



# **Constitutional Rules** of the New Zealand Medical Association Incorporated

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**Constitutional Rules**  
of the New Zealand Medical Association Incorporated

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## **1. Name**

The Name of the Association is "The New Zealand Medical Association Incorporated".

## **2. Objects**

The Objects for which the Association is established are:

- 2.1. To commit to the principles of partnership, participation and protection inherent in Te Tiriti o Waitangi;
- 2.2. To represent the interests of the profession;
- 2.3. To advocate policies and practices in health that advance the health of all New Zealanders, in accordance with Te Tiriti o Waitangi;
- 2.4. To promote in New Zealand the medical and allied sciences and to maintain honour for the medical profession;
- 2.5. To improve the understanding of all New Zealanders as to their health needs and to educate them on how they can be improved;
- 2.6. To hold or arrange for the holding of periodical meetings of the Members of the Association and of the medical profession generally;
- 2.7. To facilitate the continuing education of members of the profession by means of a periodical journal (which shall be the Journal of the Association), and by the publication of other documents;
- 2.8. To publish and promote the Code of Ethics for the New Zealand medical profession;
- 2.9. To establish and maintain working relationships internationally with other national medical associations, including the World Medical Association;
- 2.10. To grant sums of money out of the funds of the Association for the promotion in New Zealand of the medical and allied sciences in such manner as may from time to time be determined on;
- 2.11. To undertake any other activities which from time to time are seen by the Association to be in the interests of the profession in New Zealand or advance the health of New Zealanders;
- 2.12. To do all such other lawful things as may be incidental or conducive to the promotion or carrying out of the foregoing objects or any of them.

## **3. Powers**

- 3.1. The Association through its Board may exercise the following powers:
  - a) To permit, withdraw, suspend or terminate membership;

- b) To lend, invest, borrow, raise or secure the payment of money in such manner as the Board thinks fit;
- c) To raise funds by subscriptions, levies, donations and other means;
- d) To make donations on such terms as the Association's Board thinks fit;
- e) To enter into contracts with employees, Members, sponsors, media and other persons, companies, agencies or organisations;
- f) To acquire by purchase, lease or grant, any property, and to manage, let, sell, exchange or otherwise deal with property owned or used by the Association;
- g) To establish separate trusts or legal entities (including the ability to create a company), as may be necessary to carry out its business;
- h) To publish books, journals, papers or other printed or otherwise publishable matter;
- i) To appoint a Chief Executive of the Association, and an Editor for the Association's Journal;
- j) To appoint standing committees of the Association and sub-committees as required.
- k) To make policies or bylaws for the effective governance and management of the Association and its Members including the establishment and maintenance of an up to date register of Members of the Association;
- l) To engage legal counsel and take legal action in matters affecting the Association;
- m) To sign, execute and deliver any deed or document relating to the business of the Association;
- n) To meet the expenses of any member of the Board, Council, Ethics Committee or any other Committee or person acting on its behalf;
- o) To hold meetings of Members;
- p) To amend the Constitution (being by way of two thirds majority of Members present, or by proxy, at a General Meeting and provided only that no amendment can be made if it reasonably believed that the amendment would negatively impact the Association's charitable status;)
- q) To remove office holders (being by way of a vote of no confidence passed by two thirds majority present, or by proxy, at a general meeting of the Association;)
- r) To create and confer such awards and/or honours as the Association's Board thinks fit;

- s) To do all such things as may be incidental or conducive to the attainment of the Association's objects.

#### **4. Assets to be Applied Solely to Association's Objects**

- 4.1. The income and property of the Association from whatever source derived shall be applied solely towards the promotion of the Objects of the Association as set forth in these Constitutional Rules and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise by way of profit to the persons who at any time are or have been Members of the Association or to any person claiming through any of them provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any officers or employees of the Association or to any Member of the Association or other person in return for any services actually rendered to the Association or shall prevent the payment of reasonable interest on money borrowed from or lawfully due to any Member of the Association.

