



**nzmsa**

New Zealand Medical Students' Association

# The New Zealand Medical Students' Association Incorporated Constitution

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[www.nzmsa.org](http://www.nzmsa.org)

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## 1. NAME

- 1.1. There shall be in New Zealand an Association known as "THE NEW ZEALAND MEDICAL STUDENTS' ASSOCIATION INCORPORATED". Hereinafter referred to as either "the Association" or "NZMSA" respectively.

## 2. OBJECTS

- 2.1. The objects of the Association shall be:
  - 2.1.1. To proactively identify and advocate on issues of importance to medical students;
  - 2.1.2. To be an agency for communication and representation of New Zealand medical students domestically and internationally to key stakeholders;
  - 2.1.3. To ensure and enable effective networking, connection, and communication with and between regional medical student Associations.
  - 2.1.4. To research medical education and advocate for educational best practice;
  - 2.1.5. To inform and interact with medical students on issues of importance in the health sector;
  - 2.1.6. To organise and provide activities and services for members of the Association;
  - 2.1.7. To promote and maintain the cultural, social and physical activities and welfare of all medical students;
  - 2.1.8. To be open to communication and interaction with other groups who have a wider interest in health and education.

## 3. THE POWERS AND DUTIES OF THE ASSOCIATION

The Association through its Voting Personnel may exercise the following powers:

- 3.1. To permit, withdraw, suspend or terminate membership;
- 3.2. To lend, invest, borrow, raise or secure the payment of money in such manner as the Voting Personnel thinks fit;
- 3.3. To comment on issues of importance to New Zealand medical students;
- 3.4. To raise funds by subscriptions, levies, donations and other means;
- 3.5. To enter into contracts with employees, members, sponsors, media and other persons, companies, agencies or organisations;
- 3.6. 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;
- 3.7. To publish books, journals, papers or other printed or otherwise publishable matter;
- 3.8. To appoint individuals and establish sub-committees to undertake specific tasks as required;
- 3.9. To make policies or bylaws for the good running of the affairs of the Association and its members including the establishment and maintenance of an up to date register of members of the Association;
- 3.10. To engage legal counsel and take legal action in matters affecting the Association, as approved by the Voting Personnel;

- 3.11. To sign, execute and deliver any deed or document relating to the business of the Association as approved by the Voting Personnel;
- 3.12. To meet the expenses of any member of the Voting Personnel or person acting on its behalf;
- 3.13. To hold meetings of members;
- 3.14. To remove office holders;
- 3.15. To create and confer such awards and/or honours as the Voting Personnel thinks fit;
- 3.16. To regulate all proceedings at its meetings in such a manner as it may think fit;
- 3.17. To conduct its meetings in person, by teleconference or video link.

#### 4. INTERPRETATION AND DEFINITIONS

- 4.1. In these Constitutional Rules the words and expressions following have the meanings hereinafter assigned to them respectively:
  - 4.1.1. "Association" means the Association registered in New Zealand as the New Zealand Medical Students Association Incorporated (NZMSA);
  - 4.1.2. "AUMSA" means the Auckland University Medical Students' Association;
  - 4.1.3. "CMSA" means the Christchurch Medical Students' Association;
  - 4.1.4. "Executive" means the Executive of the Association, and comprises of the NZMSA Directors, NZMSA Officers, and the NZMSA Representatives;
  - 4.1.5. "Executive meeting" means meeting of the executive as described in section 14 below
  - 4.1.6. "General Meeting" means a meeting of all the Members of the Association duly called and constituted and any adjourned meeting thereof. It includes the Annual General Meeting ("AGM") and Special General Meeting ("SGM");
  - 4.1.7. "Member" means a member of the Association;
  - 4.1.8. "NZMSA" means the New Zealand Medical Students' Association and/or "the Association";
  - 4.1.9. "OUMSA" means the Otago University Medical Students' Association;
  - 4.1.10. "RMSA" means the Regional Medical Students' Association;
  - 4.1.11. "Seal" means the Common Seal of the Association;
  - 4.1.12. "WHPSA" means the Wellington Health Professional Students' Association;
  - 4.1.13. "Region" means one of the four main campuses (i.e. Wellington, Auckland, Christchurch and Dunedin)
  - 4.1.14. "Te Oranga" refers to the peak representative body for Māori medical students;
  - 4.1.15. "NZMSA Directors" refers to the NZMSA President, and the three Vice Presidents (Advocacy, Engagement, Workforce);
  - 4.1.16. "NZMSA Officers" refers to the Treasurer, Secretary, Communications and Partnerships Officers;
  - 4.1.17. "Steering Committee Representatives" refers to the appointed leaders of the RMSAs and Te Oranga as outlined in Appendix 2.
  - 4.1.18. "Steering Committee" refers to the NZMSA Directors, and the Steering Committee Representatives;

4.1.19. "NZMSA Representatives" refers to the representatives elected by each RMSA and Te Oranga to sit on the NZMSA Executive;

4.1.20. "Voting Personnel" refers to the Steering Committee Representatives and the NZMSA Representatives.

4.2. 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.

## 5. MEMBERSHIP

5.1. The following students are eligible for NZMSA membership:

5.1.1. Students studying towards an MBChB at a New Zealand Medical School;

5.1.2. Students who are on a period of approved academic leave from the MBChB programme.

5.2. Eligible students may become members on payment of the prescribed membership fee.

5.2.1. The following RMSAs shall act as collection agents for the NZMSA membership fees: OUMSA, CMSA, WHPSA and AUMSA.

5.2.2. Any eligible individual may also join NZMSA at any stage by paying the NZMSA Treasurer the nominated membership fee.

5.2.3. Payment of this fee confers membership until the student no longer meets the criteria for eligibility set out in article 5.1

5.3. The membership fee shall be determined annually by the Executive at the AGM.

5.4. The Secretary shall maintain a register of members of the Association in accordance with the provisions of the Incorporated Societies Act 1908.

## 6. TERMINATION OF MEMBERSHIP

6.1. Membership may be terminated:

6.1.1. For non payment of subscription;

6.1.2. By resignation provided in writing to the Secretary;

6.1.3. On ceasing to meet the eligibility criteria set out in article 5.1;

6.1.4. As a result of a decision by a two thirds majority of members at a general meeting or by proxy to expel the member.

6.2. In respect of non payment of subscription, membership shall be terminated automatically if the period of default for payment of subscriptions exceeds 12 months.

6.3. A member may be expelled if the member:

6.3.1. Fails to comply with any of the provisions of these Rules; or

6.3.2. Acts in a manner considered to be injurious or prejudicial to the character or interests of the Association.

6.4. Any person or organisation may make a written complaint to the President that the conduct of a member of the Association is or has been injurious to the character of the Association.

