determine the **Matter**.

19. The Council and the Executive

The 2 (two) governing bodies of the **College** are the **Council** and the **Executive**. Each governing body has different, but complimentary functions and duties. Both work in partnership with each other, with the **Executive** being responsible for managing and leading the day-to-day operations and affairs of the **College**, and the **Council** being responsible for gathering feedback from the wider **College** membership and communicating this to the **Executive**, and determining the overall strategic direction for the **College**.

19.1 The Council

19.1.1 Composition and Membership of the Council

Membership of the **Council** is ex officio by virtue of holding one of the positions listed below, or by appointment by the **Council**. For the avoidance of all doubt, membership of the **Council** is not by election, and members of the **Council** are normally also Full **Member**s of the **College**. However, the **Executive Director**, and the Kaumātua and/or Pou Whakarae are not required to be **Member**s of the **College**. Members of the **Council** include:

- all members of the **Executive**
- a Kaumātua and/or Pou Whakarae
- the Immediate Past **President**
- branch representatives
- student representatives
- a representative from the *Ethics Advisory Panel*
- a University Liaison – this is an appointed role
- Publications editor(s) – this is an appointed role

Any Kaumātua and/or Pou Whakarae appointed by the **College** may, as of right, attend meetings of the **Executive** and any Committees established by the **Council** or **Executive** and any **General Meetings** of the **College**, and shall have speaking and voting rights. For the avoidance of doubt, if the Kaumātua and/or Pou Whakarae is also a **Member** of the **College**, they shall only have one vote in any decisions being made.

19.1.2 Functions and Purpose of the Council

The functions and purpose of the **Council** are to:

a) establish any Standing Committees of the **College**; and
b) inform **College** discussions by gathering feedback from the wider **College** membership; and
c) provide two-way communication about what is happening in the regions (through the Branches) and in the **Executive**; and
d) contribute to and/or lead the development of Policy directions for the **College**; and
e) network across the regions (through the Branches) about educational events and other matters; and
f) increase understanding of the current issues among **Member**s; and
g) enhance the sense of involvement of **Member**s in the **College**, and understanding of **College** decisions; and
h) receive reports from the **Executive** for accountability purposes; and
i) encourage membership drives and improve regional functioning through the Branches.

19.1.3 Proceedings of the Council

There shall be at least 3 (three) meetings of the **Council** each year, one of which occurs adjacent to the bi-annual conference and/or the **Annual General Meeting**.

The quorum for **Council** meetings shall be 7 (seven) members of the **Council** (who are also considered **Officer**s of the **College)**. The quorum for **Council** meetings must also include either the **President** or the **Vice President** (if one is currently elected).

The Chairperson for **Council** meetings shall be the **President** or the **Vice President**.

Voting at any **Council** meeting shall be on the voices of **Council** members, or if any member so requests, by a show of hands. Provided that if one-third of **Council** members so desire, voting shall be by ballot to be taken in such manner as the meeting may determine. Voting by written proxy shall be permitted provided that such written proxies are received by the **Executive Director** prior to the opening of the meeting to which they apply. The result of each decision shall be declared by the Chairperson of the **Council** and recorded in the minutes.

19.2 The Executive

19.2.1 Composition and Term of the Executive

The **Executive** is composed of:

- the President – this is an elected role
- the Vice President – this is an elected role
- the Executive Director – this is an ex officio role
- the Treasurer – this is an elected role
- the Pou Tiriti – this is an appointed role
- the Māngai Māori – this is an appointed role, and
- the Chairperson of the *Board of Membership and Professional Standards* – this is an ex officio role on the **Executive**

Except for the **Executive Director**, only Full **Member**s of the **College** are eligible to serve as members of the Executive.

All members of the **Executive** have speaking and voting rights.

Each member of the **Executive** (except for the **Executive Director**) will normally serve a term of 2 (two years), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Executive** member's term of office and will be elected or appointed according to the provisions set out below.

Elected and appointed members of the **Executive** (which does not include the Executive Director) may only serve for a maximum of 3 (three) consecutive terms.

On expiry of their term as **President**, any individual may stay on the **Council** (rather than the **Executive**) as Immediate Past **President** for up to 1 (one) year, however they may not stand for another position on the **Executive** for at least 2 (two) terms.

19.2.2 Functions and Purpose of the Executive

The function and purpose of the **Executive** is to manage and lead the day-to-day operations and affairs of the **College**, informed and supported by the **Council**.

From the end of each **Annual General Meeting** until the end of the next, the **College** shall be managed by, or under the direction or supervision of, the **Executive**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

19.2.3 Powers of the Executive

The **Executive** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **College**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

Such powers include to:

a) Exercise on behalf of the **College** the powers vested in it by this **Constitution**, including the power to make policies and procedures as informed by the **Council**, and as specified in this **Constitution**.
b) Direct and manage the property and affairs of the **College** and to control and invest the funds of the **College** in such a manner as the **Executive** sees fit.
c) Employ staff having such titles, roles and duties as the **Executive** may determine, including the employment of an **Executive Director** (or equivalent), and to oversee and monitor their performance in carrying out their duties; and to make such arrangements with employees as the **Executive** sees fit.
d) Purchase, take on lease, or in exchange, hire or acquire in any manner any property or any rights or privileges which the **College** may think necessary or convenient for any purposes.
e) Enter into any arrangements with any authorities, associations, boards, societies, corporations or individuals, and to obtain from any such bodies any rights, privileges and concessions.
f) Apply for, promote and obtain, or join in applying for, promoting or obtaining an Act of Parliament, Royal Charter or licence or any authority, necessary or desirable for furthering any of the **College**'s objectives.
g) To take such steps and proceedings and to do such things as may seem necessary or expedient to protect or further the interests of the **College**.
h) Work alongside the Psychologists Board, the New Zealand Psychological Society, He Paiaka Tōtara (and any other related body) to develop and promulgate a **Code of Ethics**, binding all **Member**s and regulating professional standards of behaviour, relations between **Member**s, and relations between **Member**s and non-members, and to amend, revoke or replace the **Code of Ethics** currently in force.
i) Take such actions as are necessary to develop and maintain the integrity of the **College** as a professional body, including setting and upholding standards of knowledge and practice of **Member**s. This includes disciplining **Member**s who breach this **Constitution** and/or the **Code of Ethics**.
j) In collaboration with Branches, to support the convening of conferences of the **College** and the holding of lectures, discussions, workshops and addresses, for the purpose of achieving the objectives of the **College**.
k) Prepare, publish, issue and distribute, in print or electronically, documents or publications in any form relating to psychology or the **College** (and any translations of such documents as the **Executive** may commission or prepare).
l) Solicit and receive money and funds by way of contributions, donations, legacies, grants, or any other lawful methods; and to accept gifts of property of any description (whether subject to any special trusts or not) donated for any of the objectives of the **College**; and to administer those funds and property.
m) Organise and promote workshops and professional development activities in any aspect of psychological knowledge or practice.
n) Issue public statements and commentary on behalf of the **College** in line with the **College**'s position statements and policies.
o) Make grants of money, books, apparatus, or other things for the purpose of promoting research and development in psychology or its applications or in allied subjects.

p) Authorise payment of all accounts, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the **College**, in such manner as the **Executive** from time to time determines.
q) Reduce or remit in any special case the annual fee arrears of any **Member**.
r) Delegate to the **Executive Director** and/or other employees such powers as it may from time to time determine.
s) Purchase indemnity insurance for the **Officer**s of the **College** in relation to acts undertaken in good faith on behalf of the **College**.
t) Discipline or expel any **Member** who, after completing the Complaints and Dispute Resolution process detailed in this Constitution, has been found to:
   i. have acted in breach of this **Constitution** or policies of the **College** or the **Code of Ethics** for Psychologists working in Aotearoa New Zealand; or
   ii. have been admitted as a **Member** to the **College** based on false representation(s) made in the membership application process.
u) Establish any Ad Hoc Committees of the **College**.
v) Take such steps as it may think fit for the purpose of promoting any of the objectives of the **College**.

19.2.4 Duties of the Executive

It is the duty of the **Executive** to:

a) Recommend the annual Membership fees of **Member**s, which then gets referred to the **Member**s and ratified by them at the **Annual General Meeting**.
b) Monitor the ongoing income and expenditure of the **College** and ensure the set of Annual Financial Statements is prepared.
c) Employ an **Executive Director** (or equivalent) under an employment agreement with an associated job description, and:
   i. determine the **Executive Director**'s responsibilities and duties,
   ii. oversee, monitor and review the **Executive Director**'s performance annually (or at some other agreed interval),
   iii. fix the annual remuneration of the **Executive Director**.
d) Strive to ensure that the **College** is a good employer in all respects.

19.2.5 Procedure of Executive Meetings

The quorum for **Executive** meetings shall be a simple majority of members of the **Executive**.

A meeting of the **Executive** may be held either—

a. by a number of the members of the **Executive** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
b. by means of audio, or audio and visual, communication by which all members of the **Executive** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

The **President** or any 2 (two) members of the **Executive** may at any time summon a meeting of the **Executive** by giving at least 5 (five) **Working Days'** notice to all members of the **Executive**.

The Chairperson for **Executive** meetings shall be the **President** or the **Vice President**. If at a meeting of the **Executive**, the **President** or **Vice President** is not present within 15 (fifteen) minutes after the time appointed to start the meeting, the members of the **Executive** present may choose one of their number to be Chairperson.

Resolutions of the **Executive** are passed at any meeting of the **Executive** by consensus, or where consensus cannot be reached, by a simple majority of votes. Every **Officer** on the **Executive** shall have one vote, and in the case of an equality of votes, the Chairperson will have an additional casting vote.

Except as otherwise provided in this **Constitution**, the **Executive** may regulate its own procedure as it thinks fit.

19.2.6 Proceedings of the Executive

The **Executive** may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, **Electronic Voting** system, or post, and any such resolution shall be recorded in the minutes of the next **Executive** meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Executive** may regulate its proceedings as it thinks fit.

19.2.7 Frequency of Executive Meetings

The **Executive** will normally meet at least 10 (ten) times per year, at such times and places and in such manner (including in person, by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Executive Director**.

The **Executive Director** shall give to all **Executive** members at least 5 (five) **Working Days'** notice of **Executive** meetings, but in cases of urgency a shorter period of notice shall suffice.

