



UNIVERSITY OF NEW SOUTH WALES  
MEDICAL SOCIETY  
CONSTITUTION  
2018

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# 1. SECTION ONE INTRODUCTION

## 1.1. Nature of the Association

- 1.1.1. Within the University of New South Wales, there shall be an incorporated association "UNIVERSITY OF NEW SOUTH WALES MEDICAL SOCIETY INC.", hereafter referred to as "UNSW MEDSOC."
- 1.1.2. UNSW MedSoc shall be affiliated to Arc @ UNSW Limited.

## 1.2. Objects of the Association

- 1.2.1. The aims and objectives of UNSW MedSoc are:
  - 1.2.1.1. to foster a sense of community between UNSW medicine students;
  - 1.2.1.2. to provide a meeting ground for UNSW medicine students;
  - 1.2.1.3. to promote and foster active interest in matters affecting the study and practice of medicine amongst UNSW Medsoc Members; AND (change item numbers following)
  - 1.2.1.4. to represent the views of members, and enhance their educational opportunities;
  - 1.2.1.5. to encourage the University and specifically the Faculty to provide good quality education to members;
  - 1.2.1.6. to supplement the education provided by the faculty through support and services to enrich academic lives and further academic interests;
  - 1.2.1.7. to promote communication between UNSW MedSoc members;
  - 1.2.1.8. to provide affordable books and equipment to members;
  - 1.2.1.9. to address discrimination against members;
  - 1.2.1.10. to promote co-operation between medical students and societies throughout Australia.

## 1.3. Definitions

- 1.3.1. For the purposes of this Constitution:
  - 1.3.1.1. the University shall mean the University of New South Wales;
  - 1.3.1.2. Idioglossia, Humerus and Umbilical shall mean the official publications of UNSW MedSoc;
  - 1.3.1.3. members shall mean members of UNSW MedSoc;
  - 1.3.1.4. the Executive shall mean the Executive of UNSW MedSoc;
  - 1.3.1.5. the Council shall mean the Council of UNSW MedSoc;
  - 1.3.1.6. the Council officers shall mean the Council officers of UNSW MedSoc;
  - 1.3.1.7. the office bearers shall mean the executive and the council officers of UNSW MedSoc;
  - 1.3.1.8. the Faculty shall mean the Faculty of Medicine at the University;
  - 1.3.1.9. the meetings shall mean the meetings of UNSW MedSoc;
  - 1.3.1.10. the AGM and EGM shall mean the Annual and Extraordinary General Meetings of UNSW MedSoc;
  - 1.3.1.11. AMSA shall mean the Australian Medical Students Association;
  - 1.3.1.12. NSW MSC Shall mean the New South Wales Medical Students Council;
  - 1.3.1.13. AMA (NSW) shall mean the New South Wales branch of the Australian Medical Association;

- 1.3.1.14. DIT shall mean Doctors in Training;
- 1.3.1.15. NSW shall mean New South Wales;
- 1.3.1.16. POW shall mean Prince of Wales;
- 1.3.1.17. The Arc or Arc Clubs shall mean Arc @ UNSW Limited.
- 1.3.1.18. Director-General means the Director-General of the Department of Services, Technology and Administration.
- 1.3.1.19. the Act means the Associations Incorporation Act 2009
- 1.3.1.20. the Regulation means the Associations Incorporation Regulation 2010

#### 1.4. Interpretation

- 1.4.1. The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## 2. SECTION TWO MEMBERSHIP

### 2.1. Classes of Members

- 2.1.1. The membership of the Association will be divided into the following classes of members:
  - 2.1.1.1. Ordinary Members; and
  - 2.1.1.2. Associate Members.
- 2.1.2. A person is taken to be an Ordinary Member of the Association if:
  - 2.1.2.1. the person is a natural person; and
  - 2.1.2.2. the person is currently:
    - 2.1.2.2.1. a student enrolled in the Medicine (3805) or Arts/Medicine (3855) Programs within the Faculty of Medicine, including combined Arts/Med degree students, Honours year students, and deferring students; and
    - 2.1.2.2.2. the person has been nominated and approved for membership of the Association in accordance with clause 2.2.
- 2.1.3. A person is taken to be an Associate Member of the Association if:
  - 2.1.3.1. the person is a natural person;
  - 2.1.3.2. the person is not eligible to be an Ordinary Member under clause 2.1.2;
  - 2.1.3.3. the person has been nominated and approved for associate membership of the Association in accordance with clause 2.2.
- 2.1.4. A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