6.5. If the provisions of article 6.3 or 6.4 apply and the Voting Personnel considers that the member ought to be expelled, then the Voting Personnel shall refer the

matter to a general meeting of the Association for determination and shall invite the Member to attend.

- 6.6. The Member concerned must receive at least 14 days notice of the meeting at which the complaint shall be heard, and shall have the right to be present at, and address the meeting. The rules of natural justice shall be observed.
- 6.7. The Chair of the General Meeting shall inform the member that if the General Meeting is not satisfied with the member's explanation the Association may decide to expel the member.
- 6.8. If the General Meeting decides by a two thirds majority of those present or by proxy to expel the member from the Association the member shall cease to be a member of the Association on receipt of written notice in accordance with article.
- 6.9. Within 14 days of the resolution to expel the member 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 in one of the following ways:
  - 6.9.1. by handing the notification directly to the member; or
  - 6.9.2. by causing the notification to be placed in the member's sight; or
  - 6.9.3. three working days after mailing the notification by ordinary post to the member's last known place of business; or
  - 6.9.4. by email to the member.
- 6.10. The expelled member has the right to challenge the expulsion if they believe the decision was procedurally or substantively unfair by giving written notice to the Association within 14 days of receipt of the notification of expulsion. The matter shall then be referred to mediation or arbitration in accordance with article 13.
- 6.11. An expelled member shall, notwithstanding that they have ceased to be a member, be liable to pay all sums due by them to the Association at the time of their expulsion, including sums disbursed on their behalf at their direction.

## **7. EXECUTIVE**

- 7.1. The day-to-day running of the Association shall be by an Executive consisting of NZMSA Representatives from each medical school (Auckland (4), Dunedin (1 ELM, 1 ALM), Christchurch (1), Wellington (1)) and Te Oranga (4), NZMSA Directors, NZMSA Officers and any ex-officio officers the Voting Personnel may choose to appoint.
- 7.2. Ex Officio officers shall include the NZMSA Conference Convenor(s), and others at the discretion of the Executive.

## **8. NZMSA REPRESENTATIVES**

- 8.1. Election of NZMSA Representatives shall be determined by the relevant RMSA or Te Oranga in accordance with their election protocols.
- 8.2. Elected NZMSA Representatives will hold office for a one-year term.
- 8.3. NZMSA Representatives shall retire at the end of their term but shall be eligible for re-election.

- 8.4. All NZMSA Representatives must be members of the Association and; currently studying towards an MBChB at a New Zealand Medical School or; students who are on a period of approved academic leave from the MBChB programme.
- 8.5. NZMSA Representatives may resign their position by providing one month written notice to the President of the Association and to the President of their RMSA or the Tumuaki of Te Oranga in the case of the Te Oranga representatives.
- 8.6. If an NZMSA Representative is leaving New Zealand for more than 16 consecutive weeks, then they must receive endorsement from their RMSA in order to continue in their role as a regional representative. If they do not receive this endorsement, they must resign from the executive.
- 8.7. Removal of NZMSA Representatives:
  - 8.7.1. NZMSA Representatives may be removed from their Executive position by
    - 8.7.1.1. following a motion of no confidence by any member of the NZMSA Executive or the Steering Committee. The motion must be passed by a 2/3 majority at an Executive meeting by the NZMSA Representatives, provided that 14 days notice of such intention has been given; or
    - 8.7.1.2. by a decision of a 2/3 majority of members at any General Meeting present or by proxy, provided that 14 days notice of such intention has been given, or, so determines; or
    - 8.7.1.3. the NZMSA Representative fails to attend three Executive meetings in one year. Should this occur an automatic motion of no confidence will be proposed by the chair and must be passed by a 2/3 majority at an Executive meeting by the NZMSA Representatives.
  - 8.7.2. Following the passing of a motion of no confidence, the member shall be deemed to have resigned from their Executive role but shall remain a member of the Association unless subject to separate expulsion in article 6.
- 8.8. If any NZMSA Representative position falls vacant during the term of office the RMSA President shall either appoint a replacement until regional elections can be practicably held OR the position shall be held open until regional elections can be practicably held.
- 8.9. Ex Officio officers are to be considered Executive members without voting privileges and exempt from article 8.7.1 and 8.7.2.

## 9. STEERING COMMITTEE REPRESENTATIVES

- 9.1. The Steering Committee shall be comprised of the Steering Committee Representatives and the NZMSA Directors as outlined in Appendix 2.
  - 9.1.1. The NZMSA portion of the Steering Committee shall comprise of the NZMSA Directors.

- 9.1.2. University of Otago portion of the Steering Committee shall comprise of each of the four RMSA Presidents (WHPSA, CMSA, OUMSA ELM and OUMSA ALM).
- 9.1.3. The University of Auckland portion of the Steering Committee shall comprise of the AUMSA President, the AUMSA VPE, and two others from the AUMSA Executive at AUMSA's discretion.
- 9.1.4. The Te Oranga portion of the Steering Committee shall comprise of the Tumuaki, Tumuaki Tuarua, Māngai, and one other from the Te Oranga Executive at Te Oranga's discretion.
- 9.2. The aim of the Steering Committee is to set the direction that NZMSA will take each year, mostly with regards to advocacy projects. It will direct the vision and culture of NZMSA.
- 9.3. Steering Committee Representatives
  - 9.3.1. Steering Committee Representatives are the appointed leaders of the RMSAs and Te Oranga as outlined in Appendix 2.
    - 9.3.1.1. In the event that the President of an RMSA is not an enrolled medical student, the RMSA shall appoint an additional representative of the RMSA on their behalf.
  - 9.3.2. All Steering Committee Representatives must be members of the Association and; currently studying towards an MBChB at a New Zealand Medical School or; students who are on a period of approved academic leave from the MBChB programme.
  - 9.3.3. Steering Committee Representatives may resign their position by providing one month written notice to the Steering Committee.
  - 9.3.4. If a Steering Committee Representative is leaving New Zealand for more than 16 consecutive weeks, then they must receive endorsement from their RMSA, or Te Oranga, in order to continue in their role. If they do not receive this endorsement, they must resign from the Steering Committee.
  - 9.3.5. If any Steering Committee Representative position falls vacant during the term of office the RMSA President, or Te Oranga Tumuaki, shall appoint a replacement from their executive.
- 9.4. Removal of Steering Committee Representatives:
  - 9.4.1. Steering Committee Representatives may be removed from their Steering Committee position by
    - 9.4.1.1. following a motion of no confidence by any member of the NZMSA Executive or the Steering Committee. The motion must be passed by a 2/3 majority at an Executive meeting with the Steering Committee in attendance, provided that 14 days notice of such intention has been given; or
    - 9.4.1.2. by a decision of a 2/3 majority at any General Meeting present or by proxy, provided that 14 days notice of such intention has been given, or, so determines; or



9.4.1.3. the Steering Committee Representative fails to attend two Steering Committee meetings. Should this occur an automatic motion of no confidence will be proposed by the chair and must be passed by a 2/3 majority at an Executive meeting with the Steering Committee in attendance.