19.2.8 Election of Officers of the Executive

When there are vacancies for **Officer**s of the **Executive**, the election of those **Officer**s shall be conducted as follows:

a) **Officer**s shall be elected prior to the **Annual General Meeting** of the **College** using **Electronic Voting**, and the results of the election notified to **Member**s (the Publication Date) at least 10 (ten) **Working Days** before the **Annual General Meeting**. However, their term of office starts at the close of the **Annual General Meeting** following their election and confirmation as Officers.

b) If a vacancy in the position of any **Officer** of the **Executive** occurs between **Annual General Meetings**, the current **Executive** will decide if an out-of-cycle election is needed, or if the position can be covered by co-opting a suitable **Member** to the vacancy. Should the **Executive** appoint (by resolution to co-opt) a suitable **Member**, then unless otherwise specified by the **Executive**, any **Member** so appointed shall have full speaking and voting rights as an **Officer** of the **Executive**. The term of office for this appointed **Officer** will last until the end of the next **Annual General Meeting**.

c) The **College** must call for nominations of candidates at least 50 (fifty) **Working Days** prior to the Publication Date. The day upon which the notice of election and the Publication Date cannot be counted towards the notice period.
The nominations will be compiled by the **Executive Director**, with oversight from the **Executive**.

d) All nominated candidates for roles on the **Executive**, whether elected or co-opted, must supply a biographical information sheet, a signed consent to appointment, and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). This information will provide **Members** a standardised set of information about nominated candidate to consider prior to the election. The biographical information sheet for the nominated candidate must include:
- What role on the **Executive** they are standing for – President, Vice President or Treasurer
- What region of the country they work in
- How long they have been a **Member**
- Their field of practice in Clinical Psychology
- Their position statement on Te Tiriti and diversity issues
- Other such information that the nominated candidate would like voting members to know

e) This nomination documentation shall be received by the **Executive Director** at least 40 (forty) **Working Days** in advance of the Publication Date, and the **Executive Director** will check that the nominated candidates are paid-up financial member(s) of the **College.**

f) In the event that multiple nominations are received for a vacant position, then voting procedures are opened for **Members**.

g) In the event that only one nomination is received for a vacant position, eligible voters will have an opportunity to endorse or object to the nominee being elected to the **Executive**.

i. At least 35 (thirty five) **Working Days** before the Publication Date, the **College** shall give all eligible voters **Notice** that only one nomination has been received for a vacant position. Such **Notice** will include:
- The name and biographical information sheet for the nominee, along with acknowledgement that this person is the sole nominee for the specified role; and
- Instructions on how to endorse or object to the sole nominee and advising that the endorsement/objection period will end in 5 (five) **Working Days**.

ii. Any objection to a sole nominee must state the reason for the objection, which will be received by the **Executive Director** in confidence. Reasons for an objection, might include that the sole nominee is:
- disqualified under the 'Qualification of Officers' rule of this **Constitution**, or
- is the subject of a current complaint to the New Zealand Psychologists Board and/or the Health and Disability Commissioner, or
- the subject of a current complaint to the **College** under clause 33 of this Constitution, or
- has (or is) engaged in conduct that would bring the **College** into disrepute.

iii. In the interests of natural justice, any objection to a sole nominee will follow the Complaints and Disputes Resolution process detailed in clause 33 of this **Constitution**, with the goal of completing this process by at least 16 (sixteen) **Working Days** before the Publication Date.

iv. Outcomes of this specific Complaints and Disputes Resolution process may include:
- the **College** deciding not to proceed further with the objection/complaint, and the sole nominee standing for election, or

- the sole nominee withdrawing their nomination for election (either before or after the commencement of the Complaints and Disputes Resolution process), or
- the objection/complaint being upheld following the investigation, and the **College** disqualifying the sole nominee from the election, or
- the objection/complaint being overturned following the investigation, and the sole nominee standing for election.

h) At least 15 (fifteen) **Working Days** before the Publication Date, the **College** shall give all eligible voters **Notice** of the elections, which shall include:
- A voting form that lists all candidates, describes the voting system, and gives voting instructions, including how votes may be cast and when the voting period ends; and
- A biographical information sheet about each candidate [up to 1 (one) A4 sheet per candidate], that is supplied by or on behalf of each candidate to support their nomination.

Information and voting forms may be provided electronically (including by emailing eligible voters the information and forms, or by emailing eligible voters a link to a website on which the information and forms are available).

i) Each eligible voter may vote only once for each vacant **Executive** position, and the first past the post voting system will determine the elected winner.

j) Votes will be valid if they are cast within the voting period, in accordance with the voting instructions on the voting form provided to eligible voters. The voting period shall end at least 2 (two) **Working Days** before the Publication Date.

k) The **Executive** will appoint a Chief Electoral Officer and two **College Member**s to act as scrutineers of the voting process. Neither of the scrutineers may be a candidate or a nominator of a candidate. The scrutineers will verify the work of the Chief Electoral Officer, who will:
i. check the validity of all votes received by whatever voting method;
ii. disallow any invalid vote;
iii. record all valid votes received;
iv. keep a tally of preferences for each candidate;
v. combine the tally of preferences received by all allowed methods, and declare the results of the election on the Publication Date;
vi. keep the tally of preferences received strictly confidential before the Publication Date; and
vii. destroy all voting papers and delete all electronic records of eligible voters' votes after the **Annual General Meeting**.

l) If a vote is tied, the continuing **Executive** members (excluding the tied candidates) must resolve this.

m) The failure for any reason of any financial **Member** to receive such **Notice** of the election or **Annual General Meeting** shall not invalidate the election.

19.2.9 Co-Opting Officers of the Executive

In the event that no valid nominations are received for any vacant position on the **Executive**, then the **Executive** may co-opt a suitable **Member** of the **College** as necessary. The name(s) and role(s) of co-opted members of the **Executive** will be reported to the **Member**s as soon as practicable following their appointment by co-option.

