

AUCKLAND UNIVERSITY STUDENTS' ASSOCIATION INCORPORATED

# CONSTITUTION

Two faint, stylized signatures or logos in light grey. The one on the left is a horizontal, elongated shape with some internal detail. The one on the right is a more fluid, cursive signature that appears to read 'A. Karing'.

Amended at the Annual General Meeting on 31 May 2021

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## PART I

### Principal Provisions

#### 1 Name of the Association

The full legal name of the Association is and will remain the Auckland University Students' Association Incorporated. Unless the full legal name of the Association must be used, the Association may also be referred to as AUSA, being the name by which it is commonly known.

#### 2

##### Definitions and Interpretation

(1) In these Rules, unless inconsistent with context:

- (a) **Academic Year** means the academic year of the University of Auckland (for the calendar year in question), commencing with the first day of the Summer Semester and ending with the last day of the Second Semester for the relevant academic year;
- (b) **Advisory Board** means the Advisory Board to the Executive, constituted in accordance with Part VII of these Rules;
- (c) **Annual Executive Elections** refers to the annual general ballots by which Executive members are elected;
- (d) **Annual Report** means the Annual Report of the Association for an Association Year, prepared in accordance with Rule 47;
- (e) **Annual General Meeting** means a General Meeting held in accordance with Rule 14;
- (f) **Association** means the Auckland University Students' Association (Incorporated), also known as AUSA, incorporated under the Incorporated Societies Act (registration no. 221373) and registered as a charitable entity under the Charities Act (registration no. CC29797);
- (g) **Association Year** means the twelve month period from and including the beginning of the first day of December up to and including the end of the thirtieth day of November of the following calendar year;
- (h) **Association Secretary** means the General Manager of the Association or any other person appointed by the Executive as Association Secretary in accordance with Rule 52;
- (i) **AUPISA** means the Auckland University Pacific Islands Students' Association Incorporated, incorporated under the Incorporated Societies Act (registration no. 918665);

- (j) **Charitable Purposes** means purposes that are charitable under the law of New Zealand, as referred to in section 5 of the Charities Act;
- (k) **Charities Act** means the Charities Act 2005, under which the Association is registered as a charitable entity;
- (l) **Common Seal** means the common seal of the Association;
- (m) **Committee of the Whole** means a meeting of the Executive, the Student Council, the Advisory Board or any committee or other body that is closed to Members and the general public, except those persons who, by Resolution of the relevant body, are expressly allowed to remain;
- (n) **Craccum Administration Board** means the board responsible for the Association's Craccum Magazine publication for Students, constituted in accordance with Rule 45;
- (o) **Executive** means the Executive of the Association, comprising the members set out in Rule 18;
- (p) **Executive By-election** or simply **by-election** means a general ballot to fill a vacancy in an Executive position arising during an Association Year for the remainder of that Association Year, or to fill any vacancy caused by a lack of nominations for an Executive position in the Annual Executive Elections;
- (q) **Financial Year** means a calendar year or, if the Association's balance date is changed to a date other than 31 December, the relevant financial reporting period ending on the new balance date (including any interim period of more or less than twelve months on account of the change of balance date);
- (r) **General Meeting** means a general meeting of the Membership of the Association, which may be either an Annual General Meeting or a Special General Meeting as referred to in Rule 13;
- (s) **Incorporated Societies Act** means the Incorporated Societies Act 1908, under which the Association is incorporated;
- (t) **International Student** means any person enrolled as an international student of the University in accordance with the University's regulations;
- (u) **Life Member** means a person upon whom life membership of the Association has been conferred, and whose life membership has not ceased, under Rule 7 or any previous rules of the Association;
- (v) **Member** means a current member of the Association (including any Student who is a Member and any Life Member), and **Members** or **Membership**

means, as the context requires, all of the Members of the Association or a sufficient number of Members of the Association to act in accordance with these Rules;