9.4.2. Following the passing of a motion of no confidence, the member shall be deemed to have resigned from their Steering Committee role but shall remain a member of the Association unless subject to separate expulsion in article 6.

## 10. DIRECTORS AND OFFICERS

10.1. The Directors Officers of the Association shall be the President, and the three Vice Presidents (Advocacy, Engagement, Workforce).

10.2. The Officers of the Association shall be the Secretary, Treasurer, Communications, and Partnerships Officers or any other officers that the Voting Personnel wishes to appoint.

10.3. The portfolios of the Directors and Officers is outlined in Appendix 4.

10.4. The Officers and Directors shall be elected at the Annual General Meeting by the Voting Personnel.

10.4.1. Any member of the Association is eligible to stand for Officer and/or Director roles.

10.4.2. Nominations for Officers and Directors should be invited at least two weeks prior to the annual general meeting.

10.4.3. Anyone seeking the position of Officer and/or Director may nominate themselves and shall submit a CV and a cover letter. The nomination must be received by the Secretary of the Association at least five days prior to the AGM.

10.4.4. Voting for Officers and Directors shall be by ballot on anonymised form using the Formal Voting Structure outlined in Article 15.

10.4.5. The numerical results shall be counted by an Officer or Director who is not applying for a role in the election.

10.4.5.1. Any physical voting slips will be signed by the voters and photographed. These photographs will be kept in a dedicated restricted-access folder on the NZMSA Google Master Drive or;

10.4.5.2. Any electronic voting forms will be kept in a dedicated restricted-access folder on the NZMSA Google Master Drive;

10.4.5.3. And the contents of this folder will be managed by the Secretary;

10.4.5.4. And the contents of this folder will be deleted prior to the next AGM by the Secretary.

10.4.5.5. Any member of the Association may ask for votes to be subject to a second independent recount.

- 10.4.6. In the instance that an Officer, Director or member of the Voting Personnel is applying for an Officer or Director position, they cannot be involved in the presentations by other candidates for the position that they are applying for, or any discussion about candidates for the role that they are applying for.
- 10.4.7. The Officers and Directors shall hold office from January 1st – December 31st in the following year unless another arrangement is negotiated between the Officers/Directors incumbent and the Officers/Directors-Elect.
- 10.4.8. The position of Officers and Directors of the Association are not regional representative positions. Should a current Voting Personnel member be elected an Officer or Director they shall be deemed to have resigned from their representative role at the time of taking office and the vacancy shall be dealt with in accordance with article 8.8.
- 10.5. Removal of Officers and Directors:
  - 10.5.1. Officers and Directors may be removed from their position by
    - 10.5.1.1. following a motion of no confidence by any member of the NZMSA Executive or the Steering Committee. The motion must be passed by a 2/3 majority at an Executive meeting by the NZMSA Representatives, provided that 14 days notice of such intention has been given; or
    - 10.5.1.2. by a decision of a 2/3 majority of members at any General Meeting present or by proxy, provided that 14 days notice of such intention has been given, or, so determines; or
    - 10.5.1.3. the Officer or Director fails to attend three Executive meetings in one year. Should this occur an automatic motion of no confidence will be proposed by the chair and must be passed by a 2/3 majority at an Executive meeting by the NZMSA Representatives.
  - 10.5.2. Following the passing of a motion of no confidence, the Officer or Director shall be deemed to have resigned from their role but shall remain a member of the Association unless subject to separate expulsion in article 6.
- 10.6. All Officers and Directors must be members of the Association and; currently studying towards an MBChB at a New Zealand Medical School or; students who are on a period of approved academic leave from the MBChB programme.

## 11. WORKING GROUPS

- 11.1. Each year there will be three core NZMSA Working groups (Advocacy Working Group, Engagement Working Group, Workforce Working Group).
- 11.2. The Advocacy Working Group shall be chaired by the Vice President Advocacy. The Engagement Working Group shall be chaired by the Vice President Engagement. The Workforce Working Group shall be chaired by the Vice President Workforce.

- 11.3. All NZMSA Representatives will be allocated to one of the three core NZMSA Working Groups by the Directors. These representatives may rank their preferred Working Groups, which will be taken into consideration by the Directors. The Directors have the final say over who is allocated to which working group.
- 11.4. Should an Officer wish to be part of a Working Group in addition to their Officer workload, they shall be allocated as outlined in 11.3.
- 11.5. The number of representatives on each Working Group is flexible pending the workload each year. The following numbers are recommendations, and can be amended. An effort should be made to ensure equal representation from the respective Universities and Te Oranga in each Working Group.
  - 11.5.1. The Workforce Working Group shall aim to have two to three representatives.
  - 11.5.2. The Advocacy Working Group shall aim to have four representatives.
  - 11.5.3. The Engagement Working Group shall aim to have five representatives.
- 11.6. If the need for an additional Working Group arises, it can be proposed by a Director or a member of the Steering Committee. It will then be at the discretion of the Directors to decide which NZMSA Representatives will sit on the additional Working Group.
  - 11.6.1. The addition of a Working Group shall not take away from the core NZMSA Working Groups. With the addition of a Working Group, NZMSA Representatives may need to sit on two Working Groups, a core Working Group and the additional Working Group.
- 11.7. An effort must be made to balance the distribution of events organised on behalf of NZMSA amongst the University of Auckland and University of Otago catchment areas to ensure equity between the universities and access for all members. It is recommended that CLF rotate between a UoA territory and a UoO territory annually.

## 12. EQUITY ADVISORY BOARD

- 12.1. The aim of the Equity Advisory Board will be to provide feedback and advice to improve the equity of NZMSA activities and initiatives; act as additional points of contact between the respective organisations that they represent and NZMSA; and facilitate a means by which medical students can report concerns to the board for discussion and appropriate action.
- 12.2. The Equity Advisory Board shall produce an Annual Equity Report that will be received at the AGM.
- 12.3. The Equity Advisory Board shall be chaired by the NZMSA Vice President Advocacy.
- 12.4. Members of the Equity Advisory Board will be made up of a Te Oranga Representative, Pacific Students Representative, Rainbow Students Representative, International Students Representative, Rural Students Representative. Additional seats may be added at the discretion of the NZMSA Directors.
- 12.5. All Representatives on the Equity Advisory Board must be elected into a representative position on behalf of their community either at a regional (RMSA)

or national level such as with Te Oranga. These representatives must be elected into said position in the year that they are sitting on the board.