19.2.10 Continuity of the Executive

There may be times due to early departures, completion of terms (whether for elected or appointed roles), or other factors that result in over half of the **Executive** stepping down at one time. This can result in a significant loss of continuity and organisational history and practice. If half or more of the **Executive** leave at once, the **Executive** can postpone the completion of term for up to 3 (three) roles whose term is expiring (excluding the **President** and **Vice President** roles) by a maximum of one year to provide for continuity on the **Executive**.

19.2.11 Ceasing to be an Officer of the Executive

An **Officer** ceases to hold office when they:

a) resign office (by giving notice in writing to the **President** or **Executive Director**). Such resignation will take effect on the date it is received by the **President** or **Executive Director** or at such later time as specified in the written notice; or
b) ceases to be a **Member** of the **College** for any reason; or
c) dies.

In the cases listed above (except resignation), the individual will cease to hold office effective immediately upon the **Executive** becoming aware of the circumstance and informing the individual concerned.

Each **Officer** shall within 5 (five) **Working Days** of submitting a written resignation or ceasing to hold office, deliver to the **Executive** all books, papers and other property of the **College** held by such former **Officer**. In addition, the resigning **Officer** must delete any electronic communications (including emails and reports) about the business of the **Executive** from all of their electronic devices.

19.2.12 Removal of Officer from the Executive

An **Officer** shall be removed as an **Officer** by resolution of the **Executive** or the **College** where in the opinion of the **Executive** or the **College**, and after completing the Complaints and Disputes Resolution process outlined in this Constitution —

a) The **Officer** elected to the **Executive** is found to have been absent from 3 (three) consecutive **Executive** meetings without leave of absence from the **Executive**; or
b) The **Officer** has been found to have brought the **College** into disrepute; or
c) The **Officer** has failed to disclose a conflict of interest; or
d) The **Officer** becomes disqualified from office under the Act [section 47(3)]; or
e) The **Officer** is convicted of any offence against the laws of Aotearoa New Zealand for which the **Member** would be liable on conviction to imprisonment for 1 (one) year or longer. In this instance, the Criminal Records (Clean Slate) Act 2004 applies; or
f) being a Registered Psychologist, has their registration suspended or terminated by the Psychologists' Board; or
g) by virtue of an accident or medical event, becomes incapable of carrying out the duties of the role.

with effect from (as applicable) the date specified in a resolution of the **Executive** or **College**.

19.3 Role and duties of the Executive Director

The **Executive Director** is responsible for the overall management of the **College**, and must therefore liaise closely with the **President**, the **Council** and the **Executive**, as well as Committees and Branches of the **College**. The primary responsibility of the **Executive Director** is to guide the vision and direction of the **College** as established by the **Executive**. This includes contributing to the **College**'s Strategic Plan, and development of the Business Plan to deliver the **College**'s vision. The Executive Director is also responsible for managing membership kaupapa, including membership communications and events, stakeholder engagement, strategic alliances, day-to-day policy and financial oversight.

It is the duty of the **Executive Director** to:

a) carry out all of the duties of **Officer** as detailed in clause 18.2 of this Constitution,

b) Except as otherwise expressly provided for by resolution of the **Executive**, the **Executive Director** shall be responsible for the employment of any other employee(s) of the **College**, and all matters relating to their employment. However, the **Executive Director** must have the agreement of the **Executive** to:

  i. establish or disestablish any employee position, or

  ii. enter into any employment agreement with an employee.

c) Keep records for the **College** as outlined in the 'Records' section of this **Constitution**.

d) Keep minutes of **Executive** meetings and proceedings.

Committees and Branches

20. Committees

The **Executive** and **Council** may delegate any of their powers to Standing or Ad hoc Committees. The **Council** will establish (or disestablish) any Standing Committees, and then this resolution will require ratification by the **Member**s at a **General Meeting**. The **Executive** will establish (and disestablish) Ad hoc Committees as necessary and at their sole discretion.

The **Executive** and **Council** must prescribe the terms of reference and powers of the Committees they establish, appoint members to those Committees, and may fix the quorum for each Committee. Any Committee appointed by the **Executive** and **Council** will conform to any requirements imposed on it by the **Executive** and **Council**.

Committees may invite persons who are not **Members** of the **College** to attend their meetings, but in an advisory capacity only.

All Standing Committees will report to the **Council** when the **Council** meets at least 3 (three) times per year. All Ad hoc Committees will report at least annually to the **Executive**, who will then share those annual reports with the **Member**s at the **Annual General Meeting**. Decisions made by Committees of the **College** shall be subject to confirmation by the **Executive** or **Council**, unless the **Executive** or **Council** otherwise expressly determines.

No Committee shall have power to co-opt additional members without express authority from the **Executive** or **Council**.

A Committee must not commit the **College** to any financial expenditure without express authority from the **Executive.**

A Committee must not further delegate any of its powers.

20.1 Standing Committees

Members of Standing Committees will be appointed by the **Council**, usually in consultation with the Chairperson of that Committee, with no fewer than 3 (three) members on each Committee. Appointees to Standing Committees must be **Members** of the **College**, may include the **Executive Director**, and each Committee may appoint a Chairperson from among their members.

The term of office for members of Standing Committees will be 2 (two) years. At the end of the term, Standing Committee members may be reappointed, except that no member shall be eligible to serve more than 3 (three) consecutive terms.

