

RULES OF MEDICAL SEXUAL ASSAULT CLINICIANS AOTEAROA INCORPORATED

1. INTERPRETATION

a) In these rules:

- i. The term "Director" means an elected or appointed member of the Board of Directors ("the Board" as provided in Rule 8);
- ii. Where the context requires, the generic terms "member" or "membership" refer to the body of members in all categories of membership referred to in Rule 4;
- iii. Where the context requires, the term "voting member" refers to members with voting eligibility as determined by their membership category;
- iv. The term "General Meeting" includes the Annual General Meeting, any Special General Meeting, and any other General Meeting of the type described in Rule 10;
- v. The term "SAAT Service" means Sexual Abuse/Assault Assessment and Treatment Service;
- vi. In the event of any uncertainty or ambiguity in the interpretation of these Rules, the interpretation most conducive to the accomplishment of the objects shall apply.

2. NAME

The name of the Incorporated Society is "Medical Sexual Assault Clinicians Aotearoa", to be known by that name or the acronym MEDSAC and is referred to in these Rules as "the Society".

3. OBJECTS

- a) The objects of the Society are to enhance medical care of people who have been sexually abused, and pursuance thereof:
- i. To research and develop medical management of people who have been sexually abused;
 - ii. To facilitate and educate health practitioners in the management of people who have been sexually abused;
 - iii. To facilitate the availability of medical care for people who have been sexually abused;
 - iv. To further the understanding of the nature and incidence of sexual abuse within the wider context of interpersonal violence and partner abuse;
 - v. To do all such lawful acts and things as are incidental or conducive to the attainment of the abovementioned objects, or any of them, or any other objects, which the Society may from time to time establish PROVIDED HOWEVER that:

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- i. Nothing expressed or implied in the Rules or the objects of the Society shall permit the activities of the Society to be carried out for the private or pecuniary profit of any individual or of any member or members of the Society; and
- ii. The activities and objects of the Society shall be limited to New Zealand; and
- iii. The Society shall be and shall remain a charitable body established and conducted for charitable purposes as defined in the Income Tax Act 1976.

4. MEMBERSHIP CATEGORIES

- a) The Board shall determine the categories of membership.
- b) Membership categories and their benefits and privileges, including eligibility to vote at a General meeting of the Society, shall be determined by the Board and published on the MEDSAC website
- c) Admission into membership is subject to Rule 5.

5. ADMISSION OF MEMBERS

- a) This rule applies to all members
 - i. Candidates for admission to membership shall make application in writing to the National Office of the Society and shall furnish such particulars as may be required by the Board
 - ii. Every application for membership shall be referred to a meeting of the Board, and at such meeting the Directors shall consider whether;
 - i. The admission of the candidate into membership is compatible with the Society's objects; and
 - ii. The candidate has fulfilled all the requirements and conditions for the membership for which they have applied;
 - iii. The candidate is a fit and proper person to be a member.
- b) Upon being satisfied about those matters, and entirely at the discretion of the Board, the candidate's membership application may be accepted.

6. CESSATION OF MEMBERSHIP

- a) Any member may resign from membership by giving notice in writing to the Secretary of the Society;
- b) If any member, shall in the opinion of the Board be guilty of conduct contrary to the interests of the Society or have ceased to take an interest in the objects of the Society or to have been disobedient to its rules, or guilty of an unprofessional act or public misdemeanor, then provided such member is given not less than seven days prior written notice of the alleged infringement or conduct, and is also given an adequate opportunity of being heard by the Board, it shall be in the power of the Board:
 - i. To suspend such a member for any period not exceeding twelve calendar months during which period such member shall not be entitled to any of the rights or privileges of the Society; and/or
 - ii. To call upon such member to resign their membership and if any such member after being so called upon shall refuse or fail to forward their written resignation within

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fourteen days of such notice being posted by registered mail to their last known address as shown on the Society's records, their membership shall be deemed to have lapsed at the expiration of the said fourteen days;

- iii. No reason need be given for such rescission or suspension and the provisions of Rule 6(b) shall not apply thereto nor shall there be any rights of review of or appeal from the said vote or resolution.

7. **SUBSCRIPTIONS**

- a) The Board shall determine annual membership fees applicable to any category of membership.
- b) Members shall not be entitled to any benefits related to their membership until the subscription has been paid.

