

1. Name

- 1.1. The name of the Association will be 'The Otago University Medical Students' Association (Incorporated)' (OUMSA).

2. Interpretation of Constitution

- 2.1. The Executive Committee has the sole power to interpret this Constitution.
- 2.2. This Constitution will be interpreted in accordance with the Incorporated Societies Act 1908.
- 2.3. This Constitution will be interpreted in such a way as to confer validity rather than invalidity on actions.
- 2.4. In any matter not provided for by this Constitution or the Incorporated Societies Act 1908, the Executive Committee has the discretion to adopt appropriate procedures, bearing in mind the objects of OUMSA.
- 2.5. 'OUSA' denotes the Otago University Students' Association (Incorporated).
- 2.6. 'NZMSA' denotes the New Zealand Medical Students' Association.
- 2.7. 'NZMA' denotes the New Zealand Medical Association.
- 2.8. 'The Medical School' denotes the Otago Medical School at the University of Otago.
- 2.9. 'The University' denotes the University of Otago.

3. Objects

- 3.1. To protect and promote the interests of all Otago medical students.
- 3.2. To promote and organise such cultural, social, intellectual and educational activities as OUMSA deems fit.
- 3.3. To facilitate contact between students, the Medical School and the wider University community.
- 3.4. To foster a cooperative relationship between both the Medical School and OUSA.
- 3.5. To foster a cooperative relationship between OUMSA, NZMA and NZMSA.

4. Affiliation

- 4.1. OUMSA will be affiliated to OUSA.
- 4.2. This Constitution is subject to the Constitution and Rules of the OUSA and is void and of no effect to the extent it conflicts with the Constitution and Rules of the OUSA.
- 4.3. The Finance and Services Officer of the OUSA will at all times be entitled to inspect the books, papers and accounts of OUMSA.

5. Non-profit Status

- 5.1. OUMSA is a non-profit organisation.
- 5.1.1. Members shall not be deemed to be associated for pecuniary gain merely by reason that any member of OUMSA derives pecuniary gain from OUMSA by way of salary as the servant or officer of OUMSA.
- 5.1.2. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever
- 5.1.3. Any such income shall be reasonable and relative to that which would be paid in any arm's length transaction (being the open market value).

6. Powers

OUMSA will have all powers necessary to achieve its objects, including:

- 6.1. The power to raise funds for any purpose associated with the objects of the OUMSA.
- 6.2. The power to apply the income, assets and property of OUMSA towards the promotion of OUMSA and the furtherance of the aforementioned objects.
- 6.3. The power to borrow money.
- 6.4. The power to acquire and dispose of any real or personal property.
- 6.5. The power to employ any person for any purpose associated with the objects of OUMSA and to pay reasonable remuneration to such persons.
- 6.6. The power to levy a subscription on members at the commencement of their second year to achieve the objects of OUMSA.
- 6.7. The Executive Committee may determine the schedules to this Constitution and the Executive Committee will determine any mechanism for determining those schedules.

7. Membership

- 7.1. Membership is only open to students who:
 - 7.1.1. Are members of OUSA; and
 - 7.1.2. Are studying towards degrees of Bachelor of Medicine and Bachelor of Surgery (MBChB) including the study of a Bachelor of Medical Sciences (BMedSci) and
 - 7.1.3. Are in their second year and above.
- 7.2. Such persons will become members of OUMSA on payment of the subscription at the commencement of their second year.
 - 7.2.1. Such persons upon becoming members of OUMSA will also become members of NZMA and NZMSA.
- 7.3. If a member ceases to meet the requirements in clause 7.1. they will cease to be a member of OUMSA, except where a student defers their course of study for a

year as approved by the Associate Dean or Student Affairs, Dunedin School of Medicine

- 7.4. Any member of OUMSA may resign from OUMSA by giving written notice to the Executive Committee.
- 7.5. The Executive Committee may suspend or expel any member of OUMSA for conduct that brings OUMSA into disrepute. Suspension or expulsion must be on reasonable grounds

8. Subscription

- 8.1. The Executive Committee will determine the amount of the subscription.
- 8.2. Subscriptions may be partially refunded at the discretion of the OUMSA executive, only if a member ceases to satisfy clause 7.1. within the first 4 weeks of commencing their second year.