#### **5. Interpretation and Definitions**

- 5.1. In these Constitutional Rules the words and expressions following have the meanings hereinafter assigned to them respectively.

"Association" means the association registered in New Zealand as the New Zealand Medical Association Incorporated.

"Board" means the Board of the Association.

"Council" means the New Zealand Medical Association National Council.

"CEO" means the Chief Executive Officer of the Association.

"Division" means a regional subsidiary of the Association comprised of Association members.

"General Meeting" means a meeting of all the Members of the Association duly called and constituted and any adjourned holding thereof.

"Member" means a member of the Association

"Seal" means the Common Seal of the Association.

"The Office" means the registered office for the time being of the Association.

- 5.2. The Interpretation Act, 1999, shall, save insofar as it is inconsistent with the provisions of these Constitutional Rules, apply for the purposes of the interpretation of these Constitutional Rules as it applies for the purpose of the interpretation of an Act of Parliament.

## **6. Membership**

### **6.1. Eligibility**

Medical practitioners registered in New Zealand and medical students enrolled at a New Zealand University are eligible for membership. Members who have previously been registered in New Zealand, and now reside overseas, may be granted continued membership at the sole discretion of the Board.

### **6.2. Categories of Membership and Subscriptions**

6.2.1. Categories of membership and the applicable subscription rates, if any, will be as set from time to time by the Board.

6.2.2. Annual subscription rates may vary according to the class of Member or organisation by which the subscription is to be payable. The subscription shall be considered due in advance on the first day of October in each year.

6.2.3. Where any person first joins the Association after the commencement of the financial year of the Association, the subscription payable by that person for that year shall be reduced in proportion to the period of the financial year which has elapsed before his/her having joined.

6.2.4. Each year's subscription shall entitle the Member to all privileges of membership of the Association including that of receiving the New Zealand Medical Journal.

### **6.3. Admission**

6.3.1. Prospective members shall complete an application form and return it to the Office. Applications must be accompanied by the appropriate subscription payment, or direct debit or credit card authorisation as the case may be.

6.3.2. Upon receipt of the completed application form and the appropriate subscription payment, the Board or an authorised officer will consider the application. If accepted, the applicant will be duly notified. If an application is not successful then the applicant shall be so notified, and any membership subscription paid by the applicant to the Association in respect of the application will be refunded. The Association reserves the right to refuse membership or decline to renew membership without the right of appeal.

### **6.4. Duration of Membership**

Every Member shall remain a Member unless his/her membership is terminated, in accordance with the provisions in Section 6.6, or expelled, in accordance with the provisions in Section 6.7.

### **6.5. Complaints**

Any complaint received about a Member shall be considered in the first instance in accordance with a protocol established by the Board. Depending on the situation the Board may establish a process for dealing with the complaint. The rules of natural justice shall be observed.

**6.6. Termination of Membership**

6.6.1. Membership may be terminated

- a) for non-payment of subscription;
- b) by resignation;
- c) on the Member being found guilty of an indictable offence;
- d) on the Member ceasing to meet the eligibility criteria set out in section 6.2;
- e) as a result of a decision by a two thirds majority of Members at a General Meeting to expel the Member.
- f) Meeting to expel the Member.

6.6.2. In respect of non-payment of subscription, membership shall be terminated automatically upon default in the payment of subscriptions due for a period of 12 months.

**6.7. Expulsion**

6.7.1. A Member may be expelled if the Member

- a) fails to comply with any of the provisions of these Rules; or
- b) acts in a manner considered to be injurious or prejudicial to the character or interests of the Association;

6.7.2. If the provisions of 6.7.1 above apply and the Board considers that the Member ought to be expelled, then the Board shall refer the matter for determination by a General Meeting of the Association.