8. **MANAGEMENT**

- a) The affairs of the Society shall be managed by a Board of Directors which shall comprise not less than five and not more than twelve Directors, provided that the majority of Directors appointed at any time shall be Doctors actively engaged in a SAATS Service in New Zealand;
- b) Up to five Directors may be appointed by the Board with the balance of Directors duly elected at an Annual General Meeting.
- c) The officers of the Society, all duly elected or Board appointed Directors, shall consist of a Chair, Deputy Chair, Secretary and Treasurer, all of whom will be appointed by the Board.
- d) In the event of retirement from office of the Chair, Deputy Chair, Treasurer or Secretary, the Board may appoint other Directors to these roles.
- e) All Directors elected at an Annual General Meeting or appointed by the Board shall serve for a term of two years and be eligible for re-election or re-appointment for three subsequent terms of two years.
- f) In the event of the retirement of a Director during their term of office, the Board may make a temporary appointment to fill the vacancy for a term expiring at the next Annual General Meeting following the retirement date.
- g) Subject to the temporary appointment of Directors in accordance with Rule 8f, any Board vacancies of elected Directors caused by the expiry of their term of office, or their retirement during their term of office, will be filled at an Annual General Meeting.
- h) Each candidate for election as a Director shall be proposed by a MEDSAC voting member, and the names of all candidates, together with the names of their proposers, shall be presented at/or prior to the date of the Annual General Meeting.
- i) Each candidate for election as a Director shall be elected by a majority of votes at the Annual General Meeting, in the manner prescribed in Rule 11c.
- j) The Board shall be entitled to co-opt members in any membership category to assist with such matters as the Board shall determine. Such persons:
 - i. Shall not have voting rights at any meeting of the Board, but may at the discretion of the Board be given voting rights on a duly constituted subcommittee of the Board, and
 - ii. Shall be appointed and removed at the discretion of the Board.

9. PROCEDURE OF BOARD MEETINGS

- a) Any meeting of the Board may be conducted by telephone or video conference and in those circumstances the Chair (or other person chairing the particular meeting) shall conduct the meeting in such a manner as shall give practical effect to these rules of procedure;
- b) A quorum for any Board meeting shall be 50% of the Directors;
- c) Questions arising at any meetings shall be decided by consensus where possible and only by a majority of votes if a consensus cannot be reached. The Chair of the meeting shall have a second or casting vote in the event of there being an equality of votes;
- d) The Chair shall ordinarily take the chair at meetings of the Board but, if the Chair is absent or considers it inappropriate to be the Chair, the Deputy Chair may preside or if absent the members of the Board present shall choose one of their number to chair such meetings;
- e) Authorisation for substantial financial or contractual commitments on behalf of the Society shall be decided at a Board meeting and a majority of not less than 75% of the whole Board present or represented by proxy shall be required. All proxies shall be in writing and shall be signed by the member giving the proxy and shall nominate the person entitled to exercise that proxy;
- f) Each Director shall attend at least three Board meetings or 60% of all Board meetings held (whichever shall be the greater). In the event of a Director failing to comply with the attendance requirements, then that Director's position on the Board shall be deemed to have been vacated, unless in the opinion of the rest of the Board that the Director's contribution to the work of the Board overrides this rule. Upon vacation the Board may make a temporary Director appointment in accordance with Rule 8d.

10. GENERAL MEETINGS

- a) Any meeting, including any General Meeting, of the Society may be conducted by telephone or video conference and in those circumstances the Chair (or other person chairing the particular meeting) shall conduct the meeting in such a manner as shall give practical effect to these rules of procedure;
- b) Members entitled to vote at any General Meeting shall be the Directors and any members actively engaged in a clinical role in a SAAT service;
- c) The Annual General Meeting of the Society shall be held in each year on such day and at such time as the Board shall determine, for the following purposes:
 - i. To receive from the Board an Annual Report, including audited financial statements for the preceding year;
 - ii. To elect members to fill vacancies on the Board;
 - iii. To decide upon any resolution which may be duly submitted to the meeting.
- d) The Board shall decide the number and timing of any General Meetings to be held;
- e) The Board may at any time, for any special purpose, call a Special General Meeting and it shall do so forthwith upon the request in writing of any ten members entitled to vote at a General meeting stating the purpose for which the meeting is required;
- f) At least 28 days' notice in writing shall be given to members (in all membership categories) of the Annual General Meetings and at least 21 days' notice in writing shall be given to members concerning any General Meeting other than the Annual General Meeting.