The **Executive** will publish, from time to time and not less than annually, a schedule showing the names, terms of reference, and membership of any Standing Committee.

20.1.1 Board of Membership and Professional Standards

The *Board of Membership and Professional Standards* is a Standing Committee established by the **Council** that has particular responsibility for defining methods of assessing qualifications, knowledge, training and experience of **Member**s. The *Board of Membership and Professional Standards* will develop policy (with the assistance of the **Executive Director**) related to the professional standards required for membership to the **College**, including cultural competence and cultural safety standards of **Member**s that align with the **Code of Ethics** for psychologists working in Aotearoa New Zealand. Where necessary, the *Board of Membership and Professional Standards* will conduct an examination of applicants for Membership to the **College**.

20.1.2 Ethics Advisory Panel

The *Ethics Advisory Panel* is a Standing Committee established by the **Council** whose purpose is to provide advice to **Member**s about ethical questions and concerns they may have. The Chairperson of the *Ethics Advisory Panel* shall be appointed by the **Council**, and then ratified by **Member**s at a **General Meeting** of the **College**.

20.2 Ad Hoc Committees

Members of Ad Hoc committees will be appointed by the **Executive** at its discretion to carry out any tasks assigned to them and on terms and conditions laid down by the **Executive**.

An example of an Ad Hoc Committee for the **College** is the *Complaints and Dispute Resolution Panel.*

21. Branches

A Branch is a local, geographically defined group of **Member**s, or a group of Members defined by a different accessibility criteria (such as an Internet Branch), who operate under the **College**'s **Constitution**. Each Branch is part of the **College** and is not separate from the **College**. Branches must not incorporate separately, must not hold funds on their own behalf, or enter into contractual arrangements without the support of the **Executive**. Branches have no separate standing and no authority to bind the **College**, except such authority as may be delegated to the Branch from time to time by the **Executive**.

21.1 Operation and Proceedings of Branches

Branches formed under this rule may conduct their proceedings in such manner as provided for in their Rules and Objectives (if the Branch has opted to develop these), except that they must conduct their activities in a manner consistent with the **Constitution** of the **College**.

Branches may form a local Committee to coordinate and organise events and activities in their area. Formation or disestablishment or combining of a Branch should occur via communication with the **Executive** outlining the reasons for this change.

Branches do not have bank accounts separate from the **College**, and funds allocated to support Branch activities will be held by the **College** in a way that separately identifies funds so allocated. Any Branch may request details of the funds held by the **College** allocated to support its activities, and details of those funds shall be provided within 5 (five) **Working Days** of any such request.

Branch Committees may raise funds for activities and events that align with their Rules and Objectives. Funds raised by a Branch will be submitted to the **College** and held on that Branch's behalf. These funds will be made available to those Branches that raised them to support their activities through processes outlined in **College** Policies. Branches are responsible for supplying records detailing their income and expenditure on any activities they undertake.

Branches shall report on their activities at least annually to the **Executive**. Branches may also report on matters of interest or concern to the **Executive**, via the **Executive Director**, at any time, and may request such advice and assistance from the **Executive** as they deem appropriate.

21.2 Winding Up of Branches

The **Executive** has the power to wind up any Branch formed under this rule where the **Executive** has reason to believe the Branch is not fulfilling its objectives, or some circumstances exist which give the **Executive** cause to consider it is in the interests of the **College** to wind up the Branch. The **Executive** shall give 1 (one) month's **Notice** to the **Member**s of the **College** of any such winding up decision. A petition signed by at least 5 (five) **Member**s (of the Branch) may be presented to the next **General Meeting** of the **College** to suspend or reverse any such winding up, and the **General Meeting** may decide the matter.

In the event of any Branch of the College being wound up, the **Executive** will determine the disposition of any assets of the Branch remaining after its liabilities have been paid.

General Meetings

22. Procedures for all General Meetings

22.1 Notice for all General Meetings

The **Executive Director** shall give all **Members** not less than 25 (twenty five) **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the last known email address of the **Member** recorded in the **College's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Member**s do not receive the **Notice** of the **General Meeting**.

22.2 Attendance and voting rights at General Meetings

Any **Member** may attend, but only financial **Members** may speak and vote at **General Meetings**—

- in person, or
- online attendance, or
- by written proxy, provided such written proxy conforms to the requirement of clause 22.5 below regarding proxy voting.

22.3 Quorum at General Meetings

No **General Meeting** may be held unless at least 25 (twenty five) eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members**– shall be dissolved. In any other case it shall stand adjourned to a day, time, and place determined by the **President** of the **College**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

22.4 Voting at General Meetings

Voting at **General Meetings** will be for remits only – the voting for election of **Officer**s having already occurred prior to the **General Meeting**. A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by a show of hands or other advised indication of preference.

Unless otherwise required by this **Constitution**, all motions put to the vote shall be decided by a simple majority of those in attendance in person, in attendance online or by proxy and vote by a show of hands at a **General Meeting**.

a) A secret ballot may be requested at the time of submitting remits for a **General Meeting**. The request for a secret ballot must be made at least 10 (ten) **Working Days** before the General Meeting at which the remit vote takes place. This is to allow administrative preparation of the secret ballot for those attending online to be able to cast their vote secretly.
b) Any secret ballot required will be held in such manner as the Chairperson of the **General Meeting** will determine.

c) A simple majority of those voting in the secret ballot will decide the vote.
d) In the event of a tied vote, the Chairperson of the **General Meeting** will have a casting vote.
e) A declaration by the Chairperson that a resolution has been carried or lost will be conclusive evidence of the fact.