- (w) **Membership Register** means the register of Members required to be kept and maintained in accordance with Rule 11;
- (x) **Ngā Tauira Māori** means Ngā Tauira Māori Society Incorporated, also known as NTM, incorporated under the Incorporated Societies Act (registration no. 875214);
- (y) **Notice** means a written communication containing all relevant information notified in accordance with Rule 51 and/or any other provision in these Rules as applicable, and **Notify** or **Notified** refers the provision of such Notice;
- (z) **Objects** means the Charitable Purposes of the Association set out in Rule 3;
- (aa) **Office** means either the Registered Office of the Association under the Incorporated Societies Act (as determined by the Executive) or the position of any member of the Executive or other position referred to in these Rules, depending on context;
- (bb) **Officers** means the persons holding the positions specified in Rule 17 or the person who are officers of the Association for the purposes of the Incorporated Societies Act and/or the Charities Act, depending on context;
- (cc) **Officially Recognised Student Group** means any club, society, association, or other body of Students officially recognised in accordance with the provisions of Rule 34;
- (dd) **Policy** means any policy instrument (or similar document, however described) that has been adopted by the Executive in accordance with Rule 20(5);
- (ee) **Postgraduate Student** means a Student studying towards a programme of study at the University that required a previous tertiary qualification as a pre-requisite to entry.
- (ff) **President** means the President of the Association;
- (gg) **Queer person** means any person who identifies as lesbian, gay, bisexual, trans, queer, intersex, asexual, fa'afafine, takataapui, non-cis or otherwise as a member of the queer community;

- (hh) **Resolution**
- (i) means a decision on a motion regarding any business or other matter at a meeting (be it a General Meeting or a meeting of the Executive, the Student Council, the Advisory Board or any subcommittee or other body) that is carried by the requisite majority, which shall be a simple majority of the attendees at the meeting who are entitled to vote on the matter unless a Supermajority or other higher majority (or unanimity) is expressly required under these Rules in relation to the relevant matter; and
  - (ii) includes a written resolution in lieu of a resolution at a meeting if expressly permitted under these Rules, signed or approved in writing by a simple majority of the relevant body or by a Supermajority or other higher majority (or unanimously) if a Supermajority or other higher majority (or unanimity) is expressly required under these Rules in relation to the relevant matter;
- (ii) **Returning Officer** means the person appointed by the Executive to oversee the administration of an election;
- (jj) **Rules** means the rules of the Association as set out in this Constitution and, as the context requires, includes any subsequent lawful change to such rules;
- (kk) **Semester** refers, as the context requires, to one or either of the First and Second Semesters of the University's Academic Year for the calendar year in question;
- (ll) **Special General Meeting** means a General Meeting held in accordance with Rule 15;
- (mm) **Student** means any person who, at the relevant time, is enrolled as a student of the University in a programme of study in accordance with the University's regulations;
- (nn) **Student Council** means the Student Council constituted in accordance with Rules 35 and 36;
- (oo) **Supermajority** means:
- (i) in relation to a Resolution at a meeting (be it a General Meeting or a meeting of the Executive, the Student Council, the Advisory Board or any subcommittee or other body), a majority comprising at least two thirds of the attendees at the meeting who are entitled to vote on the relevant matter; and

- (ii) in relation to a written Resolution (if expressly permitted under these Rules), a majority comprising at least two thirds of the total membership of the relevant body; and
- (pp) **University** means the University of Auckland.
- (2) The use of the singular will imply and include the plural, except where context requires otherwise.
- (3) The use of the word "their" as a gender-neutral singular pronoun for an individual does not imply, unless context otherwise requires, a reference to a group of persons.
- (4) References to any legislation include any amendments to, or any regulations, orders in council or other instruments made under, such legislation and include any corresponding replacement legislation and any amendments to, or any regulations, orders in council or other instruments made under, such replacement legislation.
- (5) Where any dispute arises as to the interpretation of these Rules, the Executive shall issue a final interpretation by way of Resolution.

### **3 Objects of the Association**

- (1) The Charitable Purposes within New Zealand for which the Association is established, and in pursuit of which any income, benefit or advantage of the Association must be used, are:
  - (a) to promote the advancement of education by working to maintain and improve the student experience and wellbeing of its Members and other Students at the University of Auckland, including by representing its Members and other Students at the University on some of the University's highest decision-making bodies and organising, providing, and promoting activities, events, services and opportunities likely to be beneficial to or of interest to Students;
  - (b) to promote the relief of poverty and the welfare of its Members and other Students at the University of Auckland by providing, and/or promoting or facilitating, access to basic necessities (including food, clothing and medical and other health-related services) for poor, needy or low income Students (for example, through the provision of a food bank for such students and/or financial assistance to enable such students to afford basic necessities, in particular where such support is not otherwise available to such students);
  - (c) to undertake, endorse and support activities and events aimed at promoting and enhancing the student experience, welfare and wellbeing of its Members and other Students at the University of Auckland; and