11. PROCEDURE AT GENERAL MEETINGS

- a) At General Meetings the Chair shall ordinarily be taken by the Chair or, in their absence or if they consider it inappropriate to be the chairperson, the members present shall choose one of their number to take the Chair;
- b) Fifteen MEDSAC voting members shall constitute a quorum at any General Meeting. In the event of a quorum not being achieved at any General Meeting, then such meeting shall stand adjourned for at least one week, and those MEDSAC Members then present at the adjourned meeting shall constitute a quorum;
- c) Each member present and entitled to vote at a General Meeting shall be entitled to one vote together with such proxy or proxies as they are entitled to hold. All proxies shall be in writing and shall be signed by the member giving such proxy and shall nominate the person authorised to vote pursuant to proxy. Voting shall be by way of a show of hands unless any MEDSAC voting members shall request a ballot, in which case a ballot shall be taken. Each voting member shall be informed of this ballot choice when given notice of the meeting.
- d) Resolutions shall be determined by a majority of votes, and in the event of an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

12. NEW RULES, AMENDMENTS AND ALTERATIONS

- a) The rules of the Society shall not be altered, added to or rescinded except on a vote of a three-quarters majority of voting members present and voting at any Annual General Meeting or at a Special General Meeting duly convened;
- b) Notice of any proposed alteration, addition or rescission shall be given in writing to the Secretary of the Society at least two months before the meeting at which it is intended to propose such alteration, addition or rescission;
- c) The Secretary of the Society shall give notice in writing of the proposed alteration, addition or rescission to all members, in all membership categories, at least one month before the date of such meeting, and such notice shall either include full details of the proposed alteration or give a summary of the same, but if each notice gives a summary only then it shall also state that the members may obtain copies of the proposed alterations from the office of the Secretary on application;
- d) Provided that no alteration, addition or rescission to the said Rules shall at any time in any way directly or indirectly detract or derogate from the charitable objects and nature of the Society.

13. NOTICES

- a) Every notice required to be given to the members in accordance with these rules may be given by email from the Society's national office using the email address provided in the member's membership application or annual membership renewal. A printed copy of the email bearing the member's email address and time of sending shall constitute proof of delivery.

14. REGISTERED OFFICE

- a) The registered office of the Society shall be such place as shall from time to time be determined by the Society.

15. THE COMMON SEAL

- a) The Society shall have a Common Seal which shall be kept in the custody of the Secretary and shall not be affixed to any document, instrument or paper without the authority of the Board. The Secretary, the Chair and one other Director shall attest the affixing of the Common Seal.

16. CONTROL AND INVESTMENT OF SOCIETY FUNDS

- a) The income and property of the Society from whatever source derived shall be applied, invested and controlled in such a manner as may be determined by the Board.

17. ACQUISITION, DISPOSAL AND CONTROL OF REAL AND PERSONAL PROPERTY

- a) The Society shall have the following powers:
 - i. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and to hold, improve, manage, develop, let on hire or otherwise lease, sell, exchange or otherwise dispose of any such property rights and privileges;
 - ii. To construct, build, alter, improve, enlarge, remove or replace any buildings or other improvements which may be in, upon and about any of the real or leasehold property of the Society;
 - iii. To lend and advance money or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any Society;
 - iv. To receive, hold, manage, administer and dispose of real and personal property upon trust and to employ the proceeds thereof including capital as well as income for the purpose of advancing the objects prescribed in these rules;
 - v. To do all or any of the acts aforesaid or exercise all or any of the powers conferred upon the Society jointly with any person, partnership, corporation or society and to become jointly and severally liable with any such person, partnership, corporation or society whether incorporated or otherwise and any contract or obligation in connection therewith.

18. BORROWING POWERS

- a) The Society shall in addition to the other powers vested in it have the power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society shall think fit, but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Society passed in a General Meeting.

19. WINDING UP

- a) The Society may be wound up voluntarily pursuant to the provisions of the Incorporated Society's Act 1908. In the event of the Society being wound up, the surplus assets after payment of the Society's liabilities and the expenses of winding up shall in accordance with the charitable objects of the Society be paid to a recognized charitable body in New Zealand and established for charitable purposes, such charitable body to be determined by either:
 - i. The MEDSAC voting members at any Annual General Meeting or at a Special General Meeting duly convened; or
 - ii. In the absence of a determination pursuant to Clause a) above then by the liquidator,

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and in no event shall any surplus be paid to the members of the Society.