9. The Executive Committee

- 9.1. Overall authority and control of OUMSA, including administrative and financial management, vests in the Executive Committee.
- 9.2. The Executive Committee consists of a President, Vice President, Treasurer, Secretary, 2nd/3rd/4th/5th/6th Year Representatives, Education Officer, Sponsorship Officer, Welfare Officer, Social Officer, Sports Officer, Communications Officer, Community Outreach Officer an NZMSA representative (ex officio.), ALM Welfare Officer, ALM Education Officer and an ALM Social Officer.
- 9.3. The responsibilities of each Executive Committee member are determined by the schedules to this Constitution.
- 9.4. The Executive Committee will meet not less than once a week during the University term as defined in the Otago University calendar.
- 9.5. A member of the Executive Committee who fails to attend three consecutive meetings without apology may be dismissed by Executive Committee resolution.
- 9.6. Six members of the Executive Committee will constitute a quorum.
- 9.7. The Executive Committee will make decisions by Executive resolution.
- 9.8. The Executive Committee has the discretion to co-opt patrons and determine their role(s) on the Executive Committee.
- 9.9. The Secretary, or in their absence another member of the Executive Committee, will keep detailed minutes of all meetings of the Executive Committee, which will be made available to all members upon request
- 9.10. Internal guidelines and operation of the Executive Committee will be determined by the Executive Committee and will appear as schedules to this Constitution.

10. Groups Committee

- 10.1. The Groups Committee exists as a representative body of medical student cultural and interest groups to consult on issues regarding medical students at the University of Otago
- 10.2. The Groups Committee will be chaired by the Vice President of OUMSA
- 10.3. The Groups Committee consists of:
 - 10.3.1. The OUMSA Vice President; and
 - 10.3.2. A Maori Representative (ex officio); and
 - 10.3.3. A Rural (Matagouri) Representative (ex officio); and
 - 10.3.4. A Pacific Islanders' Representative (ex officio); and
 - 10.3.5. A Medical Students for Global Awareness (MSGA) Representative (ex officio); and
 - 10.3.6. A Knitting for NICU Representative (ex officio); and
 - 10.3.7. A Med Revue Representative (ex officio); and
 - 10.3.8. A Teddy Bear Hospital Representative (ex officio); and
 - 10.3.9. The Enema Editor (ex officio); and
 - 10.3.10. Any other group representative that the Vice President deems appropriate
- 10.4. Any member of the Executive Committee may attend any meeting of the Groups Committee
- 10.5. The Groups Committee is subject to and bound by Executive Committee resolution
- 10.6. Internal guidelines and operation of the Groups Committee will be determined by the Groups Committee and will appear as schedules to this Constitution

11. The Education Committee

- 11.1. OUMSA advocacy, academic and intellectual issues vest in the Education Committee.
- 11.2. The Education Committee consists of the Education Officer, Second-Year Education Representatives (4), Third-Year Education Representatives (3), and co-opts as outlined in clauses 12.3, 12.4 and 12.5.
 - 11.2.1. Elections for Second-Year and Third-Year Education Representatives are to be held as early in the first semester of the University calendar as the OUMSA Executive Committee deems appropriate.
- 11.3. The Education Committee may co-opt fourth, fifth and sixth year representatives
- 11.4. The Education Committee has discretion to co-opt as many other students as it deems appropriate

- 11.5. The Education Committee has a discretion to co-opt patrons and determine their role(s) on the Education Committee
- 11.6. The Education Committee is chaired by the Education Officer, or by a member as delegated by the Education Officer
- 11.7. The Education Committee is subject to and bound by OUMSA Executive Committee resolution.
- 11.8. Internal guidelines and operation of the Education Committee will be determined by the Education Committee and will appear as schedules to this Constitution.

