



NEW ZEALAND ASSOCIATION OF GENERAL SURGEONS

Promoting Surgical Excellence

CONSTITUTION

(Amended March 2013)

1. NAME

The Association shall be called the NEW ZEALAND ASSOCIATION OF GENERAL SURGEONS INCORPORATED.

The Registered Office is Level 3, 8 Kent Terrace, Wellington

2. AIMS OF THE ASSOCIATION

- (a) To promote and represent the practice of General Surgery and associated specialties in New Zealand.
- (b) To promote a forum for all General Surgeons to discuss and comment on matters affecting their practice.
- (c) To promote activities that provide for continuing education, peer review and research in General Surgery.
- (d) To administer the selection and training of medical practitioners in the specialty of General Surgery in accordance with the partnering agreement with the Royal Australasian College of Surgeons and the Board in General Surgery .
- (e) To promote the Continuing Professional Development of General Surgeons
- (f) To be closely associated with the Royal Australasian College of Surgeons and its New Zealand National Board.
- (g) To undertake any work which may appear to the Association to be in accordance with the above aims and to do such things as are incidental or conducive to the attainment of the above aims.

3. MEMBERSHIP

- (a) Full Membership shall be open to all Surgeons who are registered as specialists in General Surgery or who are eligible for specialist registration in General Surgery. Full members shall have voting rights and are eligible for election to the executive.
- (b) Trainee Membership shall be open to Trainees in General Surgery who are in accredited training posts for the FRACS. Trainee Members shall be represented by an elected member to the Executive.
- (c) Associate Membership shall be open to surgeons who are practicing General Surgery who are not eligible for specialist registration.

- (d) Honorary Membership may be granted to those who are not eligible under 3(a), 3(b) or 3(c) who have made outstanding contributions to the practice of General Surgery.
- (e) Life Membership may be offered to General Surgeons who have been inaugural members of the Association or members for at least twenty years or who are approved by the Executive. Life members have voting rights.
- (f) Membership may also be offered to Surgeons in other specialities who contribute significantly to the aims of the Association.

4. GOVERNANCE

(a) The governing body of the Association shall be the Executive Committee.

(b) The Executive Committee shall consist of:

- (i) The President
- (ii) The Past President
- (iii) The Vice President
- (iv) The Honorary Secretary/Treasurer
- (v) The Elected Trainee Representative
- (vi) The Executive members
- (vii) The Chair of the New Zealand Committee of the Board of General Surgery/Training Committee of NZAGS.

The Executive Committee will be elected by ballot for a term of four years if more nominations than vacancies are received, and be eligible for re-election for a further three terms of four years. The Officers will be elected by the committee annually with a maximum of two years for the President and Vice President.

The Education Committee is a standing committee of the Association and as such, is directly answerable to the Executive regarding its terms of reference, expenditure and strategic activities.

- (c) If, in the opinion of the officers and members of the Executive Committee there is need for a representative of a group not catered for by the electoral process, then the committee shall have the responsibility to co-opt a member or members to fill that deficiency to ensure that the interests of all members of the Association are represented.
- (d) Casual vacancies on the Executive Committee will be filled by co-opted members representing the same geographical or co-opted group as that represented by the officer or member creating the vacancy, until the next ballot.
- (e) Meetings of the Executive Committee will take place either 'face-to-face' or by Skype or telephone at times to be determined by the Committee apart from those meetings which will be held in conjunction with the meetings of the Association as detailed below [5(a), 5(b) or 5(c)].

- (f) The Executive will commission sub-committees and/or working parties as it sees fit to further the aims of the Association. Sub-committees will be bound by the same protocols and principles as the Executive.

5. MEETINGS

- (a) Annual General Meeting: This will be held at a time to be determined by the Association. It will generally be held in conjunction with the Weekend Scientific Meeting of the Association. Notice of the Meeting will be distributed electronically to all members with the Programme of the Scientific Meeting at least two weeks prior to the meeting.

The Business at the Annual General Meeting will include:

- (i) The report of the Executive Committee
 - (ii) The statement of Income and Expenditure and the Balance Sheet for the financial year
 - (iii) The confirmation of the Election of Officers
 - (iv) Consideration of Notices which have been duly notified under clause 6
 - (v) Other business which the meeting wishes to consider.
- (b) General Meeting: This will be held after due notice at a time to be agreed by the members to consider specific general or constitutional matters.
- (c) Special meetings may be called when a remit is supported, in writing, by ten percent of the full membership, or by the majority of the Executive Committee.
- (d) The quorum shall be the members at the meeting, not counting executive members present, provided that the number of members exceeds the number on the Executive Committee at that time.
- (e) The Chairperson of the meeting shall be the President of the Association. In the absence of the President, the Chair will be taken by the nominated deputy of the President, who will be the Vice President or a member of the Executive Committee, or, in the absence of a nomination, by a member elected by the members present at the meeting.
- (f) All Full Members and Life Members shall be entitled to one vote by show of hands, by proxy or in writing. Trainee Members shall have one vote through their elected representative or nominated substitute. The Chairperson of the meeting shall have the casting vote in the event of an equality of voting.

