



# **NEW ZEALAND SOCIETY OF GASTROENTEROLOGY INCORPORATED RULES**

**Update 2023**

## **1. Name**

The Society shall be called the New Zealand Society of Gastroenterology Incorporated.

## **2. Objects**

The objectives for which the Society is established are:

- a) The advancement of knowledge in Gastroenterology in New Zealand.
- b) The promotion of improved standards in the practice of Gastroenterology, and of research into this and allied subjects.
- c) To conduct scientific and educational meetings.
- d) To foster national and international links with Societies and Associations relevant to the field of Gastroenterology.

## **3. Membership**

- a) The Society shall consist of Full Members, Associate Members and Honorary Members.
- b) Full Members shall be registered medical practitioners or scientists with a particular interest in the science, study and practice of gastroenterology paying a full membership subscription in each financial year and receiving a full complement of benefits.
- c) Associate Members shall
  - i) have an interest in the science, study, and practice of a specific sub-section of gastroenterology and / or hepatology and noted as Research Associates
  - ii) be current trainees in gastroenterology and noted as Trainee Associates
  - iii) be prior members who are continuing their education/career overseas and wish to remain a member of the Society and noted as Overseas Associates
  - iv) be a retired practitioner who wishes to remain a member of the Society and noted as Retired Associates.

Associate Members shall be eligible for the benefits of receiving notices, newsletters, and attend meetings. Associate Members shall have no voting rights and cannot be an Office Bearer of the Society. They may be co-opted to the Executive in an ex-officio capacity however cannot be nominated to the Executive.

- d) Honorary Members are Full Members who have retired from practice and are distinguished in the field of gastroenterology. They have made material contributions to the advancement of the subject. They must be Full Members for at least 10 years standing at the time of retirement. Honorary Members are eligible to receive notices, newsletters and attend meetings but shall have no voting rights. (See appendix for the Honorary Membership Criteria)

- e) Election of Full Members - a candidate for Full Membership of the Society shall be proposed and seconded by a Full Member of the Society. Any such proposal shall be made upon a form approved by the Executive and will contain information on the candidate's qualifications, professional status, and special interest in gastroenterology. After consideration of the candidate's interest in gastroenterology he/she may be declared an elected Member of the Society by the affirmative vote of five (5) current members of the Executive.
- f) Election of Associate Members - a candidate for Associate Membership of the Society shall be proposed and seconded by a Full Member or Associate Member of the Society. Any such proposal shall be made upon a form approved by the Executive and will contain information on the candidate's qualifications, professional status, and special interest in gastroenterology. After consideration of the candidate's interest in gastroenterology he/she may be declared an elected Associate Member of the Society by the affirmative vote of five (5) current members of the Executive.
- g) Election of Honorary Members - may be nominated by a Full Member of the Society. Once nominated the proposed member is endorsed by the Executive. Nominations are presented at the current year's Annual General Meeting and voted in by an unanimous vote of Full Members present at the meeting.
- h) Candidates elected All Membership types shall be notified of their election by the Executive of the Society.
- i) All Members of the Society shall notify the Honorary Secretary of their address or any change of address and of any additional academic qualifications or distinctions. This task may be deferred to the Executive Officer of the Society.
- j) A Full Member or Associate Member shall cease to be a member of the Society in any of the following events:
  - i) by notification in writing to the Secretary to resign from membership. This task may be deferred to the Executive Officer of the Society.
  - ii) if having failed to pay their subscription twelve (12) months after the date on which payment is requested their name is removed from the Society's Register of Members with the authority of a resolution of the Executive.
  - iii) if they are expelled from membership by a resolution of an Annual General Meeting.

#### **4. Office Bearers**

- a) These shall be a President, Immediate Past President or President Elect, Secretary Treasurer and Education Lead. The President, Secretary and Treasurer shall be elected at an Annual General Meeting. The Educational Lead may be held in conjunction with the Honorary Secretary or Treasurer position. The President Elect shall be elected at the Annual General Meeting in the year before they are due to become President.
- b) The President shall serve for two (2) years. They then become the Immediate Past President.
- c) The Immediate Past President shall serve for one (1) year. They will not be eligible for re-election to the Executive at the conclusion of this term; They may become eligible for election to the Executive after a further period of two (2) year has elapsed.
- d) The Honorary Secretary, Treasurer and the Educational Lead shall be appointed for two (2) years and shall be eligible for re-appointment indefinitely at the discretion of the Executive. The Secretary shall be responsible for keeping minutes of the proceedings of the Society and attending to general correspondence and routine business. The Treasurer shall be responsible for the collection of subscriptions and for preparing annually a statement of income and expenditure and a balance sheet. Tasks of the Honorary Secretary and Treasurer can be deferred to the Executive Officer of the Society.
- e) If an Office Bearer dies or resigns or requires an extended period of leave after their election but before the expiry of a period for which they were elected, the Executive, by consensus,