### 2.2. Nomination of Members

- 2.2.1. To nominate as a member of the Association, a nomination form:
  - 2.2.1.1. must be completed by eligible persons indicating their consent to register as a member of the Association;

- 2.2.1.2. must include payment of the annual subscription fee for the initial year of membership, if required, in accordance with clause 2.2.3; and
- 2.2.1.3. must be lodged with the secretary of the Association.
- 2.2.2. UNSW MedSoc shall not discriminate on the basis of sex, marital status, race, age or religion in any of its activities or procedures, including the granting of Association membership.
- 2.2.3. Members shall not be required to pay an annual association membership fee, excluding:
  - 2.2.3.1. Associate Members, who shall be required to pay a non-zero annual association membership fee as set by the Executive, unless they are members of ARC and the Medical Students' Aid Project, upon which they will not be required to pay an annual fee, at the Executive's discretion.
- 2.2.4. Ordinary Members who chose to defer a given year shall still be considered members for that year.

### 2.3. **Rights and obligations of members**

- 2.3.1. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 2.2.3.
- 2.3.2. A Member must:
  - 2.3.2.1. comply with this constitution; and
  - 2.3.2.2. complete an annual membership renewal form as determined by the Executive.
- 2.3.3. Ordinary Members have the right to receive notices of and to attend and be heard at any general meeting and Council meeting, and have the right to vote at any general meeting and Council meeting.
- 2.3.4. Associate Members have the right to receive notices of and to attend and be heard at any general meeting but not Council meetings, and do not have the right to vote at any general meeting nor Council meeting.
- 2.3.5. A right, privilege or obligation which a person has by reason of being a member of the Association:
  - 2.3.5.1. is not capable of being transferred or transmitted to another person; and
  - 2.3.5.2. terminates on cessation of the person's membership.

### 2.4. **Removal and cessation of membership**

- 2.4.1. A person ceases to be a member of the Association if the person
  - 2.4.1.1. dies; or
  - 2.4.1.2. resigns membership; or
  - 2.4.1.3. is expelled from the Association; or
  - 2.4.1.4. for Ordinary Members, is no longer an eligible person under clause 2.1.2; or
  - 2.4.1.5. for Associate Members, the annual subscription of an Associate Member remains unpaid for two (2) months after it becomes payable; or
  - 2.4.1.6. fails to complete and lodge an annual membership renewal form within two (2) months of written notice of the expiration of membership.

### 2.5. **Resignation of membership**

**2.5.1.** A member of the Association may resign from membership of the Association by giving to the secretary written notice of the member's intention to resign. Upon receipt of this notice, membership is terminated.

**2.6. Resolution of disputes**

2.6.1. An unresolved dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983. AND ARC

2.6.2. If a dispute under clause 2.6.1 is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

2.6.3. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration under clause 2.6.1.

**2.7. Disciplining of members**

2.7.1. A member or associate member of a club may have their membership terminated after the following procedure is followed:

2.7.1.1. A motion is carried by the Executive, or the Executive is petitioned by fifteen (15) members to instigate impeachment proceedings;

2.7.1.2. The members of the club are notified of the proceedings formally as a motion on notice to an Extraordinary General Meeting under Section 2.20;

2.7.1.3. The member concerned is notified in writing of the procedures and reasons for proceedings at least seven (7) days prior to the meeting.

2.7.1.4. The member concerned is given five (5) minutes to speak against the motion at the Extraordinary General Meeting.

**2.8. Register of members**

2.8.1. The public officer of the Association, with the assistance of the Membership Director, must establish and maintain a register of members of the Association specifying the name, year and student number of each person who is a member of the Association, together with the date on which the person became a member.

2.8.2. The register of members must be kept in New South Wales at the Association's official address.

2.8.3. The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

2.8.4. A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

2.8.5. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.

2.8.6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

2.8.6.1. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or

2.8.6.2. any other purpose necessary to comply with a requirement of the Act or the Regulation.

- 2.8.7. If a member of the Association ceases to be a member under 2.14, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### 3. SECTION THREE UNSW MEDSOC EXECUTIVE

#### 3.1. Definition

- 3.1.1. The Executive are elected officer bearers elected from Ordinary Members.

#### 3.2. Executive meetings

- 3.2.1. The Executive is required to meet at least once between each Council meeting:
- 3.2.1.1. Quorum shall be six (6) positions of the Executive.
  - 3.2.1.2. A report of any resolutions passed must be submitted at the next Council Meeting, and the Executive can be called to explain rationale behind resolutions.

