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# CONSTITUTION OF THE CHRISTIAN MEDICAL FELLOWSHIP OF NEW ZEALAND INCORPORATED

19 May 2018

## 1. Introduction

The Christian Medical Fellowship of New Zealand Incorporated (hereinafter referred to as CMFnz) shall be an association of Christian members of the medical profession in New Zealand.

## 2. Aims

The aims of CMFnz shall be:

- a. To unite Christian doctors and medical students in their common loyalty to our Lord Jesus Christ by both deepening their Christian faith and by seeking the highest attainable standards of Christian and professional conduct
- b. To promote in the medical profession personal faith in Jesus Christ and the acceptance of his ethical teaching
- c. To provide a forum for the expression of the relevance of the Christian faith to the particular issues of our national and local life as they relate to medicine
- d. To strengthen the work of the University Christian groups, particularly in the Faculties of Medicine
- e. To support the work of medical missionaries throughout the world

### 3. Basis of Belief

The basis of belief of the fellowship shall be:

The revelation of the one true God (Father, Son and Holy Spirit) as it is given to us in the Bible, which is the divinely appointed authority for faith and life; the Gospel of our redemption through the incarnation, death and bodily resurrection of our Lord Jesus Christ; our regeneration and renewal in holiness through the Holy Spirit's indwelling; and the expectation of the return of Christ to receive His people and to be the world's righteous judge.

The Board of CMFnz shall subscribe to this Basis of Belief and members shall continue in office only as long as their views are in accord with it.

### 4. Membership

Members have the rights and responsibilities set out in this Constitution. All Members shall promote the aims of CMFnz and shall act in a manner consistent with the interests of CMFnz.

Members shall agree with the Aims, and with the following Declaration of Membership:

In joining the Christian Medical Fellowship of New Zealand, I declare my faith in God the Father, and in God the Son the Lord Jesus Christ who is my Saviour. I desire to be ruled by God the Holy Spirit in accordance with the Bible, the divinely appointed authority in matters of life and faith.

Membership shall include the following classes of member, and any other class established by CMFnz:

#### a. Full Membership

Full Membership is open to all New Zealand registered medical practitioners.

Such members shall be entitled to vote at Annual and Special General Meetings, providing that they have paid their membership fee. Annual membership fee rates and means of payment shall be determined by the Board and communicated to members.

## b. Student Membership

Student membership shall be open to New Zealand medical students.

Student members shall not be entitled to vote at Annual or Special General Meetings.

Annual membership fee rates and means of payment shall be determined by the Board and communicated to members.

## c. Associate Membership

Associate membership shall be open to any other interested individuals, including other health care workers, church workers, and spouses of members.

Associate members shall not be entitled to vote at Annual or Special General Meetings.

Annual membership fee rates and means of payment shall be determined by the Board and communicated to members.

## Honorary Membership

Any of the classes of membership under rule 4 requiring a membership fee may be offered as an honorary membership. Honorary membership may be offered to medical missionaries, retired medical practitioners and others at the discretion of the Board.

## Register of Membership

A Register of Members shall be kept with a record of addresses and payment of membership fees. If a member's contact details change, that member shall give the new postal or email address or telephone number to the National Secretary.

## Becoming a member

- i. To become a member, a person ("the Applicant") must complete an application form, if the Board requires this, and supply any other information the Board requires.
- ii. The Applicant must be in agreement with the aims of CMFnz and must agree with the Declaration of Membership.
- iii. The Board may interview the Applicant and obtain information from other sources when it considers membership applications.
- iv. The Board shall have complete discretion when it decides whether or not to allow the applicant to become a member.

- v. The Board shall advise the Applicant of its decision, and that decision shall be final.

## Suspension and Cessation of Membership

- i. Membership may be suspended immediately by the Board if:
  - 1. It is believed that the member may have breached the constitution or acted in a manner inconsistent with the interests of CMFnz and an investigation is being initiated; or
  - 2. The member's membership fees are in arrears.
- ii. Any member may resign by giving written notice to the National Secretary.
  - 1. Membership may be terminated if, for any reason whatsoever, the Board is of the view that a member has breached the Constitution or acted in a manner inconsistent with the interests of CMFnz.
  - 2. The Board must give the member written notice of how the member is believed to have breached the Constitution or acted in a manner inconsistent with the interests of CMFnz, and the fact that membership may be terminated for that reason.
  - 3. The Board must offer the member reasonable opportunity to respond to the concerns before deciding whether to terminate their membership.
- iii. Membership may be terminated by the Board if membership fees are more than two years in arrears.
- iv. In the event that membership is suspended or terminated, the member may appeal the Board's decision to a Special General Meeting of CMFnz members.
  - 1. The member must give written notice of their appeal within 28 days of receiving written notice of the Board's decision.
  - 2. The Special General Meeting must be held within three months of the Board being notified of the appeal.
  - 3. The member must be given an opportunity to present the grounds for their appeal to the Special General Meeting.
  - 4. The Board's decision will not be implemented until the appeal is determined.