Any decisions made when a quorum is not present are not valid.

22.5 Proxy voting at General Meetings

Voting by proxy shall be permitted providing that written proxies are received by the **Executive Director** 2 (two) **Working Days** prior to the opening of the **General Meeting** to which the proxy vote applies.

The eligible voting **Member** must give the proxy holding **Member** their voting preferences in writing, along with any instructions regarding the ability for the proxy holder to change the vote based on discussions at the **General Meeting**. Proxy nominations must contain the name of the proxy holding **Member**, the name of the eligible voting **Member**, and acknowledgement by the proxy holding **Member** that they accept the role of proxy holder.

Late proxy nominations will be at the discretion of the **Executive** and will only be accepted in the case of exceptional circumstances that are beyond the control of the **Member** that was intending to be present at the meeting. Examples are (but not limited to) illness, adverse weather, and flight cancellations.

22.6 Written resolution in lieu of a General Meeting

The **College** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75% (seventy five per cent) of the **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 (one) or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 (one) or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

22.7 Chairperson for General Meetings

All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice President** shall chair the meeting. If neither of these **Officer**s is present within 15 (fifteen) minutes after the appointed start time, the **Executive** shall elect one of their number to chair the meeting. If there are no **Member**s of the **Executive** present, the **Member**s of the **College** present will elect one of their number to chair the meeting.

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may —

- With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.

- Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the **General Meeting**, and
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

22.8 Remits at General Meetings

The **Executive** may propose remits for the **College** to vote on ('Executive Remits'), which shall be notified to **Members** with the notice of the **General Meeting.**

Any **Member** may request that a remit be voted on ('Member's Remit') at a **General Meeting**, by giving notice to the **Executive Director** or **Executive** at least 30 (thirty) **Working Days** before that meeting. The remit must conform to the **College**'s policy on remits, as published from time to time by the **Executive**. The **Member** may also provide information in support of the remit ('Member's Information'). If notice of the motion is given to the **Executive Director** or **Executive** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

Any remit(s) tabled for the first time at a **General Meeting** will only be considered at the Chairperson's discretion.

23. Minutes

The **College** must keep minutes of all **General Meetings** in accordance with the **Act**.

24. Annual General Meetings: When they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Executive** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—
- 6 months after the balance date of the **College**
- 15 months after the previous annual meeting.

25. Annual General Meetings: Business

The business of an **Annual General Meeting** shall be to—
- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting**(s) held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **College**, which may include reports from the **College**'s **Officers**, Standing Committees, Branches, and Auditors,
- adopt the **Executive's** report on the finances of the **College**, and the annual financial statements,
- ratify any fees recommended by the **Executive** for the current financial year,
- consider and vote on any motions or remits of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Executive** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **College** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

26. Special General Meetings

Special General Meetings may be called at any time by the **Executive** by resolution.

The **Executive** must call a **Special General Meeting** if it receives a written request signed by no fewer than 10 (ten) Members of the College. The **Executive Director** will convene a **Special General Meeting** within 60 (sixty) **Working** Days of receiving this signed request.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Executive's** resolution or the written request by **Members** for the **Meeting**.

Records

27. Register of Members

The **College** shall keep an up-to-date Register of Members.

For each current **Member**, the information contained in the Register of Members shall include —

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including —
  - a physical address
  - an email address, and
  - a telephone number
- The educational qualifications which provided the basis for membership

The register may also include each **Member's**—

- Postal address
- Demographic information
- Professional information
- Whether the **Member** is financial or unfinancial

Every current **Member** shall promptly advise the **College** of any change of the **Member's** contact details.

The **College** shall also keep a record of the former **Members** of the **College**. For each **Member** who ceased to be a **Member** within the previous 7 (seven) years, the **College** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

28. Conflict of Interests register

The **Executive Director** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of the **Council**, **Executive**, Committees, or Branches of the **College**.

29. Access to information for Members

A **Member** may at any time make a written request to the **College** for information held by the **College**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **College** must, within a reasonable time after receiving a request —

a. provide the information, or
b. agree to provide the information within a specified period, or
c. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **College** (which must be specified and explained) to meet the cost of providing the information, or
d. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **College** may refuse to provide the information, the **College** may refuse to provide the information if —

a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **College** or of any of its **Members**, or
c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **College**, or
d. the information is not relevant to the operation or affairs of the **College**, or
e. withholding the information is necessary to maintain legal professional privilege, or
f. the disclosure of the information would, or would be likely to, breach an enactment, or
g. the burden to the **College** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
h. the request for the information is frivolous or vexatious, or
i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **College** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 (ten)

Working Days after receiving notification of the charge, the **Member** informs the **College** —

a. that the **Member** will pay the charge; or
b. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

30. Control and management

The funds and property of the **College** shall be—

- controlled, invested, and disposed of by the **Executive**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **College**.

The **Executive** shall maintain bank accounts in the name of the **College**.

All accounts paid or for payment shall be submitted to the **Executive Director**, who will enter into the financial management system, ready for the **Treasurer** to second/ authorise for payment.

The **Executive** must ensure that there are kept at all times accounting records that—

a. correctly record the transactions of the **College**, and
b. allow the **College** to produce financial statements that comply with the requirements of the **Act**, and
c. would enable the financial statements to be readily and properly audited (if required under any legislation or the **College 's Constitution**).