6. NOTICES

- (a) Nominations for the Executive Committee will close two months before the Annual General Meeting with the ballot result finalized two weeks before the Annual General Meeting.
- (b) Ordinary notices of motion must be in the hands of the Secretary two weeks before the relevant Annual General or General meeting to be placed on the agenda for that meeting.
- (c) Emergency remits will only be considered after a ballot taken at the meeting at which they are presented.
- (d) Notices will be sent to the Members' last notified email address and will be deemed to have been received within four working days.

7. RESIGNATION AND EXPULSION OF MEMBERS

- (a) Members and associate members may resign at any time with notice in writing to the Secretary. Liability for subscription arrears remains to the date of receipt of resignation.
- (b) Members of any category will be expelled from the Association for any breach of behaviour which results in that member's removal or suspension from the General and/or Specialist medical register.
- (c) Members may be suspended or expelled for behaviour which compromises the aims of the Association.
- (d) Members may be removed from the register of members if their subscription remains unpaid for six (6) months from the due date.

8. FINANCES

- (a) Subscriptions will be set at a level proposed by the Executive Committee and confirmed by the Annual General Meeting.
- (b) The membership may decide to set different subscription levels according to the membership status.
- (c) The Association will deposit such subscriptions to the credit of the Association into trading or savings or investment accounts approved by the Executive Committee and ratified by the members at the Annual General Meeting.
- (d) The Executive Committee may invest some of the Association funds elsewhere according to reputable independent advice.
- (e) The Treasurer will keep books of accounting according to accepted accounting practice and will submit audited statements to the Annual General Meeting of the Association for approval.
- (f) No part of the funds may be used for the private use or benefit of any member of the Association.

9. POWER TO BORROW, ACQUIRE PROPERTY AND EMPLOY SERVANTS OR AGENTS

The Association shall have power to:

- (a) raise or borrow money in such a manner and upon such security (if any) as the Executive Committee of the Association shall think fit and in particular upon the security of any mortgage or mortgages charge or charges of all or any part of the Association's property assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Executive Committee of the Association shall see fit and to purchase redeem or pay off any such securities and re-issue same.
- (b) give guarantees, bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable instruments.
- (c) acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Executive Committee of the Association may from time to time think proper or dispose of such property or any part thereof and to erect on any such land any building and to alter, add to and maintain any building erected upon such land.

- (d) sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the Association.
- (e) enter into any amalgamation, affiliation, fusion or alliance with or co-operate or make any arrangement for the amalgamation or co-operation in whole or in part with any other body having objects altogether or in part similar to any of those of the Association provided that the Association shall not enter any amalgamation or fusion with a body as aforesaid unless such body prohibits the payment or transfer directly or indirectly of its income or property or any part thereof by way of dividend, bonus or otherwise howsoever by way of profit to the members thereof.
- (f) provide suitable premises for meetings and carrying on the work of and for the purpose of carrying into effect the objects of the Association and to employ and dismiss servants and agents.
- (g) establish bursaries or scholarships for educational purposes and to furnish and award competitive prizes for essays or papers relating to the objects of the Association.
- (h) print and publish any newspapers, periodicals, books, leaflets, radio scripts or films and other descriptive or educational material that the Association may think desirable for the promotion of its objects.

10. COMMON SEAL

The Secretary shall have custody of the Common Seal of the Association and such seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of a member of the Executive Committee and that of the Secretary or other person as the Executive Committee may appoint for that purpose; and that members of the Executive Committee and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is so fixed in their presence.

11. ALTERATION OF CONSTITUTION

- (a) The Constitution may be altered, added to, rescinded or otherwise amended by a resolution passed by a two thirds majority of those members, proxies and written votes present at a duly notified general or special meeting called in accordance with 5(a), (b) or (c).
- (b) Every such remit shall set forth the purpose of the proposed alteration, addition, rescission or other amendment and will be sent to the Honorary Secretary four weeks before the meeting at which it is to be considered.
- (c) Duplicate copies of every such alteration, addition, rescission or other amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the requirements of the Act.
- (d) Providing always and notwithstanding anything contained herein there shall be no alteration to the Constitution which would enable the income or other funds of the Association to be used for, or be available for the private pecuniary profit of any Member or which would occasion the income of the Association to lose its tax exempt status.

12 WINDING UP

- (a) The Association may be wound up by a majority of its members at a properly constituted Annual, General or Special meeting.

(b) Residual funds after payment of the Association's liabilities and expenses shall be applied to the furtherance of the Association's objectives or to a charity approved by the Commissioner of Inland Revenue, according to the Income Tax Act 1976.