Constitution

of

New Zealand Jewish Medical Association Incorporated

Contents

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1. Name of the Society

1.1 The Society shall be called the New Zealand Jewish Medical Association Incorporated.

2. Definitions and interpretation

2.1 **Definitions:** In these Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Board means the Board of Management of the Society as defined under clause [7].

Friend of the Society means a non-voting member of the Society as defined under clause [6].

Jewish Person means a person who identifies as Jewish by ancestry or conversion and/or is part of the Jewish community.

Member means a person who is a Member of the Society as defined under clause [5] who has not ceased being a Member, and **Membership** shall have a corresponding meaning.

Officer means a person who holds office on the Board in accordance with the Constitution.

Constitution means these Constitution of the Society as amended from time to time.

Society means the New Zealand Jewish Medical Association Incorporated.

Working Day is given the meaning as defined in the Legislation Act 2019.

2.2 **Interpretation:** In respect of these Constitution, the following interpretive principles shall be applied:

(a) Unless the context otherwise requires:

(i) words importing the singular number only shall be deemed to include the plural number and words importing the plural number only shall be deemed to include the singular number;

(ii) words importing one gender shall be deemed to include the other gender; and

(iii) references to a statute shall be deemed to be references to that statute as from time to time amended or re-enacted or substituted;

(b) headings have been inserted for guidance only and shall not be deemed to form part of the context of these Constitution.

(c) in the event of a conflict between the Act and these Constitution, the Act shall prevail, except where the Act permits the Constitution to prevail, in which case, the Constitution shall prevail.

3. Objects of the Society

3.1 The objects of the Society are to:

(a) Unite Jewish healthcare professionals in New Zealand to foster personal growth and empower us to continue our positive impact in the community.

(b) Defy antisemitism by building a Jewish medical community dedicated to advocacy against racism and hate.

(c) Support Jewish healthcare professionals and students experiencing antisemitism in New Zealand workplaces and Universities.

(d) Foster international collaboration with other Jewish and Israeli medical associations.

(e) Educate the NZ medical community about the history and dangers of antisemitism and the negative impact on society as a whole and on the medical profession and Jewish medical professionals in particular of such antisemitism.

4. Fundraising and fees

4.1 In order to carry out its objectives and in addition to all other powers vested in the Board, the Society shall be empowered to raise funds by any lawful means, including by way of subscriptions, donations, bequests and levies.

4.2 The Board shall have no power to borrow money.

4.3 The bank account will have at least 3 signatories where one of them must be the treasurer, CEO or an Officer. Each expense must be authorised by at least 2 signatories.

4.4 Members shall, in each year, on receipt of an account from the Treasurer, pay such annual subscription as the Board shall recommend from time to time. Subscription fees may be apportioned for part of a year in respect of a new Member who joins the Society during its financial year.

5. Membership

The Society shall have the minimum number of Members required by law from time to time. The founding Members at the date of these Constitution shall be: Dr. Ariel Drori, Dr. Lauren Brenner, Dr. Robert (Bob) Richling, Dr. Stephen Nemeroff, Dr. Kiri Mackersey, Dr. Jeremy Steinberg, Mr. Moshe Malal, Ms. Yana Greenman.

5.1 A Jewish Person may apply to the Board to become a Member provided that the applicant:

(a) establishes to the Board's satisfaction that he or she is studying and/or qualified and/or registered to practise in New Zealand in the field of medicine, nursing, dentistry, physiotherapy, medical laboratory or medical technician, or such related profession as is accepted by the Board on a case-by-case basis "**eligibility criteria**");

(b) submits an application form in any format the Board shall require from time to time, or otherwise in accordance with any specifications set by the Board;

(c) supplies any information and/or attends an interview as may be reasonably required by the Board;

(d) provides two references from existing Members of the Society;

(e) signs a declaration in the membership form

(f) resides in New Zealand.

5.2 Notwithstanding the above, the Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision but is not required to give reasons for that decision.

5.3 Notwithstanding clause [5.1] the Board may invite any person to become a Member who it considers has made a significant contribution in promoting any or all of the objects of the Society, provided that such invitation is approved by at least four Officers.

5.4 The Member's application form (including the Member's consent to being a Member) and the Board's acceptance of such application shall be retained in the Society's membership records.

5.5 The Member must promptly advise the Board of any changes to his or her contact details or any matter that means he or she is likely to fail to meet the eligibility criteria or is otherwise unable to remain a Member.

5.6 A Member shall cease to be a Member if:

(a) he or she gives notice to the Board in writing that he or she wishes to cease Membership;

(b) the Board decides in its absolute discretion that that Member has:

(i) provided false or misleading information to it in his or her application;

(ii) brought the Society into disrepute;

(iii) undermined or opposed any of the Society's objects under clause [3]; or

(iv) ceased to meet the eligibility criteria,

and provides notice in writing to that effect to the Member,

(c) termination of a Member's membership is established following a dispute resolution process under these Constitution and notice is provided in writing to that effect from the Board to the Member; or

(d) he or she fails to pay any subscription fee due under clause [4.1] within 2 calendar months of the due date for payment and the Board provides notice in writing to that effect to the Member.