12. The Welfare Committee

- 12.1. OUMSA welfare organisation, initiatives and advocacy vests in the Welfare Committee.
- 12.2. The Welfare Committee consists of the Welfare Officer, Maori Representative, Pacific Island Representative, Rural Representative, International Representative and a Second-Year Representative.
 - 12.2.1. Members of the Welfare Committee will be elected either ex officio from their respective groups or co-opted by the Welfare Officer at the beginning of the calendar year.
- 12.3. The Welfare Committee will be chaired by the Welfare Officer.
- 12.4. The Welfare Committee has discretion to co-opt as many other students as it deems appropriate
- 12.5. The Welfare Committee is subject to and bound by OUMSA Executive Committee resolution.
- 12.6. Internal guidelines and operation of the Welfare Committee will be determined by the Welfare Committee and will appear as schedules to this Constitution.

13. Project Coordinators

- 13.1. OUMSA Executive may appoint Project Coordinators to coordinate any large project the association wishes to pursue during the year.
- 13.2. Project Coordinators are subject to and bound by OUMSA Executive Committee Resolution.
- 13.3. Internal guidelines and operation of Project Coordinators will be determined by the OUMSA Executive and will appear as schedules to this Constitution.

14. The ALM Committee

- 14.1. OUMSA ALM organisation, initiatives and advocacy vests in the ALM Committee.
- 14.2. The ALM Committee consists of 4th/5th/6th Year Representatives, ALM Welfare Officer, ALM Education Officer and ALM Social Officer.

- 14.3. A member of the ALM Committee will be internally nominated to be ALM Chairperson.
- 14.4. The President or proxy shall be allowed to attend any meeting called for any purpose, with voting rights.

15. Election of the Executive Committee

- 15.1. Election to positions on the Executive Committee for the following year will take place at a time and place determined by the Executive Committee except for;
 - 15.1.1. Those positions elected ex officio; and
 - 15.1.2. Any Second Year Representative positions will have separate elections as early in the first semester of the University calendar as the OUMSA Executive Committee deems appropriate.
- 15.2. The Executive Committee will open nominations not less than fourteen days before the Election period. The Executive Committee must give notice of nominations and the election at the time at which nominations are opened by placing a notice wherever the Executive Committee finds appropriate
 - 15.2.1. It will be the responsibility of the Secretary to advertise the nominations and election as widely as is reasonable and appropriate.
- 15.3. All OUMSA members are eligible for nomination to the Executive Committee, except:
 - 15.3.1. Year-specific representative positions, in which case nomination will be restricted to that year group.
 - 15.3.2. All ex officio positions.
- 15.4. Voting will take place by closed ballot. The Executive Committee will set a time within which voting may take place, bearing in mind the need to encourage the widest possible participation by those eligible to vote.
- 15.5. All medical students may vote in elections and by-elections.
- 15.6. Where a person is elected to more than one position on the Executive Committee, that person will be obliged to resign from all but one of those positions; except where the position of Second Year Representative is held in the voting year, with the expectation that all duties under the job description of Second Year Representative are upheld for the following year by said Second Year Representative.
 - 15.6.1. A by-election will be held to fill any vacancies on the Executive Committee that have arisen as a result of the situation described in clause 9.3.
 - 15.6.2. Executive Committee members will be elected for terms of one year.
- 15.7. The Executive Committee may set further rules for the conduct of the election insofar as those rules do not conflict with this Constitution and bearing in mind the

need to encourage the widest possible participation by those eligible to vote.