#### 3.3. Powers of the Executive

- 3.3.1. Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Executive:
- 3.3.1.1. is to control and manage the affairs of the Association;
  - 3.3.1.2. may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members or Council meeting of members of the Association; and
  - 3.3.1.3. has the power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association, subject to clause 3.3.1.2.
- 3.3.2. The Executive shall have the power to appoint subcommittees, and assign them duties and powers as it sees fit. These duties and powers can be revoked at any time.

#### 3.4. Roles within the Executive

- 3.4.1. The Executive is to consist of:
- 3.4.1.1. a President;
  - 3.4.1.2. a Vice-President;
  - 3.4.1.3. a Secretary;
  - 3.4.1.4. a Treasurer;
  - 3.4.1.5. a Sponsorship Director;
  - 3.4.1.6. a Membership Director;
  - 3.4.1.7. a Public Relations Director;
  - 3.4.1.8. one (1) or two (2) Student Representative Director(s);
  - 3.4.1.9. an AMSA Representative;
  - 3.4.1.10. an Events Director;

- 3.4.1.11. a Development Director; and
  - 3.4.1.12. one (1) or two (2) Groups' Director(s).
  - 3.4.2. The duties of individual Executive positions are outlined in the Regulations and By-Laws of the Association.
  - 3.4.3. Members of the Executive are not permitted to simultaneously hold the office of another elected officer bearer within UNSW MedSoc, or the executive of a Special Interest Group.
  - 3.4.4. The Secretary is to carry out the role of the public officer of the Association for the purposes of the Act, unless he or she is ineligible under the Act.
  - 3.4.5. Except as otherwise provided by this Constitution or in the Regulations and By-Laws of the Association, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association, and make open to inspection, free of charge, by a member of the Association or Arc at any reasonable hour:
    - 3.4.5.1. records, books and other financial documents of the Association;
    - 3.4.5.2. this constitution; and
    - 3.4.5.3. minutes of all committee meetings and general meetings of the Association.
  - 3.4.6. The Membership Director is to carry out the role of Arc Delegate for the purposes of Arc.
  - 3.4.7. The Executive is ultimately responsible for the Bookshop and its activities.
- 3.5. **Election of Executive positions**
- 3.5.1. Executive positions are to be elected as outlined in section 7 and in accordance with the Regulations and By-Laws of the Association.

## 4. SECTION FOUR UNSW MEDSOC COUNCIL

### 4.1. Definition

- 4.1.1. The Council consists of:
  - 4.1.1.1. the Executive;
  - 4.1.1.2. the elected office bearers; and
  - 4.1.1.3. the Ordinary members present at Council meetings.

### 4.2. Duties of Council

- 4.2.1. The duties of Council shall include:
  - 4.2.1.1. to provide long-term direction and focus for UNSW MedSoc;
  - 4.2.1.2. to provide a forum to raise matters of interest to all Members; and
  - 4.2.1.3. to pass resolutions regarding matters of external policy and advocacy.

- 4.2.2. The Council is at all times answerable to the general membership of UNSW MedSoc and any Council resolutions may be overturned by a special resolution of a general meeting.
- 4.2.3. Elected office bearers, and their individual duties, are outlined in the Regulations and By-Laws of the Association, and are to be elected in accordance with section 7 of this constitution.

4.3. **Council Meetings**

- 4.3.1. Council meetings shall be held at least once a month, during the months between March to September (inclusive), at a time and place decided upon by the Council.
- 4.3.2. The time, date and place of a meeting will be publicised at the preceding meeting, and circulated in the form of an email at least fourteen (14) days before the meeting.
- 4.3.3. Quorum for Council meetings shall be twelve (12) members.
- 4.3.4. All Executive and elected office bearers are required to attend and to report as scheduled on the calendar for the year, as well as when they deem appropriate, to Council.
- 4.3.5. Any elected office bearer not attending three (3) consecutive meetings of Council must present an apology and explanation in writing.
- 4.3.6. Should an apology not be received as required under 3.9, the office bearer will forfeit his or her position, and this provision will apply automatically unless the Council otherwise directs.

