

**New Zealand Resident Doctors' Association
Incorporated**



Rules of Incorporated Society

May 2017

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1. Name

- 1.1. The name of this association shall be “New Zealand Resident Doctors’ Association”.
- 1.2. The name may be abbreviated as “NZRDA”.

2. Interpretation

In these rules:

- a. **Act** means the Employment Relations Act 2000 and its amendments, or its replacement.
- b. Except as expressly provided in these Rules, or where the context otherwise required, the definitions contained in part 2 of the Act shall apply.
- c. **Annual General Meeting** or **AGM** has the meaning set out in rule 8.
- d. **Associate** has the meaning set out in rule 5.8.
- e. **Casual Vacancy** means a vacancy in an office or position occurring for any reason other than expiry of the term of appointment and is referred to in rule 10.9.
- f. **Delegate** has the meaning set out in rule 11.
- g. **Financial Year** means the period from 1 December to 30 November, or such other accounting period that the membership through the AGM may choose to adopt.
- h. **Financial Member** has the meaning set out in rule 5.6.
- i. **Community Based Representative** has the meaning set out in rule 10.2.8.
- j. **Officer** means a person who holds the position of President, Vice President, National Secretary, or Executive Secretary/Treasurer on the National Executive.
- k. **Member** means a person accepted for membership of NZRDA in accordance with rule 5.1.
- l. **National Executive** has the meaning set out in rule 10.
- m. **National Membership Meeting** has the meaning set out in rule 9.

- n. **Peripheral Representative** has the meaning set out in rule 10.
- o. **Peripheral Hospitals** include hospitals in Northland, Rotorua, Whakatane, Gisborne, Tauranga, Hawkes Bay, Whanganui, Taranaki, Blenheim, Nelson, South Canterbury, the West Coast, and Southland.
- p. **Postal Ballot** has the meaning set out in rule 12.2.
- q. **Regional Representative** has the meaning set out in rule 10.2.6.
- r. **RMO** means a Resident Medical Officer or Resident Doctor.
- s. **Secret Ballot** has the meaning set out in rule 12.1.

3. *Registered office*

The registered office of NZRDA is 395 Dominion Road, Auckland, New Zealand, or such other place as the National Executive may from time to time determine.

4. *Objects*

- 4.1. The objects of NZRDA are to:
 - a. Negotiate, protect, and improve the collective employment interests of its Members.
 - b. Provide advice and representation for Members with employment relationship problems.
 - c. Promote and support Member participation in decision-making processes affecting their employment and general quality of life, and the well being of the professional workforce to which they belong.
 - d. Promote and support Member's acquisition and improvement of their occupational skills, and the standing of the professional group as a whole.
 - e. Promote a high standard of patient care.
 - f. Do anything else necessary and helpful in furtherance of the above objects.

5. Membership

5.1. Becoming a member

5.1.1. Any person of good character may apply to the National Secretary to become a member of NZRDA:

- a. If they are employed or are about to be employed as a:
 - i. Trainee intern.
 - ii. House Surgeon or House Officer.
 - iii. Dental House Surgeon.
 - iv. Senior House Officer.
 - v. Dental Registrar.
 - vi. Registrar.
 - vii. Medical officer officially registered to work as a doctor in New Zealand.
 - viii. Medical or dental officer participating in a Resident Doctor roster or undergoing a programme of medical or dental training.
- b. If the National Executive deems that they should become a member. In such cases the National Executive may impose special conditions in respect of such membership.

5.1.2. Applications for membership shall be in writing and shall provide the applicant's:

- a. Full name.
- b. Employer.
- c. Workplace address.
- d. Private postal address, phone, and email contact details where available.
- e. Position title.
- f. Payment or proof of arrangement to pay subscriptions in accordance with rule 5.6.
- g. A signed acknowledgment of NZRDA's authority to act in accordance with rule 5.3.



- h. Any other information as may be required by the National Executive.
- 5.1.3. Applicants become Members when their application is approved by the National Secretary.
- 5.1.4. The National Secretary may refuse membership if:
- a. The National Secretary has good reason to believe that the application is not made in good faith or that the applicant is likely to act in a manner inconsistent with the objects of NZRDA.
 - b. The applicant has previously been expelled from NZRDA or another union.
 - c. The applicant has supplied false information.
- 5.1.5. Any applicant who feels that they have been improperly refused membership may appeal to the National Executive in writing. The National Executive will generally consider the appeal on the basis of written submissions only, but it may also conduct a hearing in any manner it sees fit in the circumstances. The National Executive shall make a final and binding decision on the matter within one month.

5.2. Membership information

- 5.2.1. Members shall give the National Secretary written notice of any changes to the information supplied with their application for membership within 28 days of the change occurring.
- 5.2.2. In addition to the information provided with an application for membership, Members shall also provide the National Secretary with other such information as may be reasonably required for the day to day operation of the NZRDA within 28 days of being requested.

5.3. Authority to act

Each Member acknowledges that by virtue of their membership:

- a. They appoint NZRDA to act as their exclusive agent in all matters connected with their employment or prospective employment, including the negotiation and enforcement of any individual or Collective Agreements unless agreed otherwise by the National Executive, provided that NZRDA can cease to act if the member and NZRDA agree.
- b. They will be bound by the terms of any employment agreements which are negotiated by NZRDA and are duly ratified in accordance with these rules.