- (d) to assist other charities and to advance any other exclusively Charitable Purposes that the Executive or the Membership considers it desirable to assist or advance.
- (2) Subject to maintaining the charitable status of the Association and the requirement that the Objects must be read and construed in a manner that is consistent with such status and with the Association's registration as a charitable entity under the Charities Act, the Objects are to be read and construed:
  - (a) as widely and liberally as possible; and
  - (b) as principal objects of the Association.
- (3) In accordance with the Association's incorporation under the Incorporated Societies Act, its charitable status and its registration as a charitable entity under the Charities Act, the Association is not established, and must not operate, for the private pecuniary profit of any individual (and in particular for the pecuniary gain of its Members).
- (4) For the avoidance of doubt, Rule 3(3) does not preclude:
  - (a) the Association benefitting its Members or other Students, or any other person, in the course of pursuing its Objects; or
  - (b) the Association paying or providing consideration to any person, including any Member or other Student, for the supply of any goods and/or services (including any lending or other financial services) to or for the benefit of the Association in the course of pursuing its Objects, provided that the consideration is not more than a reasonable market or arm's length amount for the supply.

#### **4 Te Tiriti o Waitangi and Ngā Tauira Māori**

- (1) The Association will give effect to Te Tiriti o Waitangi and its principles, insofar as they can be applied to the business and affairs of the Association, and in particular must comply with Rule 4(4).
- (2) The text of both the Te Reo Māori and English versions of the Treaty of Waitangi as set out in the First Schedule to the Treaty of Waitangi Act 1975 is deemed to be incorporated by reference into these Rules and will be treated as the text of Te Tiriti for the purposes of these Rules.
- (3) In the event of any inconsistencies or inaccuracies in translation as between the Te Reo Māori and English versions of Te Tiriti and The Treaty, the Te Reo Māori version will prevail.
- (4) In order to give effect to Te Tiriti and its principles, the Association shall use its best endeavours to maintain a Memorandum of Understanding (or similar document, however described) with Ngā Tauira Māori which shall be deemed to be incorporated by reference into these Rules and binding on the Association. The

Memorandum of Understanding may be replaced, repealed or amended by agreement between the Executive and the executive (or equivalent governing body) of Ngā Tauira Māori, provided that the replacement, repeal or amendment is approved by Resolution of the Executive, carried by a Supermajority, and any agreed replacement or amendment must be recorded in writing by the parties.

## **5 The Association's Relationship with AUPISA**

The Association shall use its best endeavours to maintain a Memorandum of Understanding (or similar document, however described) with AUPISA which shall be deemed to be incorporated by reference into these Rules and binding on the Association. The Memorandum of Understanding may be replaced, repealed or amended by agreement between the Executive and the executive (or equivalent governing body) of AUPISA, provided that the replacement, repeal or amendment is approved by Resolution of the Executive, carried by a Supermajority, and any agreed replacement or amendment must be recorded in writing by the parties.

## **6 Powers of the Association**

- (1) Subject to the requirements and restrictions under these Rules and any other applicable law, the Association has the widest powers possible under New Zealand law to do all things it deems necessary or expedient to advance its Objects, including:
  - (a) full capacity to carry on or undertake any activity, do any act, or enter into any transaction in order to advance its Objects (including, for the avoidance of doubt, the power to raise or borrow money, upon security or otherwise); and
  - (b) for the purposes of Rule 6(1)(a), full rights, powers, and privileges,and the Association's powers will not be limited or restricted by any principle of construction or rule of law or legislative power or provision except to the extent that it is obligatory.
- (2) The Association may join with any other person, including the University and any other association or body corporate, in order to advance any of its Objects, by way of deed or other contractual agreement or otherwise.

# **PART II**

## **Membership**

## **7 Categories of Members**

- (1) There are two categories of Members, namely:
  - (a) Student Members; and
  - (b) Life Members.