6.7.3. A Member may be expelled on a resolution carried by a two thirds majority of votes from Members present (or recorded by proxy) at a General Meeting of the Association.

6.7.4. The Member concerned must receive not less than 28 days' notice of the meeting at which the recommendation will be heard, and will have the right to be present at, and address, the meeting. The rules of natural justice shall be observed.

6.7.5. Within 14 days of the resolution to expel being passed, the Association shall give the Member written notification of the resolution. For the purposes of these Rules notice is deemed to have been delivered either

- a) by handing the notification directly to the Member
- b) by causing the notification to be placed in the Member's sight; or
- c) on mailing the notification by ordinary post to the Member's last known place of business.

6.7.6. The Association may also publish any decision to expel a Member or Members in the New Zealand Medical Journal if it thinks this is appropriate.

6.7.7. There shall be no right of appeal.

6.7.8. An expelled Member shall, notwithstanding that he/she has ceased to be a Member, be liable to pay all sums due from

him/her to the Association at the time of his/her expulsion, including sums disbursed on his/her behalf at his/her direction.

6.7.9. Any Member who has been expelled and who wishes to reapply for membership must have their application approved by the Board.

**6.8. Conditions for Re-joining**

6.8.1. Subject to the discretion of the CEO, a former Member of the Association shall not be eligible for membership until he/she has paid all arrears of subscription (if any) due from him/her to the Association at the date when his/her former membership was terminated together with all sums disbursed on his/her behalf at his/her direction.

6.8.2. Each application shall be considered on a case by case basis by the CEO.

**7. Affiliation with the NZMA**

7.1. Any organisation, whether incorporated or not, being composed at least in part of medical practitioners, may apply to become an Affiliate to the Association under such terms and conditions as may be prescribed by the Board from time to time.

7.2. The Board may set an affiliation fee.

**8. Structure**

**8.1. Divisions**

8.1.1. If a Division is operating in their area a Member may choose to belong to a Division of the Association.

8.1.2. Membership shall be in which he/she resides except that Members who reside in one Division's area and practise in another, may exercise a choice as to which of the two Divisions they wish to belong to.

**8.1.3. Boundaries**

Divisions may set their own boundaries. Any disputes in relation to boundaries will be settled at a General Meeting of the Association.

**8.1.4. Formation**

A Division may be formed upon written application of no less than 20 Members wishing to constitute the Division and with the approval of a General Meeting of the Association. A General Meeting has the right to merge or disband Divisions.

**8.1.5. Purpose and Powers**

Divisions shall represent to the Council the views of Divisional Members. Each Division will have the right to determine its own structure, and will have the right to elect one delegate to sit on the Council provided that the Division has:



- a) a written set of rules;
  - b) had a properly constituted AGM in the previous 12 months at which a delegate has been elected; and
  - c) forwarded a set of annual accounts to the National Office within the previous 12 months.
- 8.1.6. Divisions shall be free to govern themselves as they wish subject to their rules, and any amendments to the rules being approved by a General Meeting of the Association. Divisional rules may be amended by the Divisions, but will not come into effect until approved by a General Meeting of the Association.

### **Finances of Divisions**

8.1.7. *Capitations*

Each Division will be funded by a capitation payment based upon the numbers of subscription paying Members in each Division. The Board will determine the level of the capitation. The capitation income of a Division shall be used to defray the administrative expenses of the Division.

8.1.8. *Divisions may levy members*

Divisions may levy Divisional Members for additional funding.

8.1.9. *Accountability*

Each Division shall provide to the Board an annual account of all monies received and disbursed or invested. Divisions shall not commit the Association to any expenditure without the prior settlement of a budget with the Board.

8.1.10. *Donations by Divisions*

Donations by Divisions shall be limited to a maximum of \$1000.

### **Status of Divisions**

8.1.11. A Division may due to several factors have a low level of activity, such that it can no longer hold meetings and function. In this event, a Division may go into recess as per the following section. Divisions in recess will receive no routine correspondence from the National Office, they will not be required to elect office holders nor have meetings. Divisions in recess will receive no capitation funding.