- c. They will be bound by these rules until their membership ends, including rules relating to the procedure for the ratification of any terms of settlement of any negotiations relating to the terms and conditions of their employment to which NZRDA may agree pursuant to the Employment Relations Act 2000.
- d. They give their consent to NZRDA accessing personal information relevant to their employment.
- e. NZRDA's appointment as their exclusive agent continues until their Membership ends, or on the member and NZRDA agreeing that the appointment should cease.

5.4. Copy of rules

The National Secretary shall give any Member a copy of these rules on request and free of charge, or may place a copy of these rules on NZRDA's website which the member can access.

5.5. Access to NZRDA information

- 5.5.1. Upon giving reasonable notice of request to the National Secretary, any Member and any previous Member having a proper interest in the business of NZRDA may inspect:
 - a. NZRDA's latest annual report and/or the latest audited financial statements.
 - b. any resolution passed at any Annual General Meeting, Extraordinary General Meeting, or meeting of the National Executive.

5.6. Subscriptions

- 5.6.1. The amount of the membership subscription shall be determined from time to time by the Annual General Meeting.
- 5.6.2. The subscriptions shall be paid:
 - a. Annually in advance from the 1st of the month in which the payment is made for a 12 month period; or
 - b. By automatic salary deductions; or
 - c. By monthly direct credit payments at a rate of 1/12th of the annual subscription.
 - d. By such other manner as may be determined by the National Executive.
- 5.6.3. New members will not be able to partake in any decision making process of NZRDA until their first subscription has been received by the National Secretary.



- 5.6.4. Other Members shall be deemed Financial Members for the period covered by their subscription, plus one calendar month.
- 5.6.5. Only Financial Members may vote or participate in an NZRDA ballot or election.
- 5.6.6. For a period of three months from the date of becoming a new Member or a Financial Member of NZRDA (whichever is the later date), the Member's entitlement to assistance from NZRDA in respect of matters or disputes which have already arisen or arise during the three month period and which relate to the Member as an individual (e.g. matters which could potentially be Personal Grievances or complaints against the Member) shall be at the discretion of the National Executive.

5.7. Special levies

- 5.7.1. The National Executive may at any time make a call upon the members for a special levy for a specific purpose.
- 5.7.2. The special levy shall be ratified by a Postal Ballot before becoming payable.
- 5.7.3. No levy shall be payable by a member in their first month of membership.
- 5.7.4. No levy shall exceed 10% of the annual subscription.

5.8. Associates

- 5.8.1. Any person of good character who is a medical student, trainee intern, or any other person at the discretion of the National Executive, may apply to become an Associate of NZRDA.
- 5.8.2. With any necessary modifications, an application to become an Associate is made in the same way as an application to become a member; and a person may cease to be an Associate in the same way as a person ceases to be a member.
- 5.8.3. Medical students and trainee interns shall be entitled to join as an associate member for free, subject to the completion of a membership form. The annual fee for being an Associate shall otherwise be \$10, or such other amount as determined by the Annual General Meeting.
- 5.8.4. Associates shall not be entitled to vote or participate in any NZRDA ballot or election, and shall be exempt from any special levies. However they shall be entitled to all other benefits and subject to all other responsibilities of membership.

5.9. Honorary life membership

- 5.9.1. The Annual General Meeting may elect any person to become an Honorary Life Member.



- 5.9.2. An Honorary Life Member may attend any meeting.
- 5.9.3. Honorary Life Members are exempt from paying subscriptions or special levies, however an Honorary Life Member is not entitled to vote on any matter unless they also become a Financial Member in terms of these rules.

5.10. Debts to NZRDA

- 5.10.1. Subscriptions in arrears and other monies owing to NZRDA may be recovered by the National Secretary.

5.11. Suspension of membership fees

- 5.11.1. A member who, due to some extraordinary circumstance/s outside their control is unable to pay their subscriptions may bring their distress to the attention of the National Secretary by way of written notice. The National Secretary must then refer the notice to the National Executive at their next meeting, or earlier if appropriate given the member's distress.
- 5.11.2. The National Executive may exempt any member (including those brought to their attention pursuant to the above rule) from paying subscriptions or levies, subject to any conditions the National Executive may impose.
- 5.11.3. The National Executive may cancel the exemption at any time.

5.12. Disciplinary matters

- 5.12.1. The following are offences:
 - a. Acting in a manner contrary to these rules.
 - b. Acting in a manner contrary to policies made in accordance with these rules.
 - c. Acting against NZRDA's best interests.
 - d. Undermining collective activity.
 - e. Misappropriating NZRDA money or property.
 - f. Knowingly divulging information that is either expressly or impliedly confidential to the NZRDA and/or its Members.
 - g. Harming any Member, associate, officer, or authorised representative of NZRDA in any way.
 - h. Engaging in any act that may bring the Member's profession, or NZRDA, into disrepute.

5.13. Disciplinary procedure

- 5.13.1. A Financial Member may charge another Member of committing any of the above offences by reporting the allegation and supporting evidence in writing to the National Secretary.
- 5.13.2. The National Secretary shall forward a copy of the report to the alleged offender and shall refer the matter to the next meeting of the National Executive.
- 5.13.3. The National Executive shall summon the complainant and the Member named in the complaint to appear before it as soon as is reasonable. The summons shall be in writing and shall advise that those persons appearing before the National Executive are entitled to:
 - a. representation
 - b. make verbal and written statements in support of their cases; and
 - c. call witnesses.
- 5.13.4. The National Executive shall conduct disciplinary hearings in accordance with the principles of natural justice. The National Executive shall act impartially and ensure that the parties can present their cases and tender relevant evidence either orally or in writing. Where any officer of the National Executive is involved in any capacity in any complaint he/she shall not participate in the hearing in his/her role as an officer of the National Executive.
- 5.13.5. The National Executive may impose one or more of the following disciplinary measures in respect of any offences committed:
 - a. Caution.
 - b. Censure.
 - c. Severe reprimand.
 - d. Suspension or expulsion from NZRDA.
- 5.13.6. The National Executive shall decide on the balance of probabilities whether an offence has been committed against these rules, and what disciplinary measure should be applied (if any). It shall report the majority decision and reasons within 14 days of the date of the hearing of the complaint to the complainant and the Member named in the complaint.