Membership shall cease on the date referred to for that purpose in the notice or, where there is no such date, the date the notice is received (or deemed to be received) by the intended recipient.

6. Friends of the Society

6.1 A Friend of the Society is a person who is either not Jewish or not from a medical background and wishes to be a non-voting member of the Society. Such an individual may be allowed to join with the approval of the Board, provided that the applicant:

(a) submits an application form in a format prescribed by the Board, or otherwise in accordance with any specifications set by the Board;

(b) supplies any information or attends an interview as may be reasonably required by the Board;

(c) provides two references from existing Members of the Society;

(d) signs a declaration as outlined in the membership form; and

(e) acknowledges that the Board may at its sole discretion accept or decline an application to be a Friend of the Society. The Board must advise the applicant of its decision but is not required to provide reasons for it.

7. Board

7.1 The Society shall be managed by, or under the direction and supervision of, the Board of Management.

7.2 There shall be no fewer than four and no more than six Officers, each of whom shall:

(a) be a paid-up Member for the last 24 months [except in the case of the Initial Board];

(b) be currently practising in the areas of medicine, nursing, dentistry, physiotherapy, medical laboratory or medical technician, or such related profession as was accepted by the Board under clause [5.1(a)];

(c) be eligible to hold office under the Act or any other relevant legislation; and

(d) resides in New Zealand.

7.3 Prior to the initial election held at the third Annual General Meeting under clause [11], the Officers as at the date of these Constitution ("**Initial Board**") shall be:

Dr. Ariel Drori, Dr. Lauren Brenner, Dr. Robert (Bob) Richling, Dr. Stephen Nemeroff, Dr. Kiri Mackersey, Dr. Jeremy Steinberg

At the third Annual General Meeting under clause [11], all Officers of the Initial Board shall retire but, subject to clause [7.4], are eligible for re-election.

7.4 Subject to clause [7.3], the term of office for each Officer shall be two years expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office. No person may serve on the Board for more than three consecutive terms, excluding any time served on the Initial Board.

7.5 In the event of a vacancy on the Board or should the number of Officers at any time be below six, the Officers shall have the power to fill the vacancy by a person satisfying the criteria in accordance with clause [7.2] until the Next Annual General Meeting.

7.6 Decisions on all matters not covered by the Constitution or any by-laws shall be made as required by the Board.

7.7 The Board shall appoint once a year one Officer who shall be Chairperson, who shall not hold the role for longer than four consecutive years.

7.8 The Board shall appoint the CEO, Treasurer and other positions.

7.9 The Board shall meet at least four times a year in person or by electronic means such as telephone conferencing, video conferencing, or by some other agreed electronic system, with a quorum of two thirds of its Officers. In connection with such meetings:

(a) not less than five Working Days' notice of a meeting shall be sent to every Officer, stating the business to be discussed;

(b) decisions of the Board shall be by majority vote unless provided otherwise in these Constitution. Every Officer present and voting has one vote. The Chairperson does not have a casting vote. There is no proxy voting; and

(c) a resolution in writing, signed or assented to by all persons entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a Board meeting duly convened and held. Any such resolution may consist of several documents (including documents distributed electronically) in like form, each signed or assented to. A copy of any such resolution must be minuted as part of Board proceedings.

7.10 An Officer shall cease to hold office if:

(a) his or her term of office has expired and he or she is not re-elected for office under clause [7] or has completed the maximum number of terms under clause [7.4];

(b) he or she ceases to be a Member or eligible to be a Member for any reason;

(c) he or she ceases to be eligible to hold office under the Act, any other relevant legislation or under clause [7.2];

(d) he or she resigns;

(e) he or she loses mental capacity as certified by an appropriately qualified medical practitioner, selected by the other Officers or declines to be certified on the request of a majority of the other Officers;

(f) he or she dies;

(g) he or she has been absent from four consecutive Board meetings without a leave of absence;

(h) he or she fails to disclose a material conflict of interest; or

(i) he or she is removed from office by unanimous resolution of all other Officers of the Board at that time.

Each Officer shall within 10 Working Days of ceasing to hold office, deliver to the Board all books, papers and other property of the Society held by such former Officer.