The **Executive** must establish and maintain a satisfactory system of control of the **College 's** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 (seven) completed accounting periods of the **College**.

31. Audit

The **Executive** shall annually appoint an auditor who is a member of the New Zealand Institute of Chartered Accountants, but who is not a **Member** of the **College**.

32. Balance date

The **College**'s financial year shall commence on the 1st day of January of each year and end on the 31st day of December of each year (the latter date being the **College**'s balance date).

Complaints and Dispute Resolution

33. *Complaints and Dispute Resolution* process

33.1 Scope and objectives of *Complaints and Dispute Resolution* process

This process governs complaints and disputes relating to the operation or affairs of the **College**, or compliance with this **Constitution**.

This complaints process does not cover:

a) Concerns, complaints, or disputes relating to a **Member**'s conduct or competence as a registered psychologist. Concerns of this nature should be directed to the New Zealand Psychologists Board and/or the Health and Disability Commissioner.

b) Concerns, complaints, or disputes relating to an employee or staff member of the **College**. These will instead be addressed through the employment process and may be directed to the **Executive Director** or to the **President** in the event the complaint relates to the **Executive Director**.

This process is intended to ensure that complaints and disputes are dealt with in a fair, efficient, and effective manner.

33.2 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **College** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

a. 2 (two) or more **Members**
b. 1 (one) or more **Members** and the **College**
c. 1 (one) or more **Members** and 1 (one) or more **Officers**
d. 2 (two) or more **Officers**
e. 1 (one) or more **Officers** and the **College**
f. 1 (one) or more **Members** or **Officers** and the **College**.

The disagreement or conflict relates to any of the following allegations—

a. A **Member** or an **Officer** has engaged in misconduct
b. A **Member** or an **Officer** has breached, or is likely to breach, a duty under the **College's Constitution** or bylaws or the **Act**
c. The **College** has breached, or is likely to breach, a duty under the **College's Constitution** or bylaws or the **Act**
d. A **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

All **Members** (including the **Executive** and **Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **College's** activities.

The complainant raising a dispute, and the **Executive**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

33.3 How a complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Executive Director** a notice in writing. The **Executive Director** then notifies the **Executive**, to decide next steps, including whether to form a *Complaints and Dispute Resolution* Panel to investigate the complaint or refer the complaint to an independent third party. The written complaint notice must —
   a. state that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **College'**s **Constitution**; and
   b. set out the allegation or allegations to which the dispute relates and whom the allegation is against; and
   c. set out any other information or allegations reasonably required by the **College**.

2. The **College** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
   a. states that the **College** is starting a procedure for resolving a dispute in accordance with the **College**'s **Constitution**; and
   b. sets out the allegation to which the dispute relates.

3. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

4. A complaint may be made in any other reasonable manner permitted by the **College**'s **Constitution**.

33.4 Person who makes a complaint has a right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

2. If the **College** makes a complaint—
   a. the **College** has a right to be heard before the complaint is resolved or any outcome is determined; and
   b. an **Officer** may exercise that right on behalf of the **College**.

3. Without limiting the manner in which the **Member**, **Officer**, or **College** may be given the right to be heard, they must be taken to have been given the right if—
   a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
   b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
   c. an oral hearing (if any) is held before the decision maker; and
   d. the **Member**'s, **Officer**'s, or **College**'s written or verbal statement or submissions (if any) are considered by the decision maker.

33.5 Person who is subject of a complaint has a right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **College** (the 'respondent')—
   a. has engaged in misconduct; or

b. has breached, or is likely to breach, a duty under the **College's Constitution** or bylaws or this **Act**; or
c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

3. If the respondent is the **College**, an **Officer** may exercise the right on behalf of the **College**.

4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
   a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
   b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
   c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
   d. an oral hearing (if any) is held before the decision maker; and
   e. the respondent's written statement or submissions (if any) are considered by the decision maker.

33.6 Investigating and determining a dispute

The **College** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.

Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

33.7 College may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **College** may decide not to proceed further with a complaint if—
   a. the complaint is considered to be trivial; or
   b. the complaint does not appear to disclose or involve any allegation of the following kind:
      i. that a **Member** or an **Officer** has engaged in material misconduct:
      ii. that a **Member**, an **Officer**, or the **College** has materially breached, or is likely to materially breach, a duty under the **College**'s **Constitution** or bylaws or the **Act**:
      iii. that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged:
   c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
   d. the person who makes the complaint has an insignificant interest in the matter; or
   e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
   f. there has been an undue delay in making the complaint.

33.8 College may refer complaint

1. The **College** may refer a complaint to—
    a. a **College** Ad Hoc *Complaints and Disputes Resolution Panel* established by the **Executive** or **Council** to investigate and report on the matter, or
    b. an external person or arbitral tribunal to investigate and report.

2. The **College** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

3. However, the final decision following an investigation and report will rest with the **Executive**.

33.9 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 (two) or more members of the **Executive** or a *Complaints and Disputes Resolution Panel* consider that there are reasonable grounds to believe that the person may not be—

a. impartial; or
b. able to consider the matter without a predetermined view.

For the purposes of this Complaints and Dispute Resolution process, a decision-maker may include the **Executive**, the *Complaints and Dispute Resolution Panel* of the College, or an external third party.