5.14. Reviewing the result of a disciplinary hearing

- 5.14.1. If a person is found to have committed an offence and they do not believe that the process complied with the principles of natural justice, then they may request a review by giving written notice of their objection to the National Secretary within 7 days of the decision.
- 5.14.2. The National Executive shall not implement any findings or recommendations in relation to any complaint until the period for review has expired, or the outcome of the review is known.
- 5.14.3. The National Secretary and the person charged will engage the services of an independent barrister or solicitor to review the disciplinary process. If they cannot agree on an independent barrister or solicitor, then they shall ask the Law Society to choose one and the Law Society's choice will be final.
- 5.14.4. If the independent barrister or solicitor finds that the principles of natural justice were followed, then the decision will stand and the disciplined person will bear the costs of the independent barrister or solicitor's professional fees.
- 5.14.5. If the independent barrister or solicitor finds that the principles of natural justice were not followed, then the decision will be referred back to the National Executive for consideration again, and NZRDA will bear the costs of the independent barrister or solicitor's professional fees.

5.15. Ending membership

- 5.15.1. Anyone may resign membership by giving the National Secretary 2 week's written notice.
- 5.15.2. Membership shall also terminate upon:
 - a. Becoming ineligible for membership (unless the Member is ineligible on the basis that they are no longer employed in any of the positions described at rule 5.1 as a result of a possible unjustified dismissal or redundancy situation in respect of which they request NZRDA's assistance).
 - b. The National Secretary striking a member off on the grounds that any monies owing to NZRDA remain outstanding for more than 3 months.
 - c. Expulsion of a member at the conclusion of a disciplinary process under rule 5.13.
 - d. Death.
- 5.15.3. Any debts owing to NZRDA are unaffected by termination of membership and remain recoverable by the National Secretary.
- 5.15.4. NZRDA shall refund any monies paid in advance from the date membership ends.

6. *General organisational structure*

6.1.1. Authority for the conduct of the affairs of NZRDA is democratically vested in the membership through Annual General Meetings and National Membership Meetings. The Membership's primary functions at these meetings are:

- a. to set NZRDA's vision, mission and core values;
- b. to determine the NZRDA's strategic plans including its financial strategy;
- c. to establish systems and bodies of governance and delegation for NZRDA, to elect Members to those bodies, and to hold those Members and bodies accountable; and
- d. to evaluate the NZRDA's performance against its agreed strategies and plans.

6.1.2. A National Executive provides leadership and stewardship for NZRDA between these meetings.

7. *Authority may be delegated*

7.1.1. Where any person or body has power to make a decision or perform an act under these rules, that person or body may delegate such power to any other person or body (including persons or bodies that are otherwise external to NZRDA). The delegating person or body may revoke the delegation at any time, and remains responsible for the exercise of power and any resulting outcome.

8. *Annual General Meetings*

8.1.1. The National Executive shall ensure that an Annual General Meeting ("AGM") occurs once in every calendar year, at such time and place determined by the National Executive.

8.1.2. AGMs shall generally be conducted in accordance with the Standing Orders for the conduct of meetings attached to these Rules, as modified by the following special rules for AGMs.

8.1.3. The National Secretary shall deliver written notice to each member's last known address at least 30 days before the date of the AGM. The notice shall include:

- a. The time and place of the AGM;
- b. The business to be transacted, including an agenda and any notices of motion.

- 8.1.4. Should the written notices fail to be issued within 30 days of the AGM then any member of the National Executive may call the meeting instead, and any meeting so called shall be deemed to have been validly called.
- 8.1.5. The business of the Annual General Meeting shall include:
- a. receiving and adopting the annual report and annual financial statements of NZRDA;
 - b. being advised of the result of any elections of Officers or National Executive Members held by Postal Ballot prior to the Annual General Meeting.
 - c. appointing an auditor; and
 - d. any other business in furtherance of the AGM's purpose in light of rule 6.
- 8.1.6. The AGM shall comprise of:
- a. The National Executive of the NZRDA;
 - b. Delegates of NZRDA;
 - c. Any Financial Members and Honorary Life Members;
 - d. Associate members of NZRDA
who wish to attend.
- 8.1.7. Quorum at an Annual General Meeting requires the presence of at least 75% of those persons identified in 8.1.6.(a) and (b).
- 8.1.8. Any Financial Member may move that a decision be made by AGM in accordance with the following process:
- a. The Member shall submit the notice of motion to the National Secretary in writing:
 - i. at least 2 months in advance of the AGM in the event that the motion involves an amendment to these rules; and
 - ii. at least 1 month in advance of the AGM in all other cases.
 - b. The National Secretary shall forward the notice of motion to all Members as soon as is reasonably practicable, and within 28 days of receipt.
- 8.1.9. Late motions may only be tabled with leave of the AGM chair, supported by a vote at the AGM in favour of tabling the motion with a 2/3rds majority.

- 8.1.10. Voting at an AGM shall be by a show of hands, unless a Secret Ballot is called for by the Chair, or any 3 Financial Members present. Each Financial Member present shall have one vote.