- 12.6. All members of the Equity Advisory Board shall retire at the end of their elected representative position as per the regional or national association, which is typically one year. They shall be eligible for re-election if they continue to meet the requirements in 12.5.
- 12.7. All members of the Equity Advisory Board must be studying towards an MBChB at a New Zealand Medical School or; students who are on a period of approved academic leave from the MBChB programme.
- 12.8. Members of the Equity Advisory Board may resign their position by providing one month written notice to the President of the Association.
- 12.9. The Equity Advisory board shall act as an ex-officio body and as such do not have voting rights. Further details about the Equity Advisory Board are written in the Equity Advisory Board Terms of Reference in Appendix 5.

### **13. GENERAL MEETINGS OF THE ASSOCIATION**

- 13.1. Any member of the Association shall be allowed to address a meeting on any motion or question before the caucus.
- 13.2. Any member shall be allowed to vote on any matter.
- 13.3. If a tie in the voting occurs the President shall have the casting vote.
- 13.4. Annual General Meeting
  - 13.4.1. The AGM shall occur annually in August, September, October or November.
  - 13.4.2. The AGM must be held either in person or by teleconference and shall be open to all members of the Association.
  - 13.4.3. Members of the Association must be notified of the AGM at least one month in advance of the meeting and a call made for agenda items.
  - 13.4.4. The quorum for the AGM shall be 20 members, including at least 7 Voting Personnel, of the Association either in person, by telephone or by proxy.
  - 13.4.5. The AGM shall be chaired by the current NZMSA President.
  - 13.4.6. The order of business for the AGM shall include the following: receive the minutes of the previous AGM; receive from the President a report speaking to the activities for the year and proposals for the following year; receive from the Treasurer the balance sheet and statement of income and expenditure for the past year; set the membership levies for the following year; receive from the Equity Advisory Board the Annual Equity Report; announce the results of the NZMSA Director and Officer election; any other business added to the agenda by any member.
- 13.5. Special General Meetings
  - 13.5.1. An SGM shall be held in the follow circumstances; (a) The request of the majority of the Voting Personnel. (b) The written request of 20 members of the Association.
  - 13.5.2. The SGM must be held in person or by teleconference within one calendar month of the request.

- 13.5.3. Members of the Association must be notified of the SGM at least 14 days in advance of the meeting.
- 13.5.4. The quorum for an SGM shall be 20 members, including at least 7 members of the Voting Personnel, of the Association either in person, by telephone or by proxy.

#### **14. MEETINGS OF THE EXECUTIVE, STEERING COMMITTEE, WORKING GROUPS, AND EQUITY ADVISORY BOARD**

##### **14.1. Meetings of the Executive**

- 14.1.1. Notification of meetings of the Executive and a call for agenda items must be made to all Executive members no less than one week prior to the meeting by the Secretary.
- 14.1.2. The Executive will have no less than five meetings yearly.
- 14.1.3. A quorum shall include 7 Executive members provided that there is at least one NZMSA Representative from each region, as well as at least one representative from Te Oranga.
- 14.1.4. Meetings of the Executive may occur in person or via video link or teleconference.
- 14.1.5. Minutes of Executive meetings will be taken by the Secretary.
- 14.1.6. Meetings of the Executive shall be chaired by the NZMSA President. If the President is unable to attend, this may be delegated to one of the Vice Presidents.

##### **14.2. Meetings of the Steering Committee**

- 14.2.1. Notification of meetings of the Steering Committee and a call for agenda items must be made to all Steering Committee members no less than one week prior to the meeting by the Secretary.
- 14.2.2. The Steering Committee will have no less than three meetings during the course of their tenure. Their first meeting shall occur in November, December or January.
- 14.2.3. The Steering Committee shall then meet sporadically throughout the year to touch base, assess progress or discuss any directional changes.
- 14.2.4. In the event of a Steering Committee Representative being unable to attend a given Steering Committee meeting, or an NZMSA meeting requiring Steering Committee attendance, an effort must be made to delegate a member of their RMSA Executive, or Te Oranga, to attend in their place.
- 14.2.5. Meetings of the Steering Committee may occur in person or via video link or teleconference.
- 14.2.6. The Steering Committee shall decide who will take minutes at a Steering Committee meeting.
- 14.2.7. Meetings of the Steering Committee shall be chaired by the NZMSA President. If the President is unable to attend, this may be delegated to one of the Vice Presidents.

##### **14.3. Meetings of the Working Groups**

- 14.3.1. Notification of meetings of the Working Groups must be made to all respective Working Group members no less than one week prior to the meeting by the Working Group Chair.
- 14.3.2. Working Groups shall meet regularly throughout the year, ideally every 3 weeks.
- 14.3.3. Meetings of the Working Groups may occur in person or via video link or teleconference.
- 14.3.4. A member of the Working Group shall take minutes of the meeting.
- 14.4. Meetings of the full NZMSA (combined Steering Committee and Executive)
  - 14.4.1. Meetings with all of the NZMSA team shall be requested by a member of the Executive or the Steering Committee. A notification of such a meeting and a call for agenda items shall be made no less than one week prior to the meeting by the Secretary.
  - 14.4.2. These meetings may occur in person or via video link or teleconference.
  - 14.4.3. The Secretary shall take the minutes at these meetings.
  - 14.4.4. The NZMSA President shall chair these meetings. If the President is unable to attend, this may be delegated to one of the Vice Presidents.
- 14.5. Meetings of the Equity Advisory Board
  - 14.5.1. Notification of meetings of the Equity Advisory Board must be made to all respective members no less than one week prior to the meeting by the Vice President Advocacy.
  - 14.5.2. Vice President Advocacy shall chair Equity Advisory Board meetings.
  - 14.5.3. In the event that a board member is unable to attend a meeting they may delegate a member from the regional or national executive that they have been elected onto to attend in their place.

## 15. FORMAL VOTING STRUCTURE

- 15.1. The NZMSA Representatives and Steering Committee Representatives are the Voting Personnel of NZMSA as outlined in Appendix 3.
- 15.2. Each individual member of the Voting Personnel shall have one (1) vote.
- 15.3. Each member of the Voting Personnel shall individually decide how to cast their vote, and must ensure that the vote cast is representative of the students that they represent, and is impartial to personal beliefs.
- 15.4. The Formal Voting Structure shall be used for, but is not limited to, election of the NZMSA Directors and Officers, election of the successful NZMSA Conference Bid for the following year, and for endorsement of support for the work of groups external to NZMSA. Other decisions affecting NZMSA as a whole may be requested to be voted on formally using the Formal Voting Structure at the discretion of the Steering Committee, and this may override voting on internally drafted documents as per 15.5.
- 15.5. The Formal Voting Structure will not be required for the decision to publish internally produced documents that are in line with the direction and vision outlined by the Steering Committee at the start of each term.
- 15.6. In the event that an NZMSA Representative has a conflict of interest on a voting matter, their vote shall be proxied to their RMSA President or the Te Oranga



Tumuaki. If the RMSA President or Te Oranga Tumuaki also has a conflict, that vote shall then subsequently be proxied as per 15.9.