8.1.12. *Divisions may apply to go into recess*

To apply to go into recess the President of the Division concerned shall write to the Board requesting that the Division be placed in recess. Upon consideration of the request and such other information as the Board wish to consider, a Division may be placed in recess.

8.1.13. *Review at the Board's Initiative*

If it becomes apparent to the Board that a Division's level of activity is declining, the Board will write to the Division concerned asking if they wish to go into recess. If no reply is received the Division may be placed in recess at the discretion of the Board.

8.1.14. *Resuming Full Status*

Divisions in recess which wish to revert to a fully active status with the Association can do so upon the written request of 20 Members within the Division.

8.1.15. *Divisions in Recess May Give Proxy Votes*

A Division which wishes to go into recess may transfer to a Division of its choice the right to vote on the Council, subject to any terms and conditions they may set. Any transferred voting rights will revert to the Division in recess on the written request of 10 or more Members of that Division, or when the Division elects to resume full status.

8.1.16. *Funds of Divisions in Recess*

Funds held by a Division which goes into recess will be distributed as determined by the Board, after consultation with the Division.

**8.2. The Board of the Association**

8.2.1. There shall be a Board of the New Zealand Medical Association which shall meet not less than four times per annum.

8.2.2. The Board shall undertake governance of the Association and establish such policies as are necessary for the effective and efficient operation of the Association, or further the Association's objects.

8.2.3. The Board shall consist of the Chair, the Deputy Chair, up to five elected members, the Chairs of Standing Committees and a student representative elected by the Student membership of the New Zealand Medical Association.

8.2.4. The Board may co-opt additional members as it sees fit.

8.2.5. Where a member of the Board takes on the role of the Chair of a Standing Committee to which a position on the Board attaches, she/he shall thereafter continue on the Board as the Chair of that Standing Committee and his or her position on the Board as an individual elected member shall become vacant. The vacancy shall be dealt with in accordance with clause 9.7.6.

8.2.6. Members of the Board must be members of the Association.

**8.3. Staff Employed by the Association**

8.3.1. The Association shall employ a CEO and may employ such other staff as the Board deems necessary and under such terms as they agree appropriate.

8.3.2. Except for the Editor of the New Zealand Medical Journal, the power to employ staff and terminate their employment is delegated to the CEO.

8.3.3. The CEO is responsible for the management of the Association's affairs and the operation of the Association's National Office. The CEO is to report to the Board through the Chair and shall perform such other duties as may be agreed with the Chair.

## 8.4. Council of the Association

### 8.4.1. Duties of Council

The Council shall:

- a) advise the Board in respect of any matter it considers appropriate;
- b) represent local and regional views to the Board;
- c) provide communication between national and local elements of the Association; and
- d) be responsible for setting a Code of Ethics for the profession and may amend the Code upon the vote of two-thirds of the Council's membership.

### 8.4.2. Composition

Subject to the provisions of paragraph 8.1.5, each of the Divisions will have the right to send one Divisional Member to sit on the Council. In addition to these Members, the Council will include:

- a) President
- b) Chair
- c) Deputy Chair
- d) Immediate Past Chair
- e) Other NZMA Board members
- f) Chair, Ethics Committee
- g) Chair, Benevolent Committee
- h) Editor, New Zealand Medical Journal
- i) Elected members of NZMA Standing Committees
- j) President, New Zealand Medical Students' Association
- k) A representative of any interest group which may be approved by the Board
- l) Any other members as approved by the Board

### 8.4.3. Deputies

If any member of the Council is unable to attend then the Division or Standing Committee will have the right to send a deputy instead. The Deputy Council member will have the same voting rights as the member.

### 8.4.4. Frequency of Meetings

The frequency of Council meetings shall be determined by the Board.