9. *National Membership Meetings*

- 9.1.1. In addition to AGMs, the Membership may exercise its authority over the conduct of the affairs of NZRDA through National Membership Meetings.
- 9.1.2. The National Secretary shall call a National Membership Meeting within 14 days if requested in writing by:
- a. the National Executive;
 - b. 100 Financial Members whose signatures appear on a written petition.
- 9.1.3. Any request for a National Membership Meeting must be accompanied by a written explanation of any notices of motion or other business to be transacted.
- 9.1.4. On receipt of a request the National Secretary shall issue a written notice to each member's last known address at least 7 days before the date of the National Membership Meeting. The notice shall include the time and date of the meeting or regional meetings and the business to be transacted.
- 9.1.5. Should the written notices fail to be issued within 7 days of the National Membership Meeting then any member of the National Executive may call the meeting instead, and any meeting so called shall be deemed to have been validly called.
- 9.1.6. National Membership Meetings may be held separately in each Region or on a combined basis but in either event a membership decision will be determined by the aggregate of votes cast.
- 9.1.7. Ten members shall form a quorum, or if regional meetings are held the quorum can be reached with the aggregate number of members present at any regional meetings.
- 9.1.8. Members of the National Executive may be present at any National Membership Meetings held a regional level.
- 9.1.9. Members entitled to vote can vote only once on any one issue.

10. The National Executive

10.1. Functions

10.1.1. Further to rule 6, the National Executive's main functions are:

- a. to take such action as it deems fit to promote the objects of NZRDA.
- b. to ensure appropriate implementation of any decisions made at an Annual General Meeting and any National Membership Meetings.
- c. to hold other structures, bodies and officers of NZRDA accountable for their functioning;
- d. to resolve disputes or problems encountered between NZRDA Members or bodies.
- e. to ensure that there is sound financial policy, including safeguarding any assets of NZRDA and managing its business (including investments).
- f. to ensure NZRDA's compliance with these rules and the law.

10.2. Composition

10.2.1. The National Executive shall consist of:

- a. the following Officers:
 - i. President;
 - ii. Vice President;
 - iii. Executive Secretary/Treasurer;
 - iv. National Secretary;
- b. the Peripheral Representative;
- c. the Regional Representatives; and
- d. the Community Based representative.

10.2.2. The President is responsible for providing leadership to NZRDA and supervising its business and affairs. The President's duties include:

- a. Chairing all meetings of the National Executive, the Annual General Meeting and any National Membership Meetings.



- b. Following any lawful instructions from the Membership or the National Executive.
 - c. Performing other lawful duties as usually appertain to the office of President.
- 10.2.3. The Vice President is responsible for assisting the President, and fills the role of President during periods of the President's absence or incapacity.
- 10.2.4. The National Secretary is responsible to the National Executive for administrating the day to day activities of NZRDA in accordance with policy set by the National Executive. The National Secretary's duties include:
- a. Calling meetings of the National Executive, Annual General Meetings, and any National Membership Meetings.
 - b. Submitting a report to meetings of the National Executive on the business of NZRDA since their previous meeting.
 - c. Submitting an annual report to the Annual General Meeting.
 - d. Performing work necessary for NZRDA to remain compliant with the provisions of the Incorporated Societies Act 1908 and other legal requirements.
 - e. Keeping a register of membership information.
- 10.2.5. The Executive Secretary/Treasurer is responsible for:
- a. Creating the order of business of the National Executive meetings, Annual General Meetings and any Interim National Membership Meetings.
 - b. Recording the minutes of those meetings.
 - c. Submitting audited financial statements to the Annual General Meeting.
 - d. Overseeing the day to day finances, income and expenditure of NZRDA.
 - e. Performing other lawful duties as usually appertain to the offices of Secretary and Treasurer.
- 10.2.6. The Peripheral Representative is elected by members employed in Peripheral Hospitals, and is responsible for representing their interests on the National Executive.
- 10.2.7. The Regional Representatives are responsible for representing the interests of Members from their region on the National Executive.

- 10.2.8. The Community Based Representative is responsible for providing input from Members who are based in the community (including for example those in training to become General Practitioners) on the National Executive.

10.3. Meetings

- 10.3.1. The National Executive shall meet at least 3 times per year in addition to attending the Annual General Meeting, and at any other time it sees fit.
- 10.3.2. When requested by the President, 3 National Executive members, or on the National Secretary's own motion, the National Secretary shall call a National Executive meeting by giving 14 days' written notice delivered to each member of the National Executive. Should the written notice fail to be delivered within 3 days of being requested then any member of the National Executive may call the meeting instead, and any meeting so called shall be deemed to have been validly called.
- 10.3.3. The National Executive may hold a meeting at whatever place or by whatever means they see fit (including by telephone and electronic means).
- 10.3.4. Quorum at National Executive meetings shall be achieved when the majority of National Executive members are present.
- 10.3.5. Acceptance of a position on the National Executive means accepting collective responsibility. Issues may be debated vigorously within the confidential setting of National Executive meetings. Where consensus cannot be reached, votes will be taken and the majority will prevail.
- 10.3.6. All voting shall be by a show of hands, or if requested by any National Executive member, by Secret Ballot.