- (2) All such Members may exercise the privileges and rights of membership and, subject to the Incorporated Societies Act and any other applicable law, no such Member will be liable for any debt, liability or expense of the Association on account of their position as a Member.
- (3) In relation to Student Members, all Students of the University are entitled to become Members of the Association, and will become Members of the Association upon completion and submission to the Association of a properly completed application form (whether hard copy or electronic) designated for that purpose by the Executive.
- (4) In relation to Life Members:
  - (a) all Presidents of the Association, upon relinquishment of Office, are entitled to become Life Members, provided that they consent to becoming a Life Member; and
  - (b) any other person, whether currently or previously a Member of the Association or not, whom the Executive considers, on reasonable grounds, should be appointed a Life Member on account of their commitment and service to the Association and its Objects is entitled to become a Life Member, provided that the appointment of any such person as a Life Member must be approved by a Resolution of the Executive and the Resolution must record the Executive's grounds for the appointment, and the person must consent to becoming a Life Member.

## **8 Duration and Cessation of Membership**

- (1) A person ceases to be a Member immediately upon:
  - (a) their death; or
  - (b) the Association's receipt of a Notice from the person stating their desire to resign their membership; or
  - (c) in the case of persons who attain membership as Student Members; the earlier of:
    - (i) the Association Secretary determining, based on a Notice from the person or otherwise, that the person is not, and will not become, a Student for the current Association Year; or
    - (ii) the fourth anniversary of the person attaining membership as a Student Member.
- (2) For the avoidance of doubt, cessation of membership does not preclude a person from subsequently becoming a Member (including a Life Member).

## **9 No Membership Subscription, Fee or Levy**

No subscription, fee, or levy will be charged to any person seeking to become or remain a Member of the Association.

## **10 Exercise of Powers by the Membership**

- (1) The Membership is entitled:
  - (a) to exercise certain powers, and direct the Executive in relation to its exercise of the Association's powers, through Resolutions at General Meetings held in accordance with these Rules; and
  - (b) in conjunction with any other participating Students, elect the Executive (which conducts and controls the business and affairs of the Association on behalf of the Members) through voting at Annual Executive Elections and Executive By-elections held in accordance with these Rules.
- (2) Subject to the requirements and restrictions under these Rules and any other applicable law, the Membership may exercise the following powers at a General Meeting:
  - (a) to amend, repeal, replace and adopt new provisions of these Rules;
  - (b) to remove any member of the Executive through a motion of no confidence in that member, provided that the motion of no confidence must be approved by a Resolution of Members carried by a Supermajority and that prior notice be given to the member of the Executive, in accordance with natural justice;
  - (c) to receive the Annual Report of the Association for each Association Year (which is to be received at the next Annual General Meeting after the end of the relevant reporting period or, if that is impossible or not reasonably practicable, at a Special General Meeting held as soon as reasonably practicable after that Annual General Meeting);
  - (d) to receive the audited accounts/financial statements for the Association for each Financial Year as referred to in Rule 48 (which are to be received at the next Annual General Meeting after the end of the relevant reporting period or, if that is impossible or not reasonably practicable, at a Special General Meeting held as soon as reasonably practicable after that Annual General Meeting);
  - (e) to receive the results of the Annual Executive Election and any Executive By-elections conducted to elect members of the Executive (which are to be received at the next General Meeting after the relevant election);
  - (f) to approve the appointment of auditors of the Association, who must be duly qualified as Chartered Accountants within the meaning of the New

Zealand Institute of Chartered Accountants Act 1996 and meet any applicable requirements under the Charities Act, who shall remain as the Association's auditors until changed by a later Resolution of Members at a General Meeting;

- (g) to confirm and approve the minutes of any previous General Meeting; and
- (h) to approve, or direct the Executive in relation to, any other business or matter properly put to the Membership at a General Meeting.

## **11 Membership Register**

- (1) The Association Secretary shall keep and maintain a Membership Register containing a list of all Members for any Association Year which shall record the following information for each Member:
  - (a) the legal name of the Member;
  - (b) the category of membership (Student Member or Life Member);
  - (c) the date that they became a Member of the Association;
  - (d) relevant contact details for the Member (at a minimum, a phone number and/or email address); and
  - (e) for Student Members, their University identification number and any other University identification information; and
  - (f) any other Member detail that the Association is required to include as part of its membership records.
- (2) The Association Secretary shall only provide access to the Membership Register to those members of the Executive and Association personnel who require access to the Membership Register for the purpose of their role and work for the Association.
- (3) Any member of the Executive running for election for another Association Year shall not be permitted to access the Membership Register while campaigning.
- (4) Members must Notify the Association of any changes to their details, for the purpose of updating the Membership Register and, in the case of Student Members, confirming their status as Students.
- (5) Upon request, Members will be given reasonable and prompt access to, or confirmation of, their personal details included on the Membership Register or included as part of any other records maintained by the Association.