### 8.4.5. Procedure

The Council shall be presided over by the Chair or, in his/her absence, the Deputy Chair, or in the absence of both the Chair and the Deputy, by a Chair appointed by the meeting from its members.

## 8.5. Ethics Committee

8.5.1. The Ethics Committee shall be a Committee of the NZMA, appointed in accordance with the Constitution. Its duties are to promote high ethical standards within the profession, monitor, and review as necessary, the Code of Ethics, for approval by the

Council, and investigate matters of ethics of relevance to the medical profession. It has the authority to investigate complaints and may recommend remedies regarding individual Members and to offer general advice to the profession.

## **8.6. Committees of the Association**

### **8.6.1. Powers**

The Board may from time to time appoint Committees and give them such powers as may be necessary or convenient and fix the quorum thereof and lay down rules and determine the budget for regulating the proceedings of such Committees. The powers and rules of any such committee shall be set by bylaw.

### **8.6.2. Definition of Committees**

There shall be an Ethics Committee, and may also be Standing Committees which shall have continuous existence, and special committees which shall cease to exist on completion of their task.

## **9. Officers of the Association**

9.1. The Officers of the Association shall be the President, the Chair, the Deputy Chair and the Treasurer.

### **9.2. The President**

The President shall take office at the Annual General Meeting. Members of the Association will be asked by the Board to make nominations for the position of President and the Board will elect the President. He/she shall hold office for two years. He/she shall have a deliberative and a casting vote at the Annual General Meeting. His/her duties are to provide advice and guidance to the Chair and the Board, be a member of the Council, to chair the Annual General Meeting, to preside at Association functions, and to represent the Association formally.

### **9.3. The Chair**

The Chair shall be elected from the membership of the Association. The elections will be by ballot of all financial Members of the Association who are resident in New Zealand. The result shall be announced at the Annual General Meeting. The Chair shall hold office for two years or until he/she is re-elected or a successor is elected and takes office by a subsequent Annual General Meeting. He/she is an ex-officio member of all the Association's committees and shall be Chair at all meetings of the Board and the Council. He/she will represent the Association in all policy transactions.

### **9.4. The Deputy Chair**

The Deputy Chair shall be elected from the membership of the Association. The elections will be by ballot of all financial Members of the Association who are resident in New Zealand. The result shall be announced at the Annual General Meeting. The Deputy Chair shall hold office for two years or until he/she is re-elected or a successor is elected and takes office by a subsequent Annual General Meeting. He/she is a member of the Council and shall act as the Chair in the absence of the Chair and shall act for the Chair when required to do so.

### **9.5. The Treasurer**

The Treasurer shall be appointed by the Board from among its members.

**9.6. Officers Must be Members of the Association**

Officers of the Association must be financial Members of the Association and must have at least three years post graduate medical practice.

**9.7. Vacancies in Offices**

9.7.1. In the event of a vacancy in office, it shall be filled in the manner following, namely;

*9.7.2. Office of the President*

In the case of the President the Board will appoint a replacement. The term of office for the replacement will be until the next Annual General Meeting.

*9.7.3. Office of the Chair*

In the case of the Chair of the Association, the Board will elect a Chair to hold office until the next Annual General Meeting of the Association, except that the Board may choose to hold an election in accordance with Clause 9.3.

*9.7.4. Office of the Deputy Chair*

In the case of the Deputy Chair of the Association, the Board will elect a Deputy Chair to hold office until the next Annual General Meeting of the Association, except that the Board may choose to hold an election in accordance with Clause 9.4.

*9.7.5. Office of the Treasurer*

In the case of the Treasurer, the Board will elect a Treasurer from among themselves.