7.11 At all times each Officer:

(a) shall act in good faith and in what he or she believes to be the best interests of the Society and its objects;

(b) must exercise all powers for a proper purpose;

(c) must not act, or agree to the Society acting, in a manner that contravenes any law or these Constitution;

(d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Officer, and the nature of the responsibilities undertaken by him or her;

(e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and

(f) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

8. Election of the Officers

8.1 A request for nominations for the election of Officers at the Annual General Meeting shall be sent out no less than 45 days and no more than 60 days prior to the Annual General Meeting. The request shall include the list of Officers who are standing for re-election and shall state the requirements for a valid nomination under clause [7.2] and the date by which nominations must be received ("**closing date**"), which shall be on or around 30 days after the date the request is sent.

8.2 Any nominee must be eligible to hold Office under clause [7.2]. The proposer may be the nominee or another Member, provided that in each case another Member must endorse it.

8.3 Prior to the election, every nominee who has not already done so must consent in writing to be an Officer and certify that he or she is eligible to hold Office under clause [7.2].

8.4 If the number of valid nominees, including Officers standing for re-election, exceeds six, such that an election shall be required, the Secretary shall circulate profiles of all nominees with the notice of the Annual General Meeting under clause [11].

8.5 Votes shall be cast in such a manner as the Chairperson determines, but shall be by secret ballot. In the event of any vote being tied, the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).

8.6 If the number of valid nominees, including Officers standing for re-election, does not exceed six, there shall be no election and the Chairperson shall declare them duly elected at the Annual General Meeting.

9. Powers of the Society

9.1 In addition to its powers under the law, the Board may:

(a) employ such people as the Board thinks fit;

(b) invest funds in accordance with the provisions of the Trusts Act 2019,

(c) make and amend by-laws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such by-laws, policies or codes of conduct applicable to Members shall be inconsistent with any applicable law or these Constitution.

10. Special Committees

10.1 The Board may establish various special committees that are responsible for advising the Board on such purposes as it thinks fit.

10.2 The special committees may include Members who are not Officers.

10.3 Unless otherwise resolved by the Board:

(a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2;

(b) no sub-committee shall have power to co-opt additional members;

(c) a sub-committee must not commit the Society to any financial expenditure without express authority from the Board; and

(d) a sub-committee must not further delegate any of its powers; and

(e) a sub-committee will report to the Board regularly as demanded by the Board.

10.4 Special committee members may meet by electronic means such as telephone conferencing, video conferencing, or by some other agreed electronic system, and shall be responsible for establishing Constitution to regulate their own conduct, to the extent they do not conflict with these Constitution or any by-laws promulgated by the Board.

11. General Meetings

11.1 Any General Meeting of Members shall be held on not less than 14 Working Days' written notice to all Members as determined by the Board.

11.2 Each notice shall be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members. The General Meeting and its business will not be invalidated merely because one or more Members do not receive the notice of the General Meeting.

11.3 General Meetings shall be by electronic means such as telephone conferencing, video conferencing, or by some other agreed electronic system, with a quorum of 50% of the paid-up Members.

11.4 Unless provided otherwise by these Constitution, all decisions shall be by majority vote. Every Member present and voting has one vote. The Chairperson does not have a casting vote. [There is no proxy voting].

11.5 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act with the purpose of receiving the annual financial statements, receiving the President's annual report, setting the annual subscription fee, holding elections, and other business.

11.6 The Annual General Meeting must be held no later than the earlier of the following:

(a) 6 months after the balance date of the Society

(b) 15 months after the previous annual meeting provided that the first Annual General Meeting shall be held no later than 15 months after the date of adoption of these Constitution.

11.7 A special General Meeting may be held at any time by the Board or 30% of the Members requisitioning such a meeting and advising the reason.

12. Conflicts of interest

12.1 Where an Officer is interested in a matter as that term is defined in the Act, he or she must disclose that fact and:

(a) must not vote or take part in a decision of the Board relating to the matter; and

(b) must not sign any document relating to the entry into a transaction or the initiation of the matter.

12.2 An Officer who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, which shall record the interest in an interests register to be kept with the Society's records.

12.3 If 50% or more of the Officers at the time are prevented from voting on the matter under clause [12.1], a special General Meeting shall be called to consider and determine the matter.

13. No private financial profit

13.1 No private financial profit may be made by any person from the Society, except that:

(a) any Officer may be reimbursed for expenses properly incurred by that Officer in connection with an approved activity in accordance with the agreed policies set by the Board;

(b) the Society will not pay remuneration to any Officer or agent of the Society (whether an Officer or not) for services actually rendered to the Society except for commission services approved by the Board.

The Board, in determining all reimbursements and commission services payable in terms of this clause [13.1], shall ensure that the restrictions imposed by clause [13.2] are strictly observed.