10.4. Election of National Executive Officers

- 10.4.1. The offices of President, Vice President, National Secretary and Executive Secretary/Treasurer shall be filled by way of Postal Ballot of the Members.
- 10.4.2. The National Secretary shall call for nominations for these offices at least 42 days prior to the Annual General Meeting. The closing date for the receipt of nominations shall be 30 days prior to the Annual General Meeting.
- 10.4.3. The terms of office shall be as follows:
- a. The President and Executive Secretary/Treasurer shall be elected in odd-numbered years (e.g. 2011, 2013, 2015, etc) and shall generally remain in office until replaced or re-elected in the next odd-numbered year.

- b. The National Secretary and Vice President shall be elected in even-numbered years (e.g. 2012, 2014, 2016, etc) and shall generally remain in office until replaced or re-elected in the next even-numbered year.
- 10.4.4. National Executive Officers shall hold office until their successors are elected, they resign, are suspended or expelled from NZRDA, or become medically incapacitated, whichever shall first occur, and unless expelled they shall be eligible for re-election.
- 10.4.5. Nominations of candidates for these offices must be in writing, signed by the proposer and seconder and endorsed with or accompanied by the candidate's signed consent to nomination. The candidate (with the exception of the National Secretary), proposer and seconder must all be current Financial Members and must have been Financial Members for the past 12 months.
- 10.4.6. There is no requirement that the National Secretary shall be a Financial Member of NZRDA.
- 10.4.7. No person shall hold more than one position on the National Executive.
- 10.4.8. If, in respect of any office, the nominations received do not exceed the vacancies to be filled, the Returning Officer shall declare such candidates to be elected. Any vacancy then remaining may be filled according to the Casual Vacancy process.

10.5. Election of Peripheral Representative to National Executive

- 10.5.1. The members employed at Peripheral Hospitals shall be represented on the National Executive by one Peripheral Representative.
- 10.5.2. Peripheral Representatives shall have a 1 year term.
- 10.5.3. No person shall be eligible for election to a Peripheral Representative position unless that person is:
 - a. a Financial Member of NZRDA; and
 - b. employed in a Peripheral Hospital.
- 10.5.4. The National Secretary shall call for nominations for the Peripheral Hospital position at least 42 days prior to the next Annual General Meeting. The closing date for the receipt of nominations shall be 30 days before the next Annual General Meeting.
- 10.5.5. The Peripheral Representative shall be elected by Postal Ballot of the Financial Members in the Peripheral Hospitals and shall hold office until their successors are elected, they resign, are suspended or expelled from NZRDA, or become medically incapacitated, whichever shall occur first, and unless expelled shall be eligible for re-election.

10.5.6. If, in respect of the position, only one nomination is received, then the Returning Officer shall declare that nominated person to be elected.

10.6. Election of Regional Representatives to National Executive

10.6.1. Each region shall be represented on the National Executive by Regional Representatives in accordance with the following table:

Region	Regional Representatives on National Executive
Auckland (which includes Auckland and the area north of Auckland)	3
Waikato (which includes Hamilton, Rotorua, Whakatane, Gisborne, and Tauranga)	1
Central (which includes Palmerston North, Hawkes Bay, Whanganui, Taranaki)	1
Wellington (which includes Wellington, Nelson, and Marlborough)	1
Canterbury (which includes Christchurch, South Canterbury, and the West Coast).	1
Otago (which includes Southland and Dunedin).	1

10.6.2. Regional Representatives shall have a 1 year term.

10.6.3. No person shall be eligible for election to a Regional Representative position unless that person is:

- a. a Financial Member of NZRDA; and
- b. employed in the region to which they may be elected as representative.



- 10.6.4. The National Secretary shall call for nominations for these positions at least 42 days prior to the next Annual General Meeting. The closing date for the receipt of nominations shall be 30 days before the next Annual General Meeting.
- 10.6.5. Regional Representatives shall be elected by Postal Ballot of the Financial Members in their region and shall hold office until their successors are appointed, they resign, are suspended or expelled from NZRDA, or become medically incapacitated, whichever shall occur first, and unless expelled shall be eligible for re-election.
- 10.6.6. If, in respect of any position, the nominations received do not exceed the vacancies to be filled the Returning Officer shall declare such candidates to be elected and any remaining vacancies shall be filled in accordance with the Casual Vacancy process.

10.7. Election of a Community Based Representative to National Executive

- 10.7.1. The members who are based in the community shall be represented on the National Executive by 1 Community Based Representative.
- 10.7.2. Community Based Representatives shall have a 1 year term.
- 10.7.3. No person shall be eligible for election to a Community Based Representative position unless that person is:
 - a. a Financial Member of NZRDA; and
 - b. based in the community (including for example those in training to become a General Practitioner).
- 10.7.4. The National Secretary shall call for nominations for the Community Based Representative positions at least 42 days prior to the next Annual General Meeting. The closing date for the receipt of nominations shall be 30 days before the next Annual General Meeting.
- 10.7.5. The Community Based representatives shall be elected by Postal Ballot of the Financial Members who are based in the community, and shall hold office until their successors are elected, they resign, are suspended or expelled from NZRDA, or become medically incapacitated, whichever shall occur first, and unless expelled shall be eligible for re-election.
- 10.7.6. If, in respect of a position, only one nomination is received, then the Returning Officer shall declare that nominated person to be elected.