may fill the vacancy from within the Executive by co-option. The Member co-opted shall continue to serve until the next Annual General Meeting or until the end of the period of leave of the Office Bearer if this occurs sooner.

## **5. Executive**

- a) The Executive shall govern and lead the Society.
- b) The Executive shall consist of the President, Immediate Past President or President Elect, Secretary, Treasurer and Educational Lead and up to five (5) Full Members, six (6) should the Educational Lead be held in conjunction with the role of Honorary Secretary or Treasurer.
- c) There shall be at least one Full member of the Executive from the North Island and at least one Full member of the Executive from the South Island.
- d) The Executive shall have power to co-opt up to three (3) further members to represent special interests or for other appropriate reason. A member co-opted will serve on Executive for a maximum of two (2) years unless they become an Office Bearer or are nominated and voted to become a Full Member of Executive.

## **6. Archivist**

- ~~a) There may be an Archivist appointed by the Society at an Annual General Meeting who shall be charged with maintaining an historical record of the Society.~~
- ~~b) The Archivist should be given such access to records and facilities as are deemed necessary for adequate data collection and storage.~~

## **7. Election of Executive Members**

- a) The Officer Bearers shall remain members of the Executive for the period of their office.
- b) Election of the elected members of the Executive shall be held every two (2) years. No such member of the Executive shall serve more than three (3) consecutive two (2) year terms although they may become eligible again for re-election after the expiry of a further two (2) years.
- c) Nominations for election to the Executive shall be made in writing.
- d) The nomination shall be duly proposed and seconded by two Full Members of the Society and the nominee shall signify their consent to such nomination in writing.
- e) Nominations shall be called by the Secretary at least thirty (30) days before the appropriate Annual General Meeting of the Society. With such notice, the Secretary shall indicate to all members the existing composition of the Executive and the requirements concerning each nomination. Such nomination shall be in the hands of the Secretary at least twenty (20) days before the Annual General Meeting of the Society. The Secretary may defer this task to the Executive Officer of the Society.
- f) Election will then be conducted with each financial member of the Society having one vote. The results of the election shall be declared at the Annual General Meeting and newly elected members of the Executive shall serve for two (2) years.
- g) A vacancy within the Executive may be filled at the discretion of the Executive for the unexpired portion of the two (2) year term in which the vacancy occurs.

## **8. Subscriptions**

- a) The annual subscription of the Society shall be fixed by the Annual General Meeting when required.

- b) A Full Member shall be nonfinancial if they have not paid any already requisitioned subscription fee at the time of holding any meeting or the taking of any vote, or the carrying out of any other activity for which decision is confined to financial members.

## **9. Accounts**

The accounts of the Society shall be submitted to the Society by the Executive at each Annual General Meeting.

## **10. Meetings**

- a) The Executive may meet for the dispatch of business, adjourn or otherwise regulate their meetings as they see fit. Questions arising at any meeting shall be decided by a majority of votes. The quorum for Executive meetings shall be four (4).
- b) The Annual General Meeting of members of the Society shall be held each year at an Annual Scientific meeting of the Society
- c) The business of such an Annual General Meeting shall be:
  - 1. To receive the report of the Executive.
  - 2. To receive a statement of Income and Expenditure and a Balance Sheet for the financial year.
  - 3. To receive the report, in appropriate years, of the results of voting for Full members of the Executive.
  - 4. To consider any such business of which due notice has been given by a member. Such notice shall be made in writing to the Secretary or Executive Officer of the Society, if deferred, not less than forty-two (42) days before the meeting.
  - 5. To attend to any general business.
- d) An extra-ordinary general meeting shall be convened by the Secretary at the direction of the Executive or, in special circumstances, at the direction of the President or on the requisition of ten (10) financial members of the Society given in writing stating the ground for requesting such a meeting.
- e) Twenty-eight (28) days notice of any Annual General Meeting or extra-ordinary general meeting shall be given to members and such notice shall specify the business intended to be transacted at such meeting.
- f) At every Annual General Meeting or extra-ordinary general meeting, the chair shall be taken by the President, if present, or in their absence by the Immediate Past President or President Elect, if present, failing which a chairperson shall be appointed by the meeting from among the members of the Executive present.
- g) At any Annual General Meeting or extra- ordinary meeting the quorum shall consist of 20 percent of the financial membership. This will include at least three (3) members of the Executive.
- h) At the Annual General Meeting or at an extra-ordinary meeting of the Society each financial member personally present shall be entitled to one vote. Voting shall be conducted as the chairperson shall direct but any member present may demand a poll which shall be taken immediately in a manner determined by the chairperson and the result declared by the chairperson.
- i) In the event of an equality of votes occurring on a motion the chairperson of the meeting shall have a casting vote in addition to their deliberative vote.
- j) If any Full Member is unable to attend any Annual or Extra-ordinary General Meeting then that Member may appoint another Full Member as their proxy. Such proxy shall have the same