- 15.7. In the event that a member of the Steering Committee Representatives, not including the RMSA Presidents or Te Oranga Tumuaki, has a conflict of interest on a voting matter, their vote shall be proxied to their RMSA President or the Te Oranga Tumuaki. If the RMSA President or Te Oranga Tumuaki also has a conflict, that vote shall then subsequently be proxied as per 15.9.
- 15.8. In the event that an RMSA President or the Te Oranga Tumuaki has a conflict of interest on a voting matter, their vote shall be proxied to the highest ranking member of their respective RMSA Executive or Te Oranga Executive who does not have a conflict of interest and is not already part of the NZMSA Voting Personnel.
- 15.9. In the event that there are two or more conflicts of interests within a respective association, the two or more votes are to be proxied the highest ranking members of the respective RMSA Executive or Te Oranga Executive who do not have a conflict of interest and are not already part of the NZMSA Voting Personnel.
- 15.10. Appointing the successful NZMSA Conference Bid Team
  - 15.10.1. This shall be done in accordance with the Formal Voting Process.
  - 15.10.2. In this instance the outgoing NZMSA Conference Team shall have one (1) vote to use as a collective.
  - 15.10.3. In the event that a member of the outgoing NZMSA Conference Team has a conflict of interest, that individual member shall not be involved in the voting process.
- 15.11. In the event of a tie when the Formal Voting Process is used, the NZMSA President shall cast the tie break vote.
- 15.12. In the event that the NZMSA President has a conflict of interest on a tie break vote, their vote shall be proxied to the three Vice Presidents who shall collectively decide on the tie break vote. If a Vice President(s) has a conflict of interest, they shall not be involved in said voting decision.
- 15.13. In the event that all of the NZMSA Directors have a conflict of interest, the tie break vote shall be proxied to the NZMSA Officers who shall collectively decide on the tie break vote. If an NZMSA Officer(s) has a conflict of interest, they shall not be involved in said voting decision.

## 16. FINANCIAL AFFAIRS

- 16.1. The financial year of the Association shall be from 1st January to 31st December of that year.
- 16.2. The funds of the Association shall be in the control of the Voting Personnel and shall be kept in such Bank or Banks as the Voting Personnel may determine.
- 16.3. The Treasurer and President of the Association will have dual authority for the bank account and transactions.
- 16.4. The Voting Personnel shall determine whether it is necessary to have the Association's accounts for any financial year audited. Should the Voting Personnel decide that it is appropriate, the Steering Committee shall appoint a

Chartered Accountant (who shall be independent of the Association) to perform the audit.

- 16.5. The bank accounts of NZMSA shall have the President and Treasurer as signatories on the accounts.

## 17. POWER TO DELEGATE

- 17.1. The Executive may appoint any committee and may delegate any of its power and duties to any such committee or to any person.
- 17.2. This committee or person may, without confirmation by the Executive, exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive itself could have done.
- 17.3. The Executive shall be able to revoke such delegation at will, and no such delegation shall prevent the exercise of any power or the performance of any duty by the Executive.
- 17.4. It shall not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Association.

## 18. MEDIATION AND ARBITRATION

- 18.1. dispute arising out of or relating to this Constitution or as a result of a decision to expel a member, may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute that is being suggested for mediation. The other party shall either agree to proceed to mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties shall agree on a suitable person to act as a mediator or shall ask the Arbitrators' and Mediators' Institute of New Zealand Incorporated to appoint a mediator. The mediation shall be in accordance with the mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.
- 18.2. The mediation shall be terminated by:
- 18.2.1. The signing of a settlement agreement by the parties; or
- 18.2.2. Notice to the parties by the mediator, after consultation with the parties to the effect that further efforts at mediation are no longer justified; or
- 18.2.3. Notice by one or more of the parties to the mediator to the effect that further efforts at mediation are no longer justified; or
- 18.2.4. The expiry of 60 working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 18.3. If the mediation should be terminated as provided in article 13.2 and the matter is not settled, the matter shall then be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration protocol of the Arbitrator' and Mediators' Institute of New Zealand Incorporated. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within 21) days, then the arbitrator shall be appointed by the President of the Arbitrators and Mediators' Institute of New



Zealand Incorporated.

## **19. INDEMNIFICATION OF EXECUTIVE MEMBERS**

- 19.1. Every member of the Executive and every Steering Committee Representative for the time being shall be indemnified out of the funds of the Association against any liability incurred by any person or entity in the discharge of any action or duty undertaken on behalf of the Association and in defending any proceedings whether civil or criminal in which judgment is given in favour of the person or in which the person is acquitted.

## **20. COMMON SEAL**

- 20.1. The Common Seal shall be kept by the Administrative Officer at the Registered Office of the Association.
- 20.2. Common Seal shall not be affixed to any document or instrument, deed, writing paper or other thing unless pursuant to a resolution of the Voting Personnel who shall thereupon sign such document, instrument, deed, writing paper or other thing as attesting witnesses. Each fixture of the Common Seal shall require a separate motion of the Voting Personnel.

## **21. WINDING UP**

- 21.1. The Association may be wound up voluntarily if the Association at a General Meeting with a quorum of 250 of its members, that includes appropriate and proportional representation (within reason), passes a resolution requiring the Association to be wound up and the resolution is confirmed at a subsequent general meeting called together for that purpose. Voting is defined as per 13.2.
- 21.2. For the purpose of article 20 the term 'resolution' shall mean a resolution carried by a majority of the valid votes cast by the members voting at the general meeting in person or if so allowed by the rules of the Association by proxy.
- 21.3. Any assets of NZMSA at the conclusion of winding up shall be held in trust between RMSAs and Te Oranga until a new organisation of a similar purpose can be formed, or; an existing organisation(s) evolves to encompass the purpose of NZMSA upon unanimous vote.

## **22. AMENDMENTS TO THE CONSTITUTION**

- 22.1. Constitution may only be altered, added to, rescinded or otherwise amended in accordance with the following provisions:
- 22.1.1. Any proposal to change the rules must be by way of remit submitted to the Secretary, who shall, as soon as reasonably practicable, circulate it amongst members of the Executive and Steering Committee.
- 22.1.2. The remit shall be debated and voted on at a General Meeting held no sooner than 14 days from the date of circulation by the Secretary.
- 22.1.3. Any alteration to the rules shall require a two thirds majority vote of all members present, or by proxy, at the General Meeting.

## **23. REGISTERED OFFICE**

- 23.1. The Registered Office of the Association shall be the office of the New Zealand Medical Association Incorporated, 26 The Terrace, Wellington.