## **12 Documents and Information Available to All Members**

- (1) The Association-Secretary shall ensure that the following documents and information are made available to all Members of the Association at all times:

- (a) the Rules;
  - (b) any Policies adopted by the Executive;
  - (c) the Association's Memoranda of Understanding (or equivalent documents) with Ngā Taura Māori, AUPISA and other Officially Recognised Student Groups, Faculty and School Associations who are members of the Student Council;
  - (d) the latest versions of all documents referred to in Rule 47;
  - (e) the minutes of all General Meetings;
  - (f) the results of all Annual Executive Elections and By-elections conducted in accordance with these Rules; and
  - (g) any other document or information that the Executive determines, by Resolution, is to be made available to all Members.
- (2) The Association Secretary shall also be responsible for ensuring that any relevant forms or notices mentioned under these Rules are made available to all Members at all times.
- (3) The Association Secretary's responsibility to ensure that the documents and information referred to in this Rule 12 be made available to all Members means that, at a minimum and without derogating from any other Notice requirements in relation to the relevant document or information under these Rules, the Association Secretary must:
- (a) upload, or direct their delegate to upload, the relevant document or information to the Association's website; and
  - (b) if reasonably practicable, post, or direct their delegate to post, the relevant document or information, or notification that the document or information can be found on the Association's website, to the Association's social media.

## **PART III**

### **General Meetings**

#### **13 General Meetings**

- (1) There are two kinds of General Meetings, namely:
  - (a) Annual General Meetings; and
  - (b) Special General Meetings.
- (2) General Meetings may be held by a quorum of Members:

- (a) being assembled together at the time and place (being a place on, or as close as possible to, the University campus that is suitable for such a meeting) appointed for the meeting; or
- (b) participating in the meeting at the time appointed for the meeting by means of audio, or audio and visual, or electronic communication, so long as such means facilitate the identification of participants as Members, enable all participants in the meeting to hear each other during the meeting and enable votes to be cast by participants; or
- (c) a combination of both of the methods described in paragraphs (a) and (b);

provided that unless it is impossible or not reasonably practicable to do so an Annual General Meeting must involve, or include, assembly together at the time and place appointed for the meeting under paragraph (a), and provided also that a General Meeting must not be held exclusively by other means under paragraph (b) unless such means are reasonably accessible to all Members. References in these Rules to Members attending or being present at a General Meeting include participation in a meeting by other means under paragraph (b)

- (3) The quorum for all General Meetings will be at least eighty Members present at the opening of the meeting, or where the Membership of the Association is less than one hundred, at least 10 of the Members present at the opening of the meeting.
- (4) If the necessary quorum is not present within 30 minutes of the time appointed for the opening of the General Meeting, the meeting may not open, no business may be discussed or dealt with, and the meeting will be void for all purposes. No General Meeting will lapse for want of quorum once opened.
- (5) General Meetings will transact business by means of Resolutions of the Members, for which purpose:
  - (a) every Member attending a General Meeting will be entitled to one vote; and
  - (b) Member voting on any matter will be by way of:
    - (i) voice (with the outcome to be declared by the Chair); or
    - (ii) if so determined by the Chair, show of hands (with the outcome to be declared by the Chair); or
    - (iii) if so determined by the Chair, ballot or division (with the outcome to be declared by the Chair); or
    - (iv) in the case of a meeting involving participation by audio, or audio and visual, or electronic communication, by electronic ballot or by other suitable means as determined by the Chair; or

- (v) if so determined by the Chair, a combination of the methods described above.
- (6) The Chair of all General Meetings will be the President or, in their absence, the next available Officer or member of the Executive listed after the President in these Rules. Where no members of the Executive are present, the Members at the meeting may resolve to appoint any Member present as Chair for the duration of that meeting.
- (7) Members must be given no less than ten days' Notice of the date and time at which, and the place at which and/or the means by which, a General Meeting will be held, such Notice to be issued by the Association Secretary.
- (8) No General Meeting will be void, or any business at such meeting invalidly transacted, by reason of any Member not being aware of the meeting, provided all Notice requirements under these Rules were met.
- (9) The Association Secretary, or their delegate, will be responsible for recording all business transacted at General Meetings in the minutes for such meetings and a copy of such minutes must be promptly made available to all Members.
- (10) General Meetings will, subject to the provisions of these Rules, be empowered to regulate their own procedure in accordance with rulings of the Chair.