33.10 Executive to decide whether to adopt the decision maker's recommendation

Where a decision maker determines that a complaint is established under clause 33.9 the **Executive** may:

a) adopt the decision maker's recommendation,
b) determine that no further action is warranted, or
c) seek further details or explanation from the decision maker.

The **Executive** must notify the complainant and any respondent of any proposed sanction or remedial action. The complainant and any respondent shall have the opportunity to respond to the proposal in writing within 10 (ten) **Working Days**.

The **Executive** must take any written response from the complainant and any respondent into consideration before deciding whether to impose any sanction or remedial action.

The **Executive** shall notify the complainant and any respondent of its decision in writing with an explanation of the reasons.

33.11 Sanctions

Where a complaint is established and the **Executive** considers that it rises to such a level as to constitute a serious breach of this **Constitution**, the **Code of Ethics** for psychologists working in Aotearoa New Zealand, the **College**'s policies or the **Act**, the **Executive** may impose one or more of the following sanctions:

a) Reprimand for the misconduct (which may be oral or in writing);
b) A requirement to undertake a specified programme of professional development or supervised practice;

c) A period of probation, suspension, termination by invited resignation, or termination from the **College**.

Any proposal to terminate the membership of any **Member** requires the approval of a simple majority of the full **Executive** to vote in favour of the decision. The vote on such a decision may be conducted in person, by email or by other electronic means, with the result being declared by the **Executive Director**. Membership termination decisions will be recorded in the Minutes of the **Executive**.

Where the **Executive** decides to terminate a person's membership from the **College**, the **Member** shall be directed in writing to supply notice of their resignation within 25 (twenty five) **Working Days** or such other timeframe as the **Executive** directs.

If written notice of resignation required under this clause is not supplied within the stipulated timeframe, the **College** will inform the **Member** in writing that their membership has been terminated and the Member's membership shall be determined to have been terminated from the date the written termination notice was given.

33.12 Remedial action

Where a complaint is established, and regardless of whether a sanction is proposed or imposed by the *Complaints and Disputes Resolution Panel*, on behalf of the **College**, the Executive may direct one or more remedial actions which shall be aimed at restoration and supporting the safe and effective functioning of the **College** and its membership.

Remedial actions shall be tailored to the circumstances of the complaint and the parties involved, and may include, without limitation:

a) Providing educative advice to one or more of the parties;
b) Requiring that the parties meet or communicate in an agreed upon way to negotiate a way forward;
c) Requiring that one or more parties cease and desist from the conduct that gave rise to the complaint;
d) Warning the relevant party about consequences of further or repeated instances of the conduct investigated.

Remedial action may incorporate appropriate mechanisms to enable the **Executive** or the **Executive Director** to follow up with the parties to confirm that the directed actions have been taken.

33.13 Review of outcome

If either the respondent or complainant wishes to challenge the outcome notified under clause 33.10 they must inform the **Executive** in writing that they are requesting a review of the decision.

Requests for review must be made within 15 (fifteen) **Working Days** of being notified of the outcome. Any requests for a review may include any additional information that the requester considers relevant.

On receipt of a request for review, the request and any additional information shall be supplied to the other party/ies to the complaint. The other party/ies shall be given an opportunity to comment on the request.

On receipt of a request for review, the **Executive** may determine the review itself, or refer it to an impartial third party, including the *Complaints and Disputes Resolution Panel*, if the **Executive** considers it appropriate to do so.

The **Executive** or third party reviewer shall assess the matter, taking into account any submissions or information supplied by the person requesting a review and any other party/ies, and make a final determination of the appropriate outcome.

The **Executive** or third party reviewer may:

a) Set aside a decision made under clauses 33.10 to 33.12;
b) Substitute a decision made under clauses 33.10 to 33.12;
c) Direct that the original decision made under clauses 33.10 to 33.12 shall stand.

The **Executive** or third party reviewer's decision shall be recorded in writing with an explanation of reasons. Copies of the decision shall be provided to all parties to the complaint.

The **Executive** or third party reviewer's decision under this clause is final.

Liquidation and removal from the register

34. Resolving to put the College into liquidation

The **College** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Executive** shall give 30 (thirty) **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **College** into liquidation.

The **Executive** shall also give written Notice to all **Member**s of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **College** into liquidation must be passed by a two thirds majority of all **Members** present and voting.

35. Resolving to apply for removal from the register

The **College** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Executive** shall give 30 (thirty) **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **College** from the Register of Incorporated Societies.

The **Executive** shall also give written **Notice** to all **Member**s of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **College** from the Register of Incorporated Societies must be passed by a two thirds majority of all **Members** present and voting.

36. Surplus assets

If the **College** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **College**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in another Aotearoa New Zealand incorporated society or not-for-profit entity that has similar objectives as the **College**.

However, in any resolution under this rule, the **College** may approve a different distribution to a different not-for-profit entity from the kind specified above, so long as the **College** complies with this **Constitution** and the **Act** in all other respects.

Alterations to the Constitution

37. Amending this Constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **College** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two thirds majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** made by the **Members** (as opposed to proposed amendments made by the **Executive**) shall be signed by at least 15% (fifteen per cent) per cent of eligible **Members** and given in writing to the **Executive** at least 60 (sixty) **Working Days** before the **General Meeting** at which the resolution is to be considered. Proposed amendments made either by the **Executive** or the **Members** must be accompanied by a written explanation of the reasons for the proposal.

At least 10 (ten) **Working Days** before the **General Meeting** at which any amendment is to be considered the **Executive** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Executive** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.