13.2 Notwithstanding anything contained or implied in these Constitution, any person who is:

(a) an Officer;

(b) a shareholder or director of any company carrying on any business of the Society;

(c) a settlor or trustee of any trust which is a shareholder of any company carrying on business of the Society; or

(d) an associated person (as defined by the Income Tax Act 2007) of any such Officer, shareholder or director,

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

14. Indemnity

14.1 All Officers shall from time to time, and at all times, be saved harmless and kept indemnified from and against all costs, charges, losses, damages and expenses which such person or persons or any of them may sustain, incur or be put to, in or about the execution or discharge of their respective offices, or in or about any action, suit or proceedings at law or equity in which they or any of them shall or may in such capacity as aforesaid be plaintiffs or defendants, to the maximum extent permitted by the Act.

15. Dispute Resolution

15.1 A Member or Officer has a dispute ("**Dispute**") against another Member of Officer or the Society where there is a disagreement or conflict involving the following allegations:

(a) a Member or an Officer has engaged in misconduct;

(b) a Member or an Officer has breached, or is likely to breach, a duty under these Constitution or bylaws or the Act;

(c) the Society has breached, or is likely to breach, a duty under these Constitution or bylaws or the Act; or

(d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

15.2 A Member, an Officer, or the Society makes a complaint if, in accordance with the Constitution:

(a) the Member or Officer starts a procedure for resolving a dispute under clause [15.1]; or

(b) the Society starts a procedure for resolving a dispute under clause [15.1].

15.3 The procedure for resolving a dispute outlined in Schedule 2 of the Act shall apply in its entirety.

15.4 If the Dispute is not resolved by the disputing parties under clause [15.1], the parties must mediate the Dispute in accordance with the procedures of LEADR New Zealand, and the Chair of the New Zealand Chapter of LEADR (or the Chair's nominee) will select the mediator and determine the mediator's remuneration, such remuneration and other costs to be shared equally by the parties unless otherwise determined by the mediator.

15.5 If a binding agreement has not been reached as a result of that mediation process, then the Dispute shall be referred to a single arbitrator in the case the parties can agree upon one within 7 days of the completion of the foregoing mediation. Failing that agreement, the arbitrator shall be a person appointed on application of any party by the then present New Zealand Law Society President or his or her nominee. Such arbitration shall be completed in accordance with and subject to the provisions of the Arbitration Act 1996. The decision of the arbitrator (including any decision as to which party shall bear the costs of the arbitration) shall be final and binding on the parties.

16. Winding-up

16.1 The Board may by unanimous resolution recommend to wind-up the Society.

16.2 The Board shall give notice to all Members of the proposed motion to wind up the Society, or a motion to remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect to such notice of motion.

16.3 A recommendation to wind-up shall require the approval of two-thirds of all Members present and voting at a General Meeting.

16.4 If the Society is wound-up, the Board shall determine the allocation of any assets then held by the Society after satisfaction of all its debts and liabilities provided that all surplus property or assets will be used to advance charitable purposes which in accordance with the law of New Zealand for the time being is charitable.

16.5 If the Society is wound up, liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

17. Modification of the Constitution

17.1 A special General Meeting may be called at any time under clause [11.7] to consider any change to the Constitution and shall require a vote of two-thirds of all Members present and voting.

18. Records

18.1 The Board shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, the last date they paid their subscription fees, their occupation and professional credentials/qualifications, and any other information required by these Constitution or prescribed by Regulations under the Act. Every Member shall promptly advise the Board of any change of their contact details and the Board must update the Register as soon as practicable. With reasonable notice and at reasonable times, the Board shall make the Register of Members available for inspection by Members and Officers on the following basis:

(a) Members can access the Register to the extent that Members have consented to access being granted to information about themselves on the Register.

(b) Officers may access the Register, if access to the Register is necessary for the performance of their functions, or the exercise of their powers.

18.2 The Board shall at all times maintain an up-to-date register of the interests disclosed by Officers.

18.3 The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date), while the Society is domiciled in New Zealand. The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position and will lodge the annual financial statements with the Registrar of Incorporated Societies.

18.4 Copies of the financial statements and minutes of the General Meetings shall be made available to all Members on request.

19. Contact person

19.1 The Society shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

19.2 The Society's contact person must be:

(a) at least 18 years of age; and

(b) ordinarily resident in New Zealand.

19.3 A contact person shall be appointed by the Board.

19.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

(a) a physical address or an electronic address; and

(b) a telephone number.

19.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

20. Access to other information

20.1 A Member may at any time make a written request to the Board for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified.

20.2 The Board must, within a reasonable time after receiving a request:

(a) provide the information;

(b) agree to provide the information within a specified period;

(c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information;, or

(d) refuse to provide the information, specifying the reasons for the refusal.

20.3 Without limiting the reasons for which the Board may refuse to provide the information, the Board may refuse to provide the information if:

(a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;

(b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;

(c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;

(d) withholding the information is necessary to maintain legal professional privilege;

(e) the disclosure of the information would, or would be likely to, breach any law;

(f) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or

(g) the request for the information is frivolous or vexatious.

20.4 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 1993.