9.7.6. In respect of any other vacancy on the board, the board may decide

- To carry the vacancy
- To co-opt a member of the Association to the Board until the next annual general meeting
- To hold an election in terms of clause 11

**9.8. Nominations for Offices**

Vacancies in Association offices and appointments and proposals to make recommendations for appointment shall be notified to Members as soon as is convenient and not less than three months before the date of the election or appointment. Nominations may be made by any financial Member of the Association and must have the endorsement of the nominee. Persons qualified to nominate may do so by depositing the approved form duly completed with the CEO not less than five weeks prior to the election date.

**10. General Meetings**

**10.1. Annual General Meeting**

An Annual General Meeting shall be called by the CEO each year, and held during the first six months of each calendar year on a date and at a

location as set by the CEO in consultation with the Chair of the Association. Its business will be to confirm the annual accounts, and such other business as notified on the meeting agenda.

## **10.2. Special General Meeting**

### **10.2.1. Convening a Special General Meeting**

The Board may by resolution whenever it thinks fit, and shall upon a requisition made in writing by 20 or more financial Members, convene a Special General Meeting.

### **10.2.2. Object of the Meeting to be Stated**

Any such requisition or resolution shall state the object of the Meeting proposed to be called and the said resolution or requisition shall be forthwith deposited at the Office. Business other than that so stated shall not be transacted at a Special General Meeting.

### **10.2.3. Timing of the meeting**

Upon the receipt of such a requisition or passing of such resolution, the Board shall forthwith proceed to convene a Special General Meeting to be held within 28 days from the date of the requisition or resolution being received at the Office.

## **10.3. Notice of General Meeting**

Members must receive at least 21 days' notice of the holding of a General Meeting. The notice must specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of such business. The notice must be communicated to all the Members, except those absent from New Zealand. The non-receipt of the notice, or accidental omission to give notice to any Members, shall not invalidate the proceedings at any General Meeting.

## **10.4. Order of Business of Annual General Meeting**

At each Annual General Meeting the order of business shall be:

- a) Minutes of last meeting.
- b) Report and Balance Sheet.
- c) President's Address (which may be delivered later an adjournment).
- d) Business as arranged and notified by the CEO.
- e) Confirmation of Elected Officers.

## **10.5. Chairing of General Meetings**

10.5.1. The President shall preside as Chair at every Annual General Meeting of the Association. At any other General Meeting the Chair of the Association shall preside.

10.5.2. If at any Annual General Meeting the President is not present within 15 minutes (or Chair of the Association in respect of other General Meetings) after the time appointed for holding the same the Members present shall choose someone of their number to be Chair of such Meeting.

## **10.6. Adjournment of General Meetings**

The President (or Chair of the Association in respect of other General Meetings) may, with the consent of the General Meeting, adjourn any business 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 General Meeting from which the adjournment took place.

#### **10.7. Procedure at General Meetings**

##### **10.7.1. *Speaking***

Except with the permission of the Chair of the Meeting, Members will speak once to a motion for a period not exceeding five minutes except that the mover may speak finally again.

##### **10.7.2. *Chair Rules on Procedure***

All questions of procedure and voting shall be settled by the Chair of the Meeting whose decision shall be final except that he/she may be guided by the feeling of the Meeting expressed upon a motion moved from the Chair.

### **11. Elections**

#### **11.1. Board**

11.1.1. The five elected members of the Board shall be elected from the membership of the Association. Nominees must be medical practitioners registered and usually resident in New Zealand. The election will be by ballot of all Members of the Association who are resident in New Zealand. Vacancies shall be notified to Members as soon as is convenient not being less than three months before the date of the Annual General Meeting. Nominations may be made by any financial Member of the Association and must have the endorsement of the nominee. Nominations must be made on the approved form, and received by the CEO not less than two weeks before the voting is opened. The election will be completed no less than one month before the Annual General Meeting.

##### **11.1.2. *Term of Board***

All elected members, excluding the medical student representative, will have a term of office of two years or until the Annual General Meeting immediately following the expiry of the two-year term. The medical student representative will have a term of 12 months being the calendar year following the election of the representative.