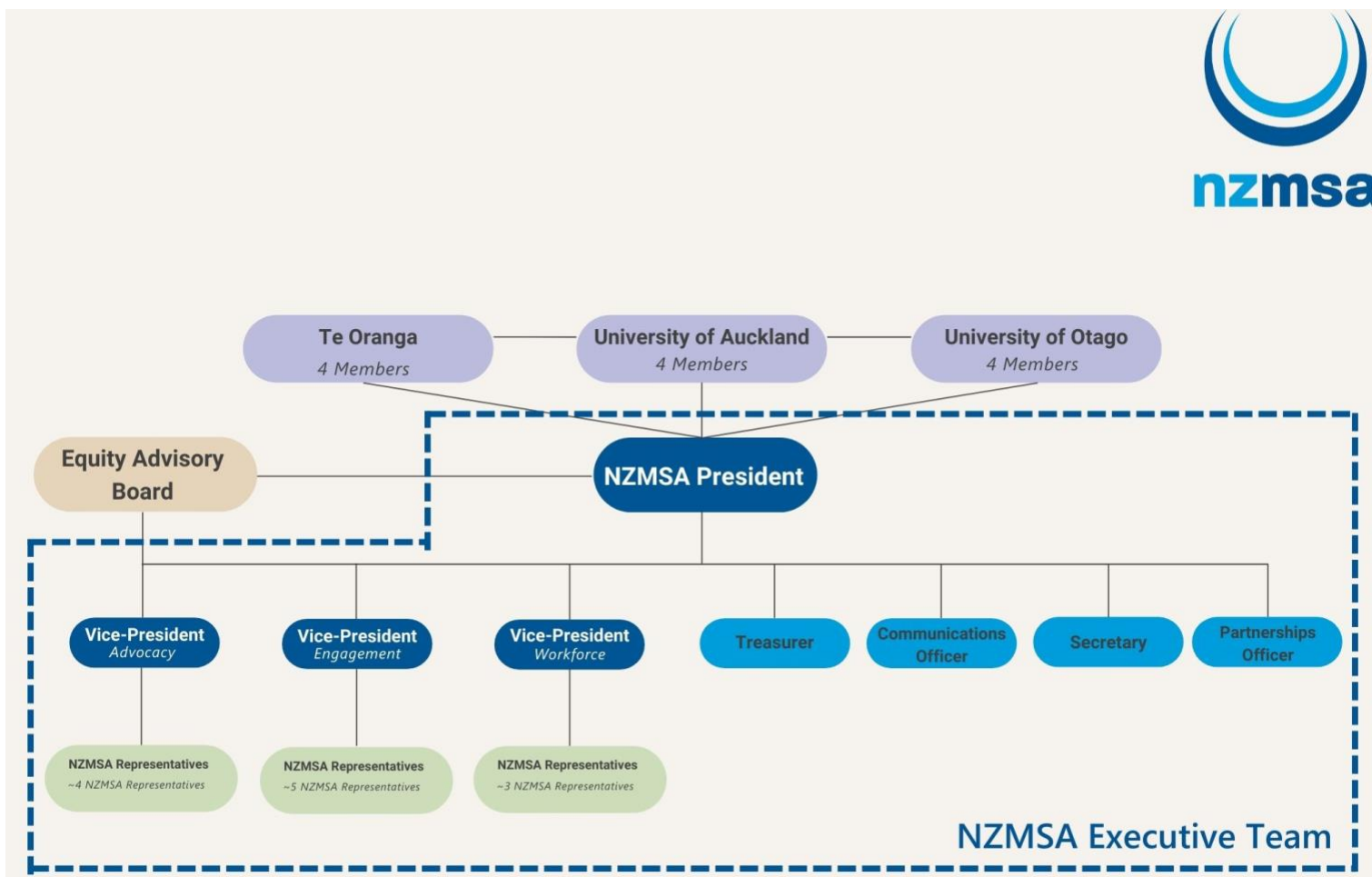
**24. SUBSTANTIAL COMPLIANCE SUFFICIENT**

- 24.1. Dependent on the circumstances upon which the Association operates on a year-to-year basis, a substantial compliance with this Constitution with regard to matters of the Association shall be sufficient and no matter shall be invalidated only by a failure to comply exactly with these rules.

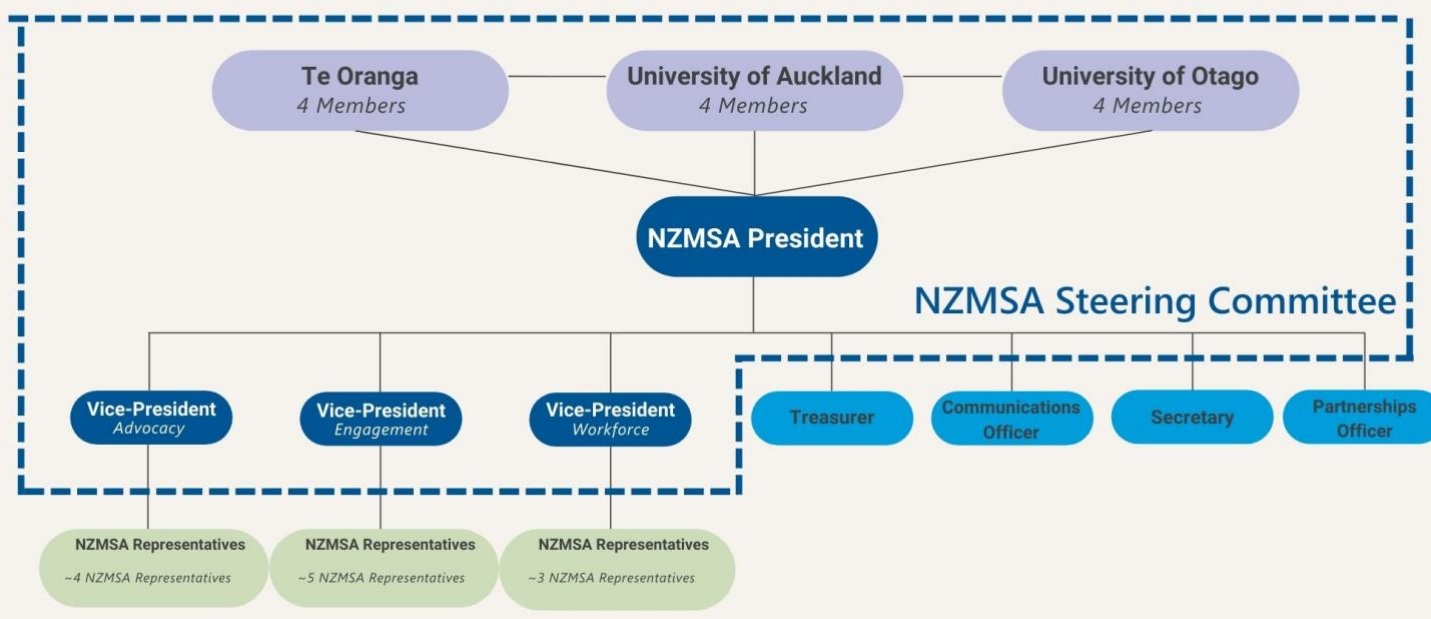
**25. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS**

- 25.1. Any income, benefit or advantage shall be applied to the objects of the Association.
- 25.2. No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 25.3. Any income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 25.4. The provision and effect of this clause shall not be removed from the Constitution and shall be implied into any document replacing this constitution.