10.8. Removal of National Executive members

- 10.8.1. The following are grounds for removing a person from the National Executive:



- a. The member is guilty of misconduct or of neglecting their duty.
 - b. The member has become medically incapacitated.
 - c. The member has otherwise become unsuitable for the position, for example because they have become bankrupt.
 - d. The member has been found to have committed an offence in accordance with rule 5.13.
 - e. The National Secretary has received a requisition that the member be removed, signed by at least 50 Members or 10% of the total membership (whichever is the lesser).
- 10.8.2. Any Financial Member may lay a charge against a member on any of the above grounds by setting out the charge in writing and delivering it to the National Secretary.
- 10.8.3. Upon receiving such a charge, the National Secretary shall inform the person charged in writing. If the person charged accepts the charge, or does not respond within 10 working days, then that position on the National Executive shall be deemed vacant. If the person charged wishes to defend the charge, then the National Secretary shall:
- a. call a National Membership Meeting to consider the charge and to pass a resolution on whether the member will be removed from the National Executive.
 - b. invite the member concerned and/or the member's representative to attend the National Membership Meeting and be heard in his or her defence.
- 10.8.4. Should the National Membership Meeting pass a resolution that the member be removed from the National Executive, then that position shall be deemed vacant.
- 10.8.5. The proceedings shall not be invalidated merely by reason of the absence of the person charged.

10.9. Casual Vacancies on National Executive

- 10.9.1. The National Executive may fill a vacancy occurring in a National Executive position at the first National Executive meeting held after the vacancy has occurred. The National Secretary shall call for nominations of candidates for the substantive filling of the vacancy within 3 months of the vacancy arising, and the vacancy shall be filled in accordance with the usual rules, with such modification as may be necessary. However should such a vacancy occur in the last six months prior to the date at which an election for their position shall be held, it may be filled by the temporary appointee until nominations are called in the normal course of events.

- 10.9.2. Any person appointed or elected to fill any vacancy in accordance with this rule shall hold office or position for the unexpired period of his or her predecessor's term, and shall be eligible for reappointment or re-election as the case may be.

10.10. Co-opting others on to National Executive

- 10.10.1. In furthering the objects of NZRDA, the National Executive may decide to co-opt any person or persons to join their number. However, National Executive members who have been co-opted on shall not have voting rights in decisions of the National Executive.

11. Delegates

- 11.1.1. Any group of members in a hospital, speciality, or department, may appoint a delegate subject to democratic processes.
- 11.1.2. Any dispute regarding the appointment of a delegate shall be referred to the National Secretary for resolution.
- 11.1.3. The role of the delegate is internal to NZRDA. The delegate has no authority to bind NZRDA or its members without the express permission of the National Executive or the National Secretary.
- 11.1.4. Delegates may call meetings of their relevant membership as they see fit, when required to do so by a National Executive member, or by 10% of the Financial Members actually on the job at the site at the time of the meeting being called.

12. Voting

12.1 Modes of Voting

- 12.1.1 Except where these rules expressly specify the manner in which a vote shall be conducted, any vote of all or any of the members of the union may be conducted either by:
- (a) Secret ballot undertaken at a meeting of members eligible to vote; or
 - (b) Postal ballot of members eligible to vote; or
 - (c) Electronic ballot of members eligible to vote.

- 12.1.2 Where more than one mode of conducting a vote is permitted by these rules, in each case the decision on which mode of voting to adopt shall be made by the National Secretary in consultation with the National Executive.

12.2 Secret Ballots at Meetings

- 12.2.1 Where 10% of the members in attendance at a meeting request a Secret Ballot, or a vote to ratify a Collective Agreement is to be undertaken at a meeting, the following procedure shall apply:
- 12.2.2 The Meeting shall elect a Returning Officer to conduct the ballot.
- 12.2.3 The National Executive and any person directly concerned with the result of any ballot may each appoint a scrutineer to oversee the conduct of the ballot, provided that only the first 3 scrutineers put forward may be appointed.
- 12.2.4 The Returning Officer shall afford each scrutineer all reasonable opportunity to carry out their function.
- 12.2.5 The Returning Officer shall ensure that:
- 12.2.5.1 sufficient ballot papers are made available to Financial Members present at the meeting, and
 - 12.2.5.2 votes can be cast secretly.
- 12.2.6 When voting has finished, the Returning Officer shall:
- 12.2.6.1 set aside any informal votes;
 - 12.2.6.2 count the remaining votes;
 - 12.2.6.3 declare the outcome to the Chair of the meeting.
- 12.2.7 The Chair shall declare the motion won or lost according to the valid votes cast for and against, and any abstentions.

12.3 Postal Ballots

- 12.3.1 When a Postal Ballot is required by these rules or the National Executive determines that a Postal Ballot shall be held for some other reason, the National Secretary in consultation with the National Executive shall:
- (a) appoint a Returning Officer, who:
 - (i) in the case of an election, shall not be an officer or candidate for election; and
 - (ii) shall be responsible for the conduct of the Postal Ballot.
 - (b) advise the Returning Officer in writing of the matter to be decided or provide a list of the candidate(s) in the case of an election.
- 12.3.2 The National Executive and any person directly concerned with the result of any ballot may each appoint a scrutineer to oversee the conduct of the ballot, provided that only the first 3 scrutineers put forward may be appointed, and the Returning

Officer shall afford each scrutineer all reasonable opportunity to carry out such function.

12.3.3 The National Secretary shall ensure that the ballot paper clearly:

- (a) shows the matter to be voted on, or the names of the candidates for election (as the case may be);
- (b) includes instructions on the manner in which a vote is to be recorded; and
- (c) includes the time by which the ballot paper is to be returned to the Returning Officer.

12.3.4 The Returning Officer shall post a ballot paper and a postage paid return envelope to each member entitled to vote 14 days before the ballot's closing date, unless the National Executive has decided a shorter period should apply in the circumstances. Where any Postal Ballots are held concurrently, the Returning Officer may mark on the envelopes which ballot the contents relate to.