##### **11.1.3. *Eligibility for Re-election of Board Members***

Members of the Board shall be eligible to be re-elected save that no member shall hold office for a period more than 12 years.

#### **11.2. Ethics Committee**

11.2.1. The Board shall seek nominations for the position of the Chair of the Ethics Committee. From the candidates put forward the Board shall appoint the Chair of the Ethics Committee.

11.2.2. After appointing the Chair of the Ethics Committee, the Board will confer with the new Chair and then appoint up to five members.

11.2.3. *Term of Office of Ethics Committee*

The Chair and members of the Ethics Committee will be appointed for a two-year term, or such lesser period as may be mutually agreed between the Board and the office holder concerned. The Chair and members shall be eligible for re-appointment.

## **12. Quorums**

### **12.1. Board**

The quorum shall be four, one of which must be the Chair or the Deputy Chair. The CEO shall not be counted for the purposes of forming a quorum.

### **12.2. Council**

The quorum shall be 15.

### **12.3. Ethics Committee**

The quorum shall be half the members of the Ethics Committee plus one. There shall be no quorum if the Chair of the Committee is not present.

### **12.4. General Meetings**

No business shall be transacted at any General Meeting unless a quorum of not less than 20 Members are present in person or by proxy at the commencement of such business.

12.4.1. If within six hours from the time appointed for a General Meeting such quorum of Members is not present the Meeting shall be dissolved. The President (in respect of an Annual General Meeting) or Chair (in respect of any other General Meeting), may at his/her discretion dissolve the meeting earlier for want of a quorum, provided that it shall not be earlier than one hour following the time appointed for the meeting to commence.

## **13. Chairing of Meetings**

13.1. The Chair of the Board, or in his/her absence the Deputy Chair, shall preside over meetings of members of the Board and the Council and any General Meeting of the Association except the Annual General Meeting.

13.2. The President shall preside over Annual General Meetings of the Association and in his or her absence, the Chair of the Board.

13.3. The Chair of the Ethics Committee will preside over meetings of the Ethics Committee.

13.4. The chairing of standing committees will be set out in the relevant bylaw.

## **14. Voting**

### **14.1. Board**



With the exception of the CEO, who is non-voting, each member of the Board present shall cast one vote and in the event of equality in the voting, the Chair, or in his/her absence, the Deputy Chair, shall have a casting vote.

## 14.2. Council

### 14.2.1. *Mode of Voting*

Voting shall be verbally or by a show of hands on the decision of the chair unless two members call for a written poll.

### 14.2.2. *Rights of Council Members in Voting*

Members in Voting Each member of Council shall have one vote, and shall have the power to cast his/her vote as his/her conscience dictates after hearing discussion at his/her Division or Standing Committee.

### 14.2.3. *Chair's Casting Vote*

In any situation where votes on an issue are tied, the chair shall, in addition to his/her personal vote, be entitled to a casting vote.

### 14.2.4. *Rights to Speak and Vote*

All Members of the Association, or invited guests, may be present at meetings of the Council, but only members of the Council will have the right to speak or to vote. The chair may invite persons other than members of Council to speak.

## 14.3. General Meetings

### 14.3.1. *Casting Votes*

Subject to Rule 14.3.2 every question submitted to a General Meeting shall be decided, in the first instance, by a show of hands and in the case of an equality of votes, the chair shall, both on a show of hands and on a poll in writing, have a casting vote in addition to the vote that he/she may have as a member.

### 14.3.2. *Proxy Votes*

A Member who is not able to attend a General Meeting may cast a proxy vote. Such a vote must state the name of the Member, and their vote for or against each item of business. Proxy votes must be lodged with the National Office seven (7) days before the date of the General Meeting. Valid proxy votes will be cast by the Chair on behalf of the absent Member(s).