5. **SECTION FIVE GENERAL MEETINGS**

5.1. **Annual General Meetings**

- 5.1.1. There shall be one Annual General Meeting per calendar year. The AGM is to be held during University Session following the annual elections of UNSW MedSoc, the particular time and place being decided upon by the Council.
- 5.1.2. Notice in the form of the agenda for the AGM specifying the time, date and place will be no less than two weeks and is to be in the form of a dedicated email sent to all members.
- 5.1.3. Quorum for the AGM shall be twenty (20) members, and the meeting shall lapse unless a quorum is assembled within thirty (30) minutes of the time set down for the meeting.
- 5.1.4. Following a lapsed AGM, a second AGM may be called, not more than two (2) weeks after the first. Quorum shall be twelve (12) members for this meeting.
- 5.1.5. Unless the meeting otherwise resolves, the agenda of the Annual General Meeting shall be:
  - 5.1.5.1. Opening and general remarks;
  - 5.1.5.2. Apologies;

- 5.1.5.3. Confirmation of minutes of previous AGM or EGM;
- 5.1.5.4. Annual reports by all retiring elected office bearers and SIGs;
- 5.1.5.5. Election Results;
- 5.1.5.6. Motion to change signatories on the UNSW MedSoc and UNSW MedSoc Bookshop accounts;
- 5.1.5.7. Special business;
- 5.1.5.8. Motions on notice;
- 5.1.5.9. General business; and
- 5.1.5.10. Closure.
- 5.1.6. The report of the retiring Treasurer required under clause 5.1.5.4 shall be in the form of a financial report
- 5.1.7. All annual reports are to be tabled as a written document sent to the secretary seven (7) days prior to the AGM, however:
  - 5.1.7.1. Executive members must present both a verbal and written report; and
  - 5.1.7.2. all retiring office bearers and SIG representatives must be in attendance to speak to their tabled report.
- 5.1.8. At the Annual General Meeting, procedure shall follow the standing orders as set out in sections 10.3 - 10.16, with the exception that:
  - 5.1.8.1. constitutional changes require a two-thirds (2/3) majority to be passed;
  - 5.1.8.2. proxy voting must not be undertaken at or in respect of a general meeting; and
  - 5.1.8.3. resolutions are not to be decided by postal ballot, other than those specifically set out in the Constitution and Regulations & By-Laws.

## 5.2. **Constitutional Amendments**

- 5.2.1. Constitutional amendments can only be made:
  - 5.2.1.1. at a general meeting in the form of a motion on notice;
  - 5.2.1.2. when due notice (17 days) of the motion is given to the Secretary; and
  - 5.2.1.3. proposed amendments are published in the agenda of the meeting.

## 5.3. **Extraordinary General Meetings**

- 5.3.1. There shall be Extraordinary General Meetings as the Council sees fit or as petitioned under clause 5.3.4.
- 5.3.2. EGMs shall be held during University Session.
- 5.3.3. The format, procedures and quorum for an EGM shall be the same as for an AGM under clauses 5.1.2-5.1.5 and 5.1.8.
- 5.3.4. To petition an EGM fifteen (15) members or half of the club membership, whichever is the lesser, must petition the Executive in writing.
- 5.3.5. The Executive must hold a petitioned meeting under clause 5.3.4 within twenty-one (21) days so long as circumstances permit.

## 5.4. **Other General Meetings**

- 5.4.1. There shall be other general meetings of the club as the Executive sees fit.

## 6. SECTION SIX FINANCES

### 6.1. Nomination of signatories

6.1.1. At the AGM the Executive shall nominate:

6.1.1.1. the newly elected Treasurer, President, Vice President, and Secretary as signatories for the UNSW MedSoc account in the following calendar year; and

6.1.1.2. the newly elected Bookshop Student Director, Assistant Bookshop Director, President as signatories for the UNSW MedSoc Bookshop account in the following calendar year.

### 6.2. Sources of funds

6.2.1. The funds of the Association are to be sourced from sponsorship, grants, ticket sales, Bookshop revenue and, subject to any resolution passed by the Association in general meeting, such other sources as the Executive determines.

### 6.3. Management of funds

6.3.1. All outgoing financial transactions require two signatures.

6.3.2. Subject to any resolution passed in general meeting, the assets and income of the Association shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

6.3.3. Funds will be provided for the President to attend AMSA Council from faculty provided conference funding. This will cover flights, AMSA organised accommodation and registration costs for the duration of Council only.