12.3.5 As soon as practicable after the closing date, the Returning Officer shall:

- a) set aside any informal votes; and
- b) count the remaining votes.

12.3.6 In the case of an election:

- a) where a candidate has the highest number of valid votes cast, the Returning Officer shall declare to the membership in writing that the candidate has been duly elected; or
- b) where any two or more candidates receive the same number of valid votes, the Returning Officer shall determine by random draw which of the candidates shall be elected, and shall declare to the membership in writing that the candidate has been duly elected.

12.3.7 In the case of any other matter, the Returning Officer shall declare to the membership whether the motion has been carried or lost according to the majority of the votes cast.

12.4 Electronic Ballots

12.4.1 The general tenor and intent of the rules that apply to postal ballots shall also apply to electronic ballots. In addition:

- a) Activities related to electronic ballots shall only use private personal email addresses; and
- b) It is the responsibility of each member to ensure NZRDA is updated on any changes to private personal email addresses; and



- c) If any member does not have a private personal email address, he or she shall instead receive a postal ballot; and
- d) Any electronic ballot shall ensure that only one ballot per member is possible and that all votes cast are anonymous; and
- e) The time in which an electronic ballot may be cast shall be clearly identified.

12.5 *Voting relating to the Ratification of Collective Agreements*

- 12.5.1 Ratification of any Collective Agreement shall be a majority vote in favour of acceptance by affected Members who vote, or such other procedure as may be determined by the National Executive.
- 12.5.2 A ratification vote can be undertaken by Secret Ballot at a meeting of members, by Electronic or by Postal Ballot in accordance with these rules.

12.6 *Voting Relating to Strikes*

- 12.6.1 Except where a strike is proposed on the grounds of safety or health in accordance with section 84 of the Employment Relations Act 2000, before a strike may proceed:
 - 12.6.1.1 A secret ballot must be conducted in accordance with these rules of members who would become a party to the strike; and
 - 12.6.1.2 The question to be voted on in the ballot is whether the member is in favour of the strike; and
 - 12.6.1.3 The result of the ballot must be in favour of the strike.
- 12.7 The result of the secret ballot is determined by a simple majority of the members who are entitled to vote and who do vote.
- 12.8 As soon as reasonably practicable after the conclusion of the ballot the union shall notify the result of the ballot to the members who were entitled to vote.

13. *Execution of formal documents*

- 13.1.1. Collective Agreements and other such instruments shall be made in such mode as the National Executive may determine, and shall be executed by the National Secretary, or in the National Secretary's absence or incapacity, by any other person or persons authorised by the National Executive for the purpose.
- 13.1.2. No Collective Agreements shall be executed unless ratified by the membership in accordance with rule 12.3.

14. Representation of NZRDA

- 14.1.1. NZRDA may be represented before the Employment Relations Authority or the Employment Court or in any other formal proceedings by such person or persons as the National Executive may appoint in that behalf.

15. Seal

- 15.1.1. There shall be a seal of NZRDA which shall be kept in the custody of the National Secretary and shall be affixed by the National Secretary to any document requiring the affixture of the seal.
- 15.1.2. The seal may be altered or renewed only by resolution of an Annual General Meeting.

16. Funds

- 16.1.1. All subscriptions, levies and other monies payable to NZRDA shall be the property of NZRDA.
- 16.1.2. All monies shall be under control of the National Executive.
- 16.1.3. Bank accounts under the National Executive's control may only be operated by:
- a. any two of the President, the National Secretary and the Executive Secretary/Treasurer; or
 - b. any one of the President, the National Secretary, the Executive Secretary/Treasurer plus another authority duly appointed by the National Executive.
- 16.1.4. On NZRDA's behalf the National Executive may:
- a. Employ people for the purposes of the Association;
 - b. Exercise any power a trustee might exercise;
 - c. Invest in any investment that a trustee might invest in;
 - d. Borrow money and provide security.
- 16.1.5. No Member or persons associated with NZRDA shall derive any income, benefit or advantage from NZRDA where they can materially influence the payment of such, except in the case of:

- a. professional services rendered in the course of business and charged at a rate no more than the current market rates;
 - b. interest on money lent at no greater rate than the current market rates; or
 - c. payments made in accordance with NZRDA policies to compensate persons for:
 - i. expenses incurred in furtherance of NZRDA business; or
 - ii. employment income that can be directly shown would otherwise have been earned, but for the participation in work furthering the interests of NZRDA.
- 16.1.6. The Executive Secretary/Treasurer shall keep complete consolidated accounting records in accordance with Generally Accepted Accounting Practice (GAAP) and to produce annual financial statements which give a true and fair view.
- 16.1.7. The membership through Annual General Meetings shall appoint a Chartered Accountant to audit NZRDA's annual accounts.
- 16.1.8. The Auditor shall hold the position until:
- a. he or she is removed by the National Executive.
 - b. a successor is appointed.
 - c. he or she resigns.
- 16.1.9. If a new Auditor is required before the next Annual General Meeting, the National Executive shall select an interim Auditor.
- 16.1.10. All Members shall give the Auditor such information and explanation as the Auditor may require.
- 16.1.11. The Executive Secretary/Treasurer shall present the annual financial statements, including the Auditor's opinion, to the next Annual General Meeting.

17. *Amendments to rules*

- 17.1.1. Any Financial Member may move that an AGM or a National Membership Meeting amends these rules in accordance with the following process:
- a. The Financial Member must present the National Secretary with a written notice of motion at least 2 months in advance of the AGM or proposed National Membership Meeting.