### 14.3.3. *Recording the Result*

At a General Meeting unless a poll is demanded in writing by at least 10 Members present at the Meeting, a declaration by the chair that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Association, shall be sufficient evidence of the fact without further proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

### 14.3.4. *Holding a Poll*

If a poll is demanded it shall be taken in such manner and at such time and place as the chair directs, either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote the chair shall determine the same and such determination shall be final and conclusive.

**14.3.5. *Restrictions on a Poll***

The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question upon which the poll has been demanded. No poll shall be demanded on the election of a chair and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

**14.4. Ethics Committee**

With the exception of the CEO, who is non voting, each member of the Ethics Committee present shall cast one vote and in the event of equality in the voting the Chair shall have the casting vote.

**15. Procedural Questions**

15.1. In respect of any meeting of the Board, Council, Ethics Committee or any standing committee, the chair of the meeting will decide on all questions of procedure and voting whose decision shall be final.

15.2. In respect of the Annual General Meeting the President of the Association will decide on all questions of procedure and voting whose decision shall be final.

**16. New Zealand Medical Journal**

The Association — or its duly formed subsidiary — shall publish a Journal known as the New Zealand Medical Journal. The NZMA Board may make such arrangements for the publication of the Journal as it sees fit, including delegation of the right to publish to a subsidiary, provided always that;

- The editor of the Journal shall retain editorial independence, and
- The frequency and terms of publication shall be determined by the NZMA Board.

**17. Administrative Provisions**

**17.1. The Common Seal and of Association**

The Board shall provide for the safe custody of the Seal and the Seal shall not be used except in pursuance of a resolution of the Board and in the presence of at least one member of the Board and of the CEO of the Association or his duly authorised designate who shall both sign every instrument to which the Seal is affixed.

**17.2. Liquidation**

The Association shall be liquidated voluntarily whenever a resolution is passed at a General Meeting by a majority of the Members present in

person or by proxy and eligible to vote requiring the Association to be liquidated and appointing a liquidator of the Association, and that resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date of the first resolution by a majority of the Members present in person or by proxy and eligible to vote **PROVIDED THAT** on such liquidation, any funds and assets of the Association remaining after all outstanding debts and liabilities of the Association have been paid, shall not be paid or transferred directly or indirectly by way of bonus or otherwise by way of profit to the persons who at any time are or have been Members of the Association or to any person claiming through any of them. Surplus assets or funds arising from the liquidation of the Association must be distributed for charitable purposes within New Zealand to such persons, incorporations or organisations as shall be decided by the Board.

### 17.3. **Notice**

17.3.1. A notice may be served by the Association upon any Member in one of the following ways

- personally;
- electronically (including by email or facsimile); or
- by sending it through the post in a prepaid letter envelope or wrapper addressed to such Member at his/her address in New Zealand last known to the Association.

17.3.2. In the case of notice being given in respect of an AGM or SGM, notice may also be given by printing it in the Association's current newsletter or newsletters.

No notice of meetings or other proceedings of the Association shall be required to be served on any Member who has no address in New Zealand known to the Association. Any notice sent by post shall be deemed to have been served three days following that on which the letter envelope or wrapper containing the same was posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office. A certificate in writing signed by the CEO of the Association that the letter or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in the number of days or period.

### 17.4. **Auditing**

The power to appoint Auditors to the Association is vested in the Board. The CEO shall maintain vouchers, books of account, annual statements and returns and minutes in accordance with Audit requirements. The Board shall review all expenditure through monthly reporting.

### 17.5. **Accounts**

Consolidated accounts comprising a statement of financial performance and a statement of financial position shall be prepared for the Association for each financial year. The accounts shall after audit be submitted to the Annual General Meeting of the Association.

Promptly, after the close of the financial year, the Board shall ensure the auditor is provided with all such information, records and vouchers of the income, expenditure, assets and liabilities of the Association as may be required to enable accounts to be prepared for the Association in time or submission to the Annual General Meeting of the Association.