## 5. Finance

- a. The financial year shall commence on 1 April each year. The Treasurer shall prepare Annual Financial Statements which shall be presented to the Annual General Meeting of the Fellowship. Annual Financial Statements shall be audited by an auditor appointed by the Board, unless upon recommendation of the Board, the Annual General Meeting resolves to not appoint an auditor for the ensuing year.

- b. The Board is empowered to open and operate banking accounts and to determine appropriate access to these accounts.
- c. Membership fees are due annually. Membership fee rates and means of payment shall be determined by the Board and communicated to members.

## 6. Administration

### a. The Governing Body

- i. The governing body shall consist of a Board, consisting of the following voting members:
  - 1. Up to ten members, elected from the membership at an Annual General Meeting, whose election to the Board will be for a period of two years, these positions being renewable by re-election at the Annual General Meeting closest to two years after their election (with a maximum tenure of 10 years, followed by a two year stand down period).
  - 2. The Chief Executive Officer, appointed by the Board, is a board member ex officio.
  - 3. Up to two members co-opted by the Board, selected with regard to their experience relevant to the governance of CMFnz and who are members of CMFnz. They will serve for a period of up to 12 months.
  - 4. Up to two Student Representatives elected from the student membership.
- ii. The office bearers of CMFnz shall be elected by the Board from among its voting members at the first Board meeting following the Annual General Meeting, and they shall hold office until the conclusion of the first Board meeting following the Annual General Meeting; each office-bearer shall be eligible for re-election by the Board. The office-bearers of CMFnz will consist of:
  - 1. The National Chair
  - 2. Two National Vice Chairs
  - 3. The National Secretary
  - 4. The National Treasurer
- iii. In order to be eligible for election or appointment to the Board a person must:
  - 1. Have Membership of CMFnz
  - 2. Not owe any membership fees
  - 3. Subscribe to the Aims and Basis of Belief as stated in rules 2 and 3 of this constitution
  - 4. Reaffirm the Declaration as set out in rule 4.
  - 5. Be an active member of a Christian community.
- iv. The elected members of Board shall be elected at the Annual General Meeting in the manner outlined in these Rules.

- v. At all times at least half the members of the Board must be registered medical practitioners and the National Chair must be a registered medical practitioner.
- vi. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint an individual who meets the criteria under clause iii to fill the vacancy. The member so appointed shall hold office, subject to these rules, until the next Annual General Meeting following the date of the appointment.
- vii. The Board shall develop and act according to the National Board Policy document.

## b. Election of the Governing body

Nominations of candidates for election as members of the Board:

- i. Shall be made in writing, signed by 2 members of CMFnz and accompanied by the written consent of the candidate, including in electronic form if provided for by the Board;
- ii. Shall be delivered to the National Secretary of CMFnz not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- iii. Any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- iv. If the number of nominations received is equal to, or less than, the number of vacancies to be filled, and at least half the prospective board membership is made up of registered medical practitioners, the persons nominated shall be deemed to be elected.
- v. If the number of nominations received exceeds the number of vacancies filled, or less than half the prospective board membership is made up of registered medical practitioners, a ballot shall be held.
- vi. In conducting an election, the highest polling registered medical practitioners standing for the board will be deemed to be elected first until at least half of the prospective board membership is made up of registered medical practitioners.
- vii. The ballot for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

## c. National Secretary

It is the role of the National Secretary to undertake the following duties:

- i. To record all appointments of office-bearers and members of the Board and their terms, notifying the Board which members are due to complete their term before the Annual General Meeting notice period
- ii. To record the names of members present at a Board meeting or a General meeting

- iii. To ensure that all proceedings at Board meetings and General Meetings are minuted by a person present at those meetings
- iv. To give each member of the Board notice of all meetings of the Board together with a proposed Agenda before the meeting in accordance with Board policy
- v. To oversee the Board calendar, preparation and distribution of all Board meeting papers, in a timely fashion in accordance with Board policy
- vi. To give not less than 14 days' written notice of any General Meeting and not less than 14 days' written notice of any special resolution, being notice to each member of CMFnz
- vii. To call for nominations for those positions on the Board due to become vacant, and to do so not fewer than 14 days before the Annual General Meeting
- viii. To assist the Board at meetings and in preparing for meetings in matters of order
- ix. To ensure Minutes of proceedings at a meeting shall be confirmed as accurate by those present at the meeting, at the next succeeding meeting

#### d. National Treasurer

It is the duty of the National Treasurer to ensure that:

- i. Correct books and accounts are kept showing the financial affairs of CMFnz, including full details of all receipts and expenditure connected with the activities of CMFnz
- ii. The Board receives adequate, regular, and comprehensive financial reports at all its meetings
- iii. All appropriate legal requirements and compliance matters concerning handling of funds are being observed by CMFnz

#### e. Board Powers

The Board shall have authority to exercise all powers and functions required for the operation of CMFnz, subject to this constitution. All matters not specified in this Constitution or determined by resolution of the members shall be decided upon by the Board.