16. General Meetings

- 16.1. OUMSA will hold an Annual General Meeting in the second semester of each calendar year.
- 16.2. The Annual General Meeting will deal with the following business:
 - 16.2.1. Presentation of annual financial statements by the Treasurer; and
 - 16.2.2. Presentation of reports from all Executive Committee members; and
 - 16.2.3. Ratification of election results; and
 - 16.2.4. Any other resolution put to the meeting.
- 16.3. The Executive Committee may call General Meetings as necessary to conduct the business of OUMSA.
- 16.4. Special General Meetings may be called by the President. If ten or more members of OUMSA request a meeting, the President will be obliged to call a Special General Meeting within a reasonable time.
- 16.5. The Executive Committee must give fourteen days notice of a General Meeting placing a notice wherever it deems appropriate.
- 16.6. Forty members of OUMSA will constitute a quorum at General Meetings.
- 16.7. Only members of OUMSA may vote at General Meetings, except in the case of an election or by-election, in which all medical students may vote.
- 16.8. Voting at General Meetings will be by show of hands, except in the case of an election, which will be conducted by closed ballot.
- 16.9. The President will act as chairperson of all General Meetings. In the absence of the President, another member of the Executive Committee will be appointed as chairperson.
- 16.10. The Secretary, or in their absence another member of the Executive Committee, will keep detailed minutes of all General Meetings.
- 16.11. The Executive Committee may set further rules for the conduct of general meetings, which will appear as schedules to this Constitution.

17. Finances

- 17.1. The control of OUMSA's funds will vest in the Executive Committee.
- 17.2. Management of funds will be the function of the Treasurer.
 - 17.2.1. The Treasurer will keep proper accounts of all financial transactions entered into by OUMSA. The Treasurer will present annual financial statements to the Annual General Meeting.
- 17.3. All financial transactions of OUMSA will be signed by the Treasurer and either the President, Vice President or Secretary.

- 17.4. The financial year of OUMSA is deemed to commence on the 1st of January and end on the 31st of December each year.
- 17.5. Where the Executive Committee considers it appropriate for the achievement of the OUMSA's objects, it may authorise the investing of money by OUMSA.
- 17.6. Where the Executive Committee considers it appropriate for the achievement of OUMSA's objects, it may authorise the borrowing of money by OUMSA.
- 17.6.1. Not more than \$10,000 may be borrowed unless a motion is passed at a General Meeting authorising the borrowing.

18. Common Seal

- 18.1. OUMSA will have a common seal, which will be kept in a place of safety by the Secretary.
- 18.2. The common seal will only be affixed to a document pursuant to a resolution of the Executive Committee, and will be attested by the signatures of two members of the Executive Committee.
- 18.3. The common seal will be affixed to all contracts and documents containing significant financial obligations incurred by OUMSA.

19. Amendment of Rules

- 19.1. This Constitution may be altered, added to, or rescinded at any General Meeting of OUMSA provided that notice of the proposed amendment has been given fourteen days prior to the General Meeting though no addition to or alteration of the non-profit aims, personal benefit clause or the winding-up clause shall be approved without the approval of Inland Revenue
- 19.2. A resolution altering, adding to, or rescinding this Constitution must be passed by a two-thirds majority of those present and voting.

20. Substantial Compliance

- 20.1. If this Constitution is breached, the General Meeting may, by a two-thirds majority, validate the breach, provided that the General Meeting is satisfied that:
 - 20.1.1. There has been substantial compliance with this Constitution; and
 - 20.1.2. The breach has not materially affected and will not materially affect the rights or interests of any person or affiliated body; and
 - 20.1.3. The breach was not committed in bad faith; and
 - 20.1.4. The breach resulted in a benefit to OUMSA and its members; and
 - 20.1.5. The breach did not breach the objects of OUMSA

21. Dissolution

- 21.1. OUMSA may be dissolved at a meeting called for that purpose. A resolution dissolving OUMSA must be passed by a two-thirds majority of the members present and voting.
- 21.2. Where a resolution is passed to dissolve OUMSA, a further meeting will be called at least thirty days thereafter at which the resolution must be confirmed by a two-thirds majority of those present and voting.
- 21.3. In the event of the winding-up or dissolution of OUMSA, all the real and personal property of OUMSA, after payment of all costs, debts and liabilities of OUMSA, will vest in the OUSA upon trust until a body with similar objectives is formed.