rights to attend, speak and vote as the Member unable to attend, including an additional vote on behalf of the absent Member.

- k) The appointment of a proxy must be in writing, must be delivered to the Secretary or Executive Officer if deferred at least seven (7) days before the commencement of the meeting concerned, and must be in such form as the Executive prescribes or approves from time to time.

## **11. Alteration of Rules**

- a) The rules of the Society shall not be altered unless at an Annual General Meeting or an extraordinary meeting called for the purpose more than two-thirds of the eligible members present must vote in favour of the change.
- b) Notice of the proposed alteration shall be made in writing at least forty-two (42) days before the meeting to the Secretary or Executive Officer if deferred who shall notify all Full Members of the proposal at least twenty-eight (28) days before the meeting.
- c) No alteration to the rules will be allowed which derogates from the charitable objects of the Society.

## **12. Clinical and Research Findings**

- a) The Executive shall encourage members to present material of clinical interest to appropriate meetings and usually to preserve a matter of a more scientific and technical character for presentation to the Society itself.
- b) The Executive will encourage periodic combined meetings with The Royal Australasian College of Physicians, The Royal Australasian College of Surgeons, and Gastroenterological Society of Australia.

## **13. Financial Provisions**

- a) All moneys received by the Society shall be lodged as soon as possible to the credit of the Society banking account at any bank or savings bank approved by the Executive. All financial transactions shall be approved on behalf of the Society jointly by the Treasurer and Executive Officer of the Society. , This may be delegated to any two (2) nominated Executive members of the Society .
- b) The surplus funds of the Society may be invested at the discretion of the Executive in the way authorised by law for the investment.
- c) The Society or the Executive may make provision for the audit of the Society's accounts and such further provisions for the oversight and protection of the Society's funds and investments as may be thought necessary.
- d) The financial year of the Society shall be 1<sup>st</sup> July to 30<sup>th</sup> June.
- e) The Society shall keep proper books of account in which shall be kept full true and complete accounts of the affairs, assets and financial transactions of the Society.
- f) At the close of each financial year and at such other times as the Executive may elect an income and expenditure account and a statement of the assets and liabilities of the Society shall be prepared and shall be examined and the correctness thereof ascertained by the auditor (if any).
- g) No part of the income or other funds of the Society may be used for the private pecuniary profit of any member, trustee persons, or organisation associated with the Society apart from usual professional business or trade charges in connection with services provided to the Society nor used for any purpose that is not charitable in law.
- h) Notwithstanding Clause 11 here before, sub-clause 13(g) may not be altered or amended in any way or rescinded other than with the approval of the Commissioner of Inland Revenue.

#### **14. Contracts by Society**

- a) Any contract which, if made between private persons, must be by deed shall, when made by the Society, be in writing under the common seal of the Society.
- b) Any contract which, if made between private persons, must be in writing signed by the parties to be charged therewith may, when made by the Society, be in writing signed by any person acting on behalf of and under the express or implied authority of the Society.
- c) Any contract which, if made between private persons, might be made without writing may, when made by the Society, be made without writing by any person acting on behalf of and under the express or implied authority of the Society.