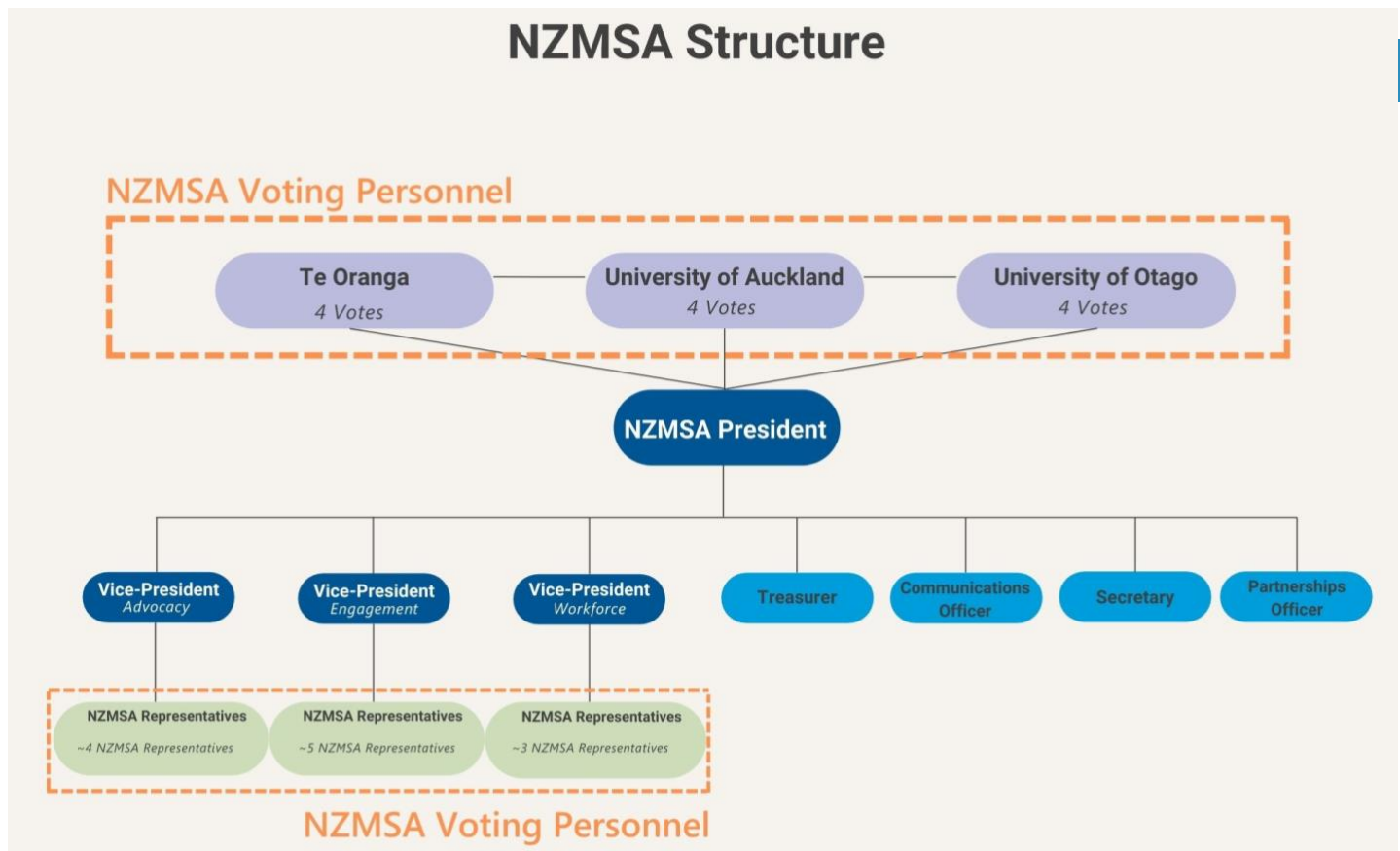
APPENDIX 1. VISUAL STRUCTURE OF NZMSA



APPENDIX 2. VISUAL STRUCTURE OF THE STEERING COMMITTEE



### APPENDIX 3. VISUAL STRUCTURE OF THE VOTING PERSONNEL



### APPENDIX 4. PORTFOLIOS OF THE NZMSA DIRECTORS AND OFFICERS

#### NZMSA President

- Primary spokesperson and representative of NZMSA
- Professionally and appropriately manage media contacts and statements
- Engage in public speaking at NZMSA events such as the conference
- Chair NZMSA meetings
- Sit on various stakeholder boards and attend as the medical student representative at stakeholder meetings and conferences
- Develop legislation in conjunction with the Vice Presidents
- Develop, liaise with and maintain relationships and with various stakeholder organisations
- Ensure views are representative of the membership body and impartial to personal beliefs
- Help steering committee to direct the NZMSA vision and culture
- Oversee NZMSA constitution
- Manage internal conflict between executive members

#### Vice President Advocacy

- Chair and oversee the Advocacy Working Group
- Responsible for drafting position statements on behalf of NZMSA with input from the Advocacy Working Group
- Responsible for review of NZMSA Policies in conjunction with President
- Chair the Equity Advisory Board

- Manage the NZMSA Scholarship in conjunction with the Treasurer
- Send working group meeting minutes to the Secretary for distribution
- Develop and implement NZMSA's Advocacy Strategy in conjunction with the Steering Committee

*Portfolio of the Advocacy Working Group*

- National Survey – review of data, editing of questions as necessary
- Ensure the agreed upon advocacy work set by Steering Committee is followed through

Vice President Engagement

- Chair and oversee the Engagement Working Group
- Support the other Vice Presidents and Presidents
- Organise initial NZMSA F2F meeting logistics with support from the Working Group if representatives are already elected
- Send working group meeting minutes to the Secretary for distribution
- Act as a liaison between NZMSA and the NZMSA Conference Team

*Portfolio of the Engagement Working Group*

- CLF (or similar event) – CLF must rotate between a location within the UoA and UoO catchment areas each year
- Vampire Cup
- Engagement events liaison
- ASMS x NZMSA mentoring programme
- Any other events that NZMSA decides is worthwhile hosting – this will depend on the capacity of the Working Group and it may mean that an additional event may need to be organised by a different Working Group