#### f. Annual General Meetings

- i. An Annual General Meeting of CMFnz members shall be convened at least once in each calendar year and within the period of 6 months after the expiration of each financial year of CMFnz.
- ii. The Annual General Meetings of CMFnz shall, subject to the preceding rule, be convened on such date and at such time as the Board thinks fit.
- iii. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

1. To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting
2. To receive reports from the Board, concerning the activities of CMFnz, during the preceding financial year
3. To elect members to the Board
4. To appoint an independent Auditor who will be responsible for the auditing of the accounts of CMFnz for each and every financial year for which such auditor is appointed. If the Board recommends that no auditor be appointed for the ensuing year, the Annual General Meeting may decide whether or not to appoint an auditor
5. To vote on any motions or Special Resolutions that have been received in accord with the rules

#### g. Special General Meetings

- i. The Board may, whenever it thinks fit or is required by this constitution to do so, convene a Special General Meeting of CMFnz; or
- ii. On the requisition of not less than 15 members of CMFnz a Special General Meeting may be called subject to rule g.iii.
- iii. A requisition of members for a Special General Meeting shall:
  6. State the purpose or purposes of the meeting in writing and;
  7. Be signed by the members making the requisition and;
  8. Be lodged with the National Secretary.
- iv. If the Board fails to convene a Special General Meeting within 3 months of the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than a further 3 months after that date.
- v. A Special General Meeting of CMFnz convened by a member or members as referred to in clauses ii & iii of this rule, shall be convened as nearly as is practicable in the same manner as General meetings are convened.

#### h. Notice

- i. In the case of any General Meeting, any call for nominations, notice of General business to be discussed, and any notices of motion shall be forwarded to every member not less than 14 days prior to the meeting so that
  9. Consultation with members may take place;
  10. Proxies can be arranged for voting at the General Meeting should any be desired; and
  11. Remote attendance through electronic means can be arranged if provision is made for this.



- ii. The Secretary shall, at least 14 days before the date fixed for the holding of a General Meeting, cause to be sent a notification of the meeting.
- iii. In the case of a Special Resolution which is to be presented to the members at the General Meeting, notice of intention to propose a Special Resolution will also be sent out by the Secretary at least 14 days before the date of the General Meeting.
- iv. No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting.
- v. A member desiring to bring any business before a General Meeting may do so, providing the member gives written notice of that business to the Secretary provided that such a request is received in time for notice to be given as specified in clauses i, ii & iii above.
- vi. At the discretion of the Chair presiding, at the conclusion of the specified business of the General Meeting other matters may be discussed but a vote on such other matters will not be taken.

#### i. Participation in Meetings

- i. Attendance at General Meetings may be in person, or remotely by electronic means if the Board makes provision for this to occur.
- ii. Members not in attendance may be represented by an appointed proxy.
- iii. A General Meeting may not be held unless attended by at least 15 members, including at least 8 voting members. This will constitute a quorum.

#### j. Resolutions

- i. An ordinary motion shall be passed when supported by more than half of the members of CMFnz who are eligible and attending or voting by proxy.
- ii. A Special Resolution of the members of CMFnz shall be passed when supported by 75% of members eligible to vote and attending or voting by proxy.

### 7. Notice in Writing

"Written notice" means communication by post and electronic means (including email and website posting).

### 8. Common Seal

The Board shall provide a common seal for CMFnz and may from time to time replace it with a new one. The Chief Executive Officer shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by two members of the Board, one of which is the National Chair or a National Vice Chair.

## 9. Change of the Constitution

This constitution may be altered, rescinded or added to only by a special resolution of CMFnz.

## 10. Affiliation

This constitution empowers the Board to seek affiliation with appropriate bodies of similar outlook and basis in this and other countries.

## 11. Employees, consultants and contractors

- a. The Board shall endeavour to appoint a Chief Executive Officer on such terms and conditions as the Board thinks fit.
- b. The Board may authorise employment of other staff members, contractors, consultants or volunteers on such terms and conditions as the Board thinks fit.

## 12. Charitable Purpose

CMFnz is established and maintained exclusively for charitable purposes and is not carried on for the private profit of any individual.

## 13. Dissolution

- a. CMFnz may be dissolved by a Special Resolution passed by a 75% majority of those present and voting at a Special General Meeting of members convened for the purpose, of which 21 days notice shall have been given to the membership.
- b. Such resolution may give instructions for the disposal of any assets held on behalf of CMFnz, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be distributed among the members of CMFnz, but shall be given or transferred to such other organisation that is charitable under New Zealand law having objects and doctrinal basis similar to some or all of those of the Fellowship as the Board shall determine and if, or in so far as, effect cannot be given to this provision then to some other charitable purpose recognised under New Zealand law.