- b. The National Secretary shall forward the notice of motion to the last known address for each member within 28 days of receipt; and shall otherwise follow the usual process for organising an AGM or National Membership Meeting. The rules may be amended by a resolution being passed with a 2/3rds majority.
- 17.1.2. Within 90 days of the resolution being passed, the National Secretary shall forward an application to the Registrar to record the changes to the rules.
- 17.1.3. No material amendments may be made to principle against pecuniary gain in the Objects or the provisions that relate to liquidation.

18. Dissolution

- 18.1.1. The National Secretary may apply to the Registrar for the voluntary cancellation of the registration of NZRDA if the National Executive has first sent written notice to each Financial Member of the intention to do so and:
 - a. no objections have been received; or
 - b. where objections have been received, a Postal Ballot has been held and a majority of Financial Members has cast a valid vote in favour of cancellation.
- 18.1.2. Where, pursuant to an amalgamation with another Society the registration of NZRDA is to be cancelled, the National Executive shall ensure that a final audit of NZRDA has been carried out in accordance with these rules.
- 18.1.3. NZRDA shall be dissolved on the date of the cancellation of its registration by the Registrar.
- 18.1.4. If a decision is made by the members to dissolve the Association, all assets and liabilities of the Association shall be realised and the surplus funds, if any, shall be disposed of to a non profit charitable organisation as determined by the National Executive or Annual General Meeting of the Association.

Schedule 1 – Standing Orders

The following Orders prescribe the process to be followed in any NZRDA meeting, and apply unless the Rules specifically require otherwise (for example by the special Rules governing the conduct of AGMs).

1. Chair

The Chair of a meeting shall have power:

- a. to exercise a deliberative vote, and in the case of equality of voting, also a casting vote.
- b. to decide the order of business, to put motions, and to declare the result of the voting.
- c. to order the removal from a meeting of any person obstructing the business of the meeting or behaving in a disorderly manner, or of any person not entitled to be present.
- d. by a resolution of the meeting or in the absence of a quorum, to adjourn a meeting or to declare a meeting closed.
- e. generally to do and perform such other lawful things and acts as may be necessary or desirable to carry on the business of a meeting with order and regularity.

2. Order of business

The business of NZRDA shall be conducted in the following order:

- a. Apologies.
- b. Reading and adopting of minutes.
- c. Outward correspondence.
- d. Inward correspondence.
- e. Executive reports and recommendations.
- f. Business ordered to stand over from previous meeting.
- g. Notices of motion to be taken in order tabled.
- h. New business.

3. Motions

- 3.1. All motions shall be duly proposed and seconded and:
 - a. be of an affirmative character.
 - b. be withdrawn only by leave of the proposer and seconder.
 - c. may be adjourned to a future meeting.
 - d. may be amended by striking out certain words.
 - e. may be amended by adding certain words.
 - f. may be amended before a decision is arrived at.
- 3.2. When a motion has been proposed and seconded, the Chairperson shall at once proceed to take votes unless some Member rises to oppose it, or to propose an amendment.

4. Amendments

- 4.1. Only one amendment shall be entertained at the one time.
- 4.2. If an amendment is carried it shall be held to take the place of the original and become a substantive motion.
- 4.3. If an amendment is lost other amendments may follow.
- 4.4. An amendment for adjournment of the question can be proposed only when a motion for adjournment specified a time of adjournment to.
- 4.5. A Member shall not be permitted to move an amendment after resuming his/her seat subsequent to speaking to a motion or amendment.

5. Speakers

- 5.1. All speeches shall be addressed to the Chair.
- 5.2. If two or more Members rise at the same time the Chairperson shall at once decide who has the floor.
- 5.3. No more than two Members shall speak in succession either for or against any question before the meeting, and if at the conclusion of the second speaker's remarks no Member rises to speak on the other side, the question shall be put to a vote of the meeting.
- 5.4. The seconder of a motion or amendment may do so pro forma, and reserve his right of speaking to the question till later.

- 5.5. A Member may only speak once upon any question before NZRDA except:
- a. in reply to an original motion.
 - b. in explanation or correction of some matter during debate.
 - c. to raise a point of order.
- 5.6. When a point of order is raised the Member raising the same shall state his/her point clearly in a few words, and if a Member is speaking, such Member shall take his/her seat until the point of order is decided. The Chairperson shall decide the matter promptly and not allow any discussion.

6. Time limit

The mover of any original motion shall be allowed five minutes to introduce it, and given five minutes to reply. No other Member shall be allowed to speak for more than five minutes at any one time.

7. Voting

Every Financial Member present when a vote is held shall record his or her vote by a show of hands, or by some other means if required under the Rules.

8. Notices of motion

Any Member may give notice of motion for a future meeting by reading such notice to any one meeting. Should the meeting at which the notice of motion is tabled approve the forwarding of that notice to the next meeting, it shall be the duty of the National Secretary to include that notice in the agenda for the next meeting. Such notice of motion shall take precedence in the order in which it stands, unless otherwise ordered by the meeting. It will lapse if the Member, or some other Member authorised on his or her behalf by written authority, is not present when the order of the day for such notice is read at the meeting corresponding to that at which it was originally proposed.

9. Questions superseded

A question before the Chair may be superseded by agreeing to a motion, or to a motion "that the question be now put" and the Chairperson shall forthwith put such motion to the meeting without discussion.

10. Suspension of Standing Orders

The Standing Orders may be suspended only by an urgent matter brought down to a meeting by the Executive or by the unanimous consent of the meeting.