Vice President Workforce

- Chair and oversee the Workforce Working Group
- Responsible for advocating on behalf of medical students regarding issues affecting the medical workforce. This may include:
  - PGY1 pipeline issues
  - Working with ACE and the Ministry of Health
  - Depending on the issues that year, it may involve writing and updating policy and position statements in conjunction with relevant organisations and interested parties
- Attend meetings with ACE
- If advocacy set by the Steering Committee overlaps with the workforce portfolio, the bulk of the mahi shall be done by the Advocacy Working Group with input from Vice President Workforce
- Send working group meeting minutes to the Secretary for distribution

*Portfolio of the Workforce Working Group*

- Guide to Grad publication
- Beyond the Med School Gates Seminar
- ACE Roadshow

Treasurer

- Maintain NZMSA's finances
- Organise payments, including reimbursements
- Maintain proper financial records, including preparing a budget for the projected year and quarterly balance statements to ensure all executive and team members are aware of the financial capabilities of the Association and preparing annual accounts

- Control incoming and outgoing funds for the Association, along with the President
- Produce the Annual Charity Report

#### Secretary

- Prepare notices, collect documents, and maintain minutes for full NZMSA meetings
- Distribution of meeting minutes to the full NZMSA team
- Receive meeting minutes from the Working Group chairs and distribution of those minutes to the wider NZMSA team
- Receiving apologies for full NZMSA meetings
- Keeping the NZMSA Master Google Drive organised and up to date
- Create emails for NZMSA Representatives
- Keep an updated register of NZMSA members
- Facilitates communication amongst NZMSA Executive, the Steering Committee and the Equity Advisory Board.
- Organise and coordinate NZMSA Elections

#### Communications Officer

- Proactively engage members via social media platforms (Facebook and Instagram)
- Sharing of occasional posts on social media not limited to Wellbeing, Pride, Mahuru Māori.
- Distribution of events information, policy changes, the National Survey and any other communications to members of the Association
- Communicate social media feedback from the membership body to the Executive
- Maintain the NZMSA website and blog
- Create the graphic designs for NZMSA events organised by the Engagement Working Group to ensure a consistent image across NZMSA social media platforms
- Facilitates communication with members of the Association

#### Partnerships Officer

- Maintain existing partnerships with long-term stakeholders such as sponsors and other organisations
- Ensure NZMSA upholds the sponsorship arrangements with our key partners, including drafting MoUs. The Steering Committee shall be involved in the decision of signing such documents
- Ensure that communication to sponsors is consistent
- Assist with finding sponsors for NZMSA
- Investigate new relationships between NZMSA and other student bodies, such as health-related student bodies

#### NZMSA Representatives

- Organise (with other reps) at least one engagement event specific to their region and stage (clinical/pre-clinical)
- Join a Working Group and work with the team to deliver events and advocacy as required
- Liaise with RMSA presidents, and Te Oranga Māngai/Tumuaki for Te Oranga Representatives, and executives as needed to gather feedback and share NZMSA mahi



## APPENDIX 5. EQUITY ADVISORY BOARD TERMS OF REFERENCE

1. NZMSA will stand against discrimination. Including discrimination on the basis of gender identity and on prohibited grounds stated in the Human Rights Act 1993, being sex, marital status, religious belief, ethical belief, colour, race, ethnic or national origins, disability, age, political opinion, employment status, family status, and sexual orientation. This will be achieved through supporting groups that advocate for and represent underprivileged groups, such as Te Oranga, NZISA and others.
2. NZMSA and all other affiliated bodies, including the Equity Advisory Board, commit to fulfilling their responsibility to promote and protect Te Tiriti rights under their Obligation to Te Tiriti o Waitangi.
3. The full NZMSA Team are expected to conduct themselves in a manner consistent with the values and obligations of NZMSA and are expected to strive for equity and representation for all medical students. They are expected to advocate for students of underprivileged groups, and are expected to promote channels for better representation of underprivileged groups in medicine. Additionally, the NZMSA Team are expected to hold their peers and general members accountable to the Equity Policy.
4. The Equity Advisory Board will be chaired by the Vice President Advocacy who will be responsible for general communications between the Equity Advisory Board and the NZMSA Executive.
5. The responsibilities of the NZMSA Executive to the Advisory Board will include:
  - a. Provide space for the Advisory Board to speak & participate during executive meetings
  - b. Sending all agendas, minutes to the Advisory Board at the same time as the Executive so that if any issues relate to the committee they can organise representation at the upcoming meeting
  - c. Support and respect the Board members and the groups they are representing.
  - d. Promote and distribute material published by the equity advisory board relating to NZMSA, including but not limited to Annual Equity Review.
  - e. Facilitate the creation and delegation of seats on the advisory board.  
Compulsory Seats must include:
    - i. Te Oranga Rep
    - ii. Pacific Students Rep
    - iii. Rainbow Students Rep
    - iv. International Student Rep
    - v. Rural Students Rep
    - vi. Additional Seats may be added at the discretion of the NZMSA Directors.
6. The responsibilities of the Equity Advisory Board to NZMSA will include:
  - a. Provide feedback and advice to improve the equity of NZMSA activities and initiatives
  - b. Act as additional points of contact between their respective organisations and NZMSA
  - c. Meet regularly to discuss NZMSA activities and any Equity Concerns that may have been raised
  - d. Facilitate a means by which Medical Students can report concerns to the Equity Advisory Board for discussion and appropriate action.
  - e. Provide an Annual Equity Report that can be published to the general Medical Student Cohorts



7. The Equity Advisory Board, while not voting members of the executive, must be respected and the NZMSA Executive has a responsibility to take on input and advice to the best of their ability.
8. All potential members of the Equity Advisory Board are required to be elected into a representative position on behalf of their community in the year that they are sitting on the board. All members will sit on the board for a period of one year.
9. All members of the Equity Advisory Board must agree to act with respect for each other at all times. No racism, sexism, homophobia or other discrimination is to be tolerated. The Equity Advisory Board is expected to ensure all its recommendations and publications are in line with NZMSA's obligation to Te Tiriti o Waitangi.
10. Application process for communities that do not have a recognised national medical/ health professional student body will be as follows:
  - a. Eligible individuals (regional groups, reps etc.) will be contacted by NZMSA informing them of the available roles and requirements and invite them to nominate/ apply for the role
  - b. Applicants will send in a basic CV to be evaluated by the NZMSA Directors with input from the Equity Advisory Board. In the event that multiple suitable applicants apply, there may also be an interview process at the discretion of the Vice President Advocacy.
11. The Vice President Advocacy will facilitate the regular meetings of the group but their communications with NZMSA and supporting their work, will otherwise remain impartial and will not inappropriately influence the advice or decisions of the Equity Advisory Board.
12. The Annual Equity Report will be made available by NZMSA for its members and will be archived. Any feedback given in the report must be handed over to the new NZMSA Executive team to help them improve the organisation and its initiatives for the following year.