

**New Zealand  
Lactation  
Consultants  
Association  
  
Constitution**

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## 1. NAME

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

## 2. INTERPRETATION

(i) This Constitution sets out the name, structure and rules of the Association, hereinafter called the Rules.

(ii) In these rules, unless otherwise stated:

**Board** means the governing body of the Association.

**Board Member** is any Member who is elected to the Board at an Annual General Meeting.

**Branch** means a group of Members based in a particular geographic area.

**Financial Year** means the year ending 31st December.

**General Meeting** means an Annual General Meeting or a Special General Meeting of Members convened in accordance with these Rules.

**Member** means a Member of the Association being Full, Honorary, Associate, Student or Retired as described in section 4.

**Membership Fees**, means the annual fee set for each membership category at an Annual General Meeting.

**Officer** means President, Secretary and Treasurer of the Association.

**Written Notice**, means communication by post, electronic means (including email, website posting), or a combination of these methods.

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

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

## 3. STATEMENT OF PURPOSE

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

(i) providing mutual support and education for New Zealand Lactation Consultants;

(ii) providing a forum for discussion and regular communication between Lactation Consultants;

- (iii) making representations to relevant authorities on issues of concern to Lactation Consultants and to serve as an Advisory Body for such authorities;
- (iv) maintaining a Directory of Lactation Consultants who are Members and in private practice;
- (v) liaising with other organisations within New Zealand who have objectives similar to the Association;
- (vi) promoting breastfeeding and breastmilk as the biological norm;
- (vii) encouraging New Zealand-based research in the field of breastfeeding and human lactation;
- (viii) supporting the WHO International Code of Marketing of Breast-Milk Substitutes and subsequent relevant World Health Assembly resolutions.

#### 4. MEMBERSHIP

The Association will consist of:

- (i) **Full Members:** being persons who have qualified as Lactation Consultants as defined in Rule 2(ii); who support the purposes of the Association; and who are admitted to membership according to the provisions of these rules;
- (ii) **Honorary Members:** being persons who are or have been a Full Member and who have consistently promoted and supported the purposes of the Association and who are elected by a two thirds majority of the Full Members at a General Meeting of the Association;
- (iii) **Associate Members:** being persons who are clinical professionals or breastfeeding supporters but are not Lactation Consultants;
- (iv) **Student Members:** being persons who are preparing to sit the IBLCE exam. Members can only be granted Student Membership for 2 consecutive years;
- (v) **Retired Members:** being persons who are retired Lactation Consultants who have belonged to NZLCA for 3 years or longer and wish to continue their membership.

#### 5. MEMBERSHIP CATEGORIES

- (i) **Full Members** will be entitled to:
  - a) serve on the Board and nominate Board Members ;
  - b) vote at General Meetings either in person, or by ballot;
  - c) receive educational and promotional material from the Association;
  - d) register for the Association's educational events at discounted membership prices;
  - e) apply for educational funding from the Association after being a Full Member for

- two consecutive years;
  - f) receive such other benefits as will be determined by the Association from time to time.
- (ii) **Honorary Members** will be entitled to all the privileges of membership as set out in Rule 5(i).
- (iii) **Associate Members** will be entitled to:
- a) receive educational and promotional material from the Association;
  - b) register for the Association's educational events at discounted membership prices;
  - c) receive such other benefits as will be determined by the Association from time to time.
- (iv) **Student Members** will be entitled to:
- a) receive educational and promotional material from the Association;
  - b) register for the Association's educational events at discounted membership prices;
  - c) receive such other benefits as will be determined by the Association from time to time.
- (v) **Retired Members** will be entitled to:
- a) receive educational and promotional material from the Association;
  - b) register for the Association's educational events at discounted membership prices;
  - c) receive such other benefits as will be determined by the Association from time to time.

## 6. APPLICATION FOR MEMBERSHIP

- (i) An application by a person to become a Member of the Association will be made in writing in a form determined by the association and -
- a) lodged with the Secretary;
  - b) accompanied by proof of qualification as appropriate;
  - c) accompanied by the signed declaration and appropriate annual membership fee.
- (ii) Upon an application being approved, the Secretary will immediately notify the applicant by Written Notice.
- (iii) The Secretary will enter the applicant's name in the Register of Members, and the applicant will then be deemed to be a Member.
- (iv) A right, privilege or obligation of a person -
- a) may not be transferred to another person;

- b) terminates upon resignation of the Member, death or expulsion.