#### **15. Power to borrow, Acquire Property and Employ Servants or Agents**

The Society shall have power to:

- a) raise or borrow money in such manner and upon such security (if any) as the Executive of the Society shall think fit and in particular upon the security of any mortgage or mortgages charge or charges of all or any part of the Society's property assets and rights (both present and future) or by the issue of debentures charges or not upon all or any part of the Society'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 of the Society shall see fit and to purchase redeem or pay off any such securities and re-issue same.
- b) to give guaranteed, 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) to acquire by purchase, take on lease or otherwise lands and buildings all other property real and personal which the Executive of the Society 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) to 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 Society.
- e) to 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 Society provided that the Society shall not enter into 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 divided bonus or otherwise howsoever by way of profit to the members thereof.
- f) to provide suitable premises for meetings and carrying on the work of and for the purpose of carrying into effect the objects of the Society and to employ and dismiss servants and agents.
- g) to establish bursaries or scholarships or fellowships for educational purposes and to furnish and award competitive prizes for essays or papers relating to the objects of the Society.
- h) to print and publish any newspapers periodicals books leaflets radio scripts or films and such other descriptive or educational material that the Society may think desirable for the promotion of its objects.

#### **16. Common Seal**

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

## **17. Auditor**

- a) The auditor, if any, shall be appointed at the Annual General Meeting of the Society by Full members at the Annual General Meeting.
- b) The remuneration of the auditor shall be fixed by the Executive.
- c) If any casual vacancy occurs in the office of the auditor appointed by the Society the Executive shall appoint an alternate auditor to carry on the duties of the auditor until the next Annual General Meeting.
- d) The auditor shall make a report to the members upon the accounts and statements aforesaid and in every such report they shall state whether in their opinion the same is or are full and fair accounts and statements of the financial transactions of the Society for the fiscal year concerned and are properly drawn up so as to exhibit a true and correct view of the Society's affairs and such report shall be read together with the report of the Executive at the Annual General Meeting.

## **18. Notices**

- a) Every notice to be given to any member pursuant to any of these rules shall be deemed to be sufficiently given to and served on them if delivered to them at their address appearing in the Society's register of members.
- b) The loss delay or non-delivery of any notice sent or delivered to any member of the Society or of the Executive whether shall not invalidate or prejudice any resolution passed or election made or other decisions by the Society of the Executive.
- c) Any notice if given or served shall be deemed to have been given or served twenty four (24) hours after the letter containing the same is posted or transmitted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed or electronically transmitted.

## **19. Winding Up**

- a) The Society may be wound up voluntarily if the Society at an Annual General Meeting of its members passes a resolution requiring the Society so to be wound up and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed. The above resolutions require to be passed by a simple majority of financial members present and voting.
- b) If upon the winding up or dissolution of the Society there remains after the satisfaction of all costs debts and liabilities any property or assets whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Society such institution or institutions to be determined by the members of the Society at or before the time of dissolution or in default thereof by a Judge of the High Court of New Zealand or in the absence of any qualifying institution or institutions then to such public charity or public charities as the Judge may determine.

## **20. Matters Not Provided For**

Should any matter arise which has not been provided for in these rules the Executive shall consider and determine the same and shall have power to act as it thinks fit as long as whatever is proposed is not contrary to the charitable objects of the Society.

## APPENDIX:

### NZSG HONORARY MEMBERSHIP CRITERIA

The New Zealand Society of Gastroenterology wishes to acknowledge and celebrate members who have made significant and long-standing contributions to gastroenterology by offering Honorary Membership.

Honorary Members will be considered against at least one of the following four fields:

- Service provision and patient care
- Research
- Leadership
- Teaching and training

PLUS, both of the following:

- Service of at least 10 years to the field of gastroenterology in New Zealand
- Such members are retired or are approaching retirement.

All criteria for general NZSG membership also apply.

#### **Nominations:**

Members must be nominated by an existing Full member and seconded by a Full member

The application will be considered by the NZSG Executive, which may request letters of support.

Honorary Nominations are endorsed by the Executive and presented at the current year's Annual General Meeting. A unanimous vote of Full members present at the meeting is needed to bestow Honorary Membership.

#### **What Honorary Membership bestows:**

- A letter from the NZSG President
- Lifelong Honorary Complimentary Membership
- Complimentary Conference registration at NZSG meetings (including the ASM)
- Newsletters and other notices from the Society
- The President will put forward the names of those nominated for honorary membership at the Annual General Meeting and outline their contribution to our Society.

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This document consists of nine (8) pages, twenty (20) clauses and an appendix.