#### **14 Annual General Meetings**

- (1) An Annual General Meeting will be held each Association Year during a teaching week before the mid-semester break of Semester Two.
- (2) Each Annual General Meeting will be called by a Notice to all Members issued by the Association-Secretary pursuant to a Resolution of the Executive that determines the date and time at which, and the place at which and/or the means by which, the meeting is to be held.
- (3) Each Annual General Meeting will transact all applicable business noted in these Rules including any general business which may be raised at an Annual General Meeting.

#### **15 Special General Meetings**

- (1) Special General Meetings may be called at any time during a teaching week in Semester One or Two to transact any business for which a General Meeting may validly be called, by either:
  - (a) a Resolution of the Executive directing the Association Secretary to issue a Notice to Members calling a Special General Meeting that states the date and time at which, and the place at which and/or the means by which, the meeting is to be held, and the business for which the meeting is being called; or
  - (b) at least fifty Members presenting a signed petition to the Executive to call a Special General Meeting that states the business they wish to have



transacted, in which case a Special General Meeting must be called as soon as reasonably practicable and the Executive must direct the Association Secretary to issue a Notice to Members calling the meeting that states the date and time at which, and the place at which and/or the means by which, the meeting is to be held and the business raised by the petitioning Members and, if applicable, any business raised by the Executive, for which the meeting is being called.

- (2) Each Special General Meeting will only transact any business of the type noted in Rule 10(2) that has been Notified when the meeting was called.

## **16 Administration of General Meeting**

The Executive shall be empowered to adopt Standing Orders and any other Policies in relation to the administration of General Meetings.

# **PART IV The Executive**

## **17 Officers of the Association**

The Officers of the Association shall be:

- (1) the President;
- (2) the Education-Vice President;
- (3) the Treasurer-Secretary;
- (4) the Engagement Vice-President; and
- (5) the Welfare Vice-President

whose detailed roles and responsibilities as Officers (in addition to any general and specific roles and responsibilities under these Rules) will be specified by way of Policy.

## **18 Members of the Executive**

The members of the Executive are:

- (1) all Officers under Rule 17;
- (2) the Women's Rights Officer, who must be a self-identifying woman;
- (3) the Queer Rights Officer, who must be a self-identifying Queer Person;
- (4) the International Students' Officer, who must be an International Student;
- (5) the Postgraduate Students' Officer, who must be a Postgraduate Student;

- (6) the Pacific Island Students' Officer, as appointed or elected under the rules of AUPISA;
- (7) both Tumuaki of Ngā Tauria Māori (also referred to as the Māori Student Officers), as appointed or elected under the rules of Ngā Tauria Māori, who shall have one vote which must be exercised jointly, unless only one Tumuaki attends a meeting of the Executive in which case they may exercise the vote unless Ngā Tauria Māori has determined otherwise; and
- (8) after an Annual Executive Election has been held, the President-elect (provided they are not already a member of the current Executive), who shall not have the power to vote;

whose detailed roles and responsibilities as members of the Executive (in addition to any general and specific roles and responsibilities under these Rules) will be specified by way of Policy.

## **19 Disqualification of Executive Members and Other Officers**

The members of the Executive under Rule 18 and any other person treated as an officer of the Association for the purposes of the relevant legislation (for example, the Association Secretary), must not be disqualified from acting as an officer of a society incorporated under the Incorporated Societies Act or as an officer of a charitable entity registered under the Charities Act, and:

- (1) a person who is so disqualified is not eligible for election or appointment, or to hold office, as a member of the Executive or as an officer of the Association for the purposes of the relevant legislation; and
- (2) a person who becomes so disqualified after they take office as a member of the Executive or as an officer of the Association for the purposes of the relevant legislation will immediately cease to hold such office.

## **20 General Powers of the Executive**

- (1) Subject to the provisions of these Rules, the conduct and control of the business and affairs of the Association is vested in the Executive, which has:
  - (a) full and complete power over and control of all business and activities of the Association, and may exercise any and all of the powers