### 6.4. Financial year

6.4.1. The financial year of the Association is:

6.4.1.1. the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and

6.4.1.2. each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

6.4.2. The financial records of the club shall be open for inspection by Arc at all times.

## 7. SECTION SEVEN ELECTIONS

### 7.1. Conduct

- 7.1.1. The elections of UNSW MedSoc office bearers shall be conducted as prescribed in the Regulations & By-Laws of the Association.
- 7.1.2. Voting in the elections shall be optional, and open only to Ordinary members.
- 7.1.3. All elections shall be conducted electronically, unless otherwise stated in the Regulations & By-Laws.
- 7.1.4. UNSW MedSoc general elections must be held in Second Session, prior to fifth year members leaving on their elective term, when all years are not on holiday, with the exception of:
  - 7.1.4.1. The newly elected office bearers will take the role of observers for four (4) weeks following elections, and will take office following this period with exception of those positions for which outgoing members still have events and activities related to their role after that four (4) week period in that calendar year.
  - 7.1.4.2. Exceptions to 7.4.1 include the Phase Representatives, Rural Representatives and Assistant Secretary who will take office as soon as they are elected.
  - 7.1.4.3. Those positions which still have events in that calendar year after that four (4) period will relinquish their roles at the conclusion of these events.

### 7.2. Returning Officer

- 7.2.1. The Council shall appoint a Returning Officer at the Council Meeting in the calendar month of July.
- 7.2.2. Any Ordinary member may be appointed as Returning Officer and Assistant Returning Officer.
- 7.2.3. The Returning Officer may not be candidates for UNSW MedSoc elected positions in the elections over which they preside.
- 7.2.4. The Returning Officer is responsible for coordinating the election process (excluding those positions elected by the Secretary), according to processes stipulated by this Constitution and its Regulations & By-Laws.
- 7.2.5. The Returning Officer will be the final arbiter of the elections for which they are responsible.

### 7.3. Eligibility to Participate in Elections

- 7.3.1. Only Ordinary Members may stand for, and vote in, elections of UNSW MedSoc, subject to other provisions of the Constitution and the Regulations & By-Laws of the Association.

### 7.4. Casual Vacancies

- 7.4.1. An elected position created by or under this Constitution or Regulations becomes vacant if:
  - 7.4.1.1. the person holding the position delivers a signed resignation to the Secretary, or in the case of the Secretary, to the President;

- 7.4.1.2. the person dies;
  - 7.4.1.3. the person ceases to be a member;
  - 7.4.1.4. the person is absent for three consecutive meetings without offering an apology; or
  - 7.4.1.5. Position is declared vacant at an EGM, at which the Council passes a unanimous vote of no confidence.
- 7.4.2. A casual vacancy shall be deemed to have occurred if insufficient nominations are received for an elected position created by or under this Constitution or Regulations & By-Laws.
- 7.4.3. The filling of a casual vacancy shall be conducted as prescribed in the Regulations & By-Laws.

## 8. SECTION EIGHT      DISSOLUTION

### 8.1. Conditions of dissolution

- 8.1.1. Dissolution of the Association will occur after the following conditions have been met:
- 8.1.1.1. an Extraordinary General Meeting is petitioned as is set out in clause 5.3.1;
  - 8.1.1.2. all members and the Arc will be notified by email and given the reasons for the proposed dissolution;
  - 8.1.1.3. quorum for the meeting to dissolve the Association shall be twenty (20) Ordinary Members;
  - 8.1.1.4. after the petitioning body has stated its case any opposition must be given the opportunity to reply, with at least ten minutes set aside for this purpose; and
  - 8.1.1.5. a vote is taken and the motion to dissolve lapses if opposed by fifteen (15) or more Ordinary Members of the Association.
- 8.1.2. No other business may be conducted at the meeting to dissolve the Association.
- 8.1.3. If the motion to dissolve is carried, the Arc must be notified within ten (10) academic days.
- 8.1.4. Dissolution of the Association will also occur if:
- 8.1.4.1. the Association has been financially and administratively inactive for a period of eighteen (18) months; and
  - 8.1.4.2. the Arc gives twenty (20) academic days' notice in an official Arc Clubs publication and attempts to contact the last known president in writing before the Association.

8.2. **Distribution of assets**

8.2.1. On dissolution of the Association, the Association is not to distribute assets to members. All assets and the satisfaction of debts and liabilities are to be transferred to an organisation with similar goals or objectives which is not carried on for the profit or gain of its individual members. This organisation may be nominated at the dissolution meeting of the Association. If this procedure is not followed, the Faculty will facilitate the dissolution and manage the allocation of funds.

9. **SECTION NINE                   STANDING ORDERS**

- 9.1. UNSW MedSoc shall have Standing Orders, as defined in the Regulations & By-Laws of the Association, which shall apply to all meetings.
- 9.2. Standing Orders may be changed at a Council or general meeting by a vote of an absolute majority.
- 9.3. It is the duty of the Presiding Officer of Council to ensure a copy of Standing Orders is circulated to all elected office bearers at the beginning of the year and following any change to Standing Orders.