## **7. REGISTER OF MEMBERS**

The Secretary will keep and maintain a Register of Members recording the full name, contact details, date and details of qualification. The date of registering as a Member and the date of any resignation.

## **8. STANDARDS OF PRACTICE**

- (i) Standards of practice determined by the Association will be binding on all Members.
- (ii) Standards of practice may be amended or added to at a General Meeting properly convened for the purpose provided that any such amendment or addition is accepted by not less than a two thirds majority of those Full Members voting.
- (iii) In the absence of the Association's having written standards of practice, the Association will adopt the IBLCE Code of Professional Conduct, the IBLCE Scope of Practice for IBCLCs and the ILCA Standards of Practice for International Board Certified Lactation Consultants.

## **9. CESSATION OF MEMBERSHIP**

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

## **10. EXPULSION OF MEMBERS**

- (i) Subject to the Rules of the Association, the Board may, by a two thirds majority vote, expel a Member from the Association if the Association is of the opinion that:
  - a) the Member has refused or neglected to comply with these Rules; or
  - b) the Member's behaviour has been deemed prejudicial to the interests or purposes of the Association.

- (ii) The Member will be given 14 days Written Notice of such a complaint and invited to submit a written response to the Board within a further 14 days and to present a personal statement for discussion.
- (iii) The Member will be given an opportunity to be heard at a Board or Special Meeting.
- (iv) The Board Members will vote by secret ballot on whether or not the member will be expelled.
- (v) Expulsion will not prohibit a member from reapplying to be a Member after a period of 2 years from the date on which they were given their notice of expulsion.

## **11. ALTERATIONS TO RULES**

- (i) The rules of the Association may be altered, amended, rescinded or repealed and new rules may be made by the Association at an Annual or Special General Meeting provided that no alteration in the rules will be allowed if in any way the alteration alters the charitable nature of the objects of the Association.
- (ii) A resolution altering the rules will be passed by a two thirds majority, provided that prior to the meeting, 28 days Written Notice is given to Members of the intention to seek alteration.

## **12. ANNUAL GENERAL MEETINGS**

- (i) The Annual General Meeting of Members will be held once in each calendar year, no later than 6 months from the Association's balance date at such time and place as the Board will determine.
- (ii) The purpose of the Annual General Meeting will be to:
  - a) confirm the minutes of the preceding Annual General Meeting and of any other General Meeting held since that meeting;
  - b) receive the report of the Board for the preceding year;
  - c) receive the financial statements for the preceding year;
  - d) elect the Board Members of the Association;
  - e) transact any special business of which notice is given in accordance with these rules;
  - f) set annual membership fees for each membership category.
- (iii) A Member wishing to bring any business to an Annual General Meeting may give notice of that business in writing to the Secretary. Any such business must be received by the secretary no later than 56 days before the date of that Annual General Meeting.

### **13. SPECIAL GENERAL MEETINGS**

- (i) All General Meetings other than the Annual General Meeting will be called Special General Meetings;
- (ii) Special General Meetings may be called by the Board;
- (iii) The Board must call a Special General Meeting if the Secretary receives a written request to do so signed by at least a 10% of the Members; and –
  - a) the Special General Meeting must be convened no less than 56 days and no more than 70 days following receipt of the written request;
  - b) the written request for a Special General Meeting will state the objects of the meeting and will be signed by the Members making the written request and be sent to the address of the Secretary;
  - c) should the Board not convene a Special General Meeting within 56 days of the date on which the written request was sent to the Secretary (“the Written Request Date”) Members making the written request may convene a Special General Meeting to be held no less than 90 days after The Written Request.
- (iv) The same notice and quorum will be required as for the Annual General Meeting.

### **14. WRITTEN NOTICE**

- (i) Written Notice of General Meeting will be given to every Member as follows:
  - a) 90 days’ notification of the date of the Annual General Meeting.
  - b) 28 days’ notice of all General Meetings containing the information set out in 14(ii) and 14(iii).
- (ii) Written Notice will be given to every Member, to the contact details provided by the Member in the register of Members. Accidental omission to give notice will not invalidate the meeting in question.
- (iii) The Written Notice will state the date, and the time and the place of the meeting, and the nature of the business to be transacted at the meeting.
- (iv) No business other than that set out in the Written Notice convening the meeting will be transacted at the meeting.

### **15. PROCEEDINGS AT MEETINGS**

- (i) Seven Full Members in number present in person will constitute a quorum for the transaction of the business at a General Meeting.



- (ii) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting will stand adjourned to a time and place specified by the Chairperson at the time of the adjournment, except if the meeting is convened on the requisition of Members, in which case the meeting will lapse.
- (iii) If at the adjourned meeting a quorum is not present within half an hour after the time for the commencement of the meeting, the Full Members present, being not less than 4, will be a quorum.
- (iv) The President, or in the absence of the President, the Vice-President, will chair each General Meeting of the Association.
- (v) If the President and Vice-President are both absent from a General Meeting, the Full Members present will elect one of the Full Members to chair the meeting.
- (vi) The Chair of the General Meeting at which a quorum is present, may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (vii) No notice of an adjournment is necessary except where a meeting is adjourned for more than 21 days, in which case a like notice of the adjourned meeting will be given as in the case of the general meeting.

## **16. VOTING AT MEETINGS**

- (i) Any person entitled to vote will be entitled to one vote on each motion.
- (ii) The Chair of the meeting will be entitled to vote and in the event of an equal division will have a second or casting vote.
- (iii) On any given motion at an Association Meeting, the Chairperson will in good faith: determine whether to vote by:
  - a) Voices;
  - b) Show of hands;
  - c) Secret ballot.
- (iv) If any person entitled to vote demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- (v) If a secret ballot is held, the person authorised to receive and count postal votes at a Meeting may cast votes according to the postal votes received and the Chairperson will have a casting vote.

- (vi) If a poll is demanded, the Board will cause a postal ballot to be taken on any business of which due and proper notice has been given, provided that the manner in which the ballot is conducted maintains the confidentiality of the way in which the vote is exercised.
- (vii) Where the Board determines to conduct a ballot, those entitled to vote may either vote in person or by Written Notice.
- (viii) A Member is not entitled to vote at any General Meeting unless all moneys due and payable by the Member to the Association have been paid.

## **17. ADMINISTRATION**

The affairs of the Association will be managed by the Board.

## **18. THE BOARD**

- (i) Will administer the national business and affairs of the Association on behalf of the Members.
- (ii) Has power, subject to these Rules, to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (iii) Will have power to establish and appoint Members to subcommittees and such subcommittees will report to the Board in the manner required.
- (iv) May delegate its powers to such other Members or groups of Members as it may from time to time determine.

## **19. COMPOSITION OF THE BOARD**

- (i) The Board will comprise a maximum of 6 members, 3 of whom will hold Officer positions, those being President, Secretary and Treasurer who will be elected at the Annual General Meeting.
- (ii) Notwithstanding 19(i), the Board may co-opt other Members to perform specific duties for a specific time frame.
- (iii) The immediate Past President may be seconded on to the Board in an advisory role for a further 12-month term.
- (iv) In the event of a casual vacancy occurring in on the Board, the Board may appoint an eligible Member of the Association to fill the vacancy and the Member so appointed will remain on the Board, subject to these Rules, until the next Annual General Meeting.
- (v) Each Board Member may remain on the Board for 3 years and then may seek re-election for a further 3 years, provided that no Board Member remains on the Board continuously in the

same position for longer than 3 years. Board Members may seek re-election for another position provided no Board Member will remain on the Board for more than 6 years.

(vi) No Board Member will hold more than one position on the Board at any one time.

## 20. RESPONSIBILITIES OF OFFICERS

(i) The **President's** role is to:

- a) ensure that the Rules are followed;
- b) convene meetings;
- c) chair meetings, deciding who may speak and when;
- d) oversee the operation of the Association;
- e) report on the operation of the Association at each Annual General Meeting;
- f) advise the Registrar of Incorporated Societies of any alteration to the Rules;
- g) select a Vice-President from within Board Members;
- h) such other duties as may be required from time-to-time.

(ii) The **Secretary's** role is to:

- a) record the minutes of Meetings;
- b) hold the Association's records, documents, and books;
- c) receive and reply to correspondence as required by the Board;
- d) send out correspondence to Members as required;
- e) send out Written Notice of Special Meetings, Special Resolutions and Annual General Meetings;
- f) maintain the Register of Members;
- g) such other duties as may be required from time-to-time.

The Secretary's duties may be carried out by the Secretary or by other persons to whom specific tasks may be delegated including (but not limited) to a Minutes Secretary, a Membership Secretary or an Administrator.

The task of maintaining the Register of Members may also be shared with the Treasurer.

(iii) The **Treasurer's** role is to:

- a) collect and receive all payments made to the Association. These payments must be banked within seven days after they are received;
- b) keep a true and accurate record of the Association's accounts, so that the Association's financial situation can be clearly understood at any point in time;
- c) give a financial report and statement of accounts (including an Income and

Expenditure Account and Balance Sheet) at each Annual General Meeting and more often if either the Board or a majority of the Association decides this in a Meeting;

- d) forward the annual financial statements for the Association to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting;
- e) such other duties as may be required from time-to-time.

## **21. POWERS OF THE ASSOCIATION**

The Association will have the following powers to:

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

## **22. FINANCE**

- (i) An annual subscription will be payable as set by the Association;
- (ii) all monies received by the Association will be banked within 7 days of receipt. Receipts will be issued by the Association on request;

- (iii) the Association will keep accounts which are a full, true and complete record of the affairs of the Association;
- (iv) any charges applied for using the Association's facilities will be fixed by the Association;
- (v) the Association may as and when necessary authorise the payment of reasonable out of pocket expenses of any Member of the Association, incurred on behalf of the Association, which will be paid from Association funds;
- (vi) no Member or Members family will benefit personally from any of the property or funds of the Association other than for payment for services rendered at a reasonable market value;
- (vii) the Treasurer will have general responsibility to the Association for the financial affairs and accounting of the Association, and specific responsibilities as detailed in rule 20(iii)(a-d);
- (viii) the funds of the Association will be held in any account(s) with such financial institutions as decided by the Association;
- (ix) withdrawals from the Association's funds are to be signed by any two nominated signatories, one being an Officer of the Board, and another Association Member;
- (x) the Association may authorise the payment of salary to Association Members and other persons who are engaged to carry out duties on behalf of the Association, provided that any payments made are reasonable and no greater than current market rates;
- (xi) no financial commitments are to be entered into and no payment made without the prior approval of the Association. That approval will be recorded in the Minutes of the Meeting at which approval is given;
- (xii) the Association may authorise the payment of funds to further the aims and objectives of the Association.

### **23. COMMON SEAL**

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

### **24. AUDITOR AND SOLICITOR**

An honorary auditor and honorary solicitor may be appointed at the Annual General Meeting.

## **25. WINDING UP**

- (i) If the Association should be wound up any surplus funds and/or assets realised upon winding up, will, after payment of liabilities, be transferred to another group with similar aims and which is recognised as charitable for the purposes of the Revenue Act of New Zealand. The decision will be made by the remaining Association Members at a General Meeting in terms of Rule 25 (ii).
- (ii) The Association, in the event of winding up, will be wound up in terms of Section 24 of the Incorporated Societies Act 1908 or any subsequent legislation replacing that Act:
  - a) if the Association Members decide it will be wound up, they will do so by passing a resolution to that effect at a General Meeting. The resolution will be passed by a simple majority of all the valid votes cast by Members voting at the General Meeting in person;
  - b) if such a resolution is passed, a second General Meeting must be called not earlier than thirty days from the first meeting, to pass a resolution, again by simple majority, to confirm the earlier decision to wind up the Association;
  - c) if the resolution is lost, then the earlier decision lapses;
  - d) if a confirming resolution is passed, the Members must appoint one or more liquidators to wind up the affairs of the Association.

## **26. PAYMENTS TO MEMBERS**

### **Use of Money and Other Assets**

The Association may only use money and other assets if:

- (i) it is for a purpose of the Association;
- (ii) it is not for the sole personal or individual benefit of any Member; and
- (iii) that use has been approved by either the Board or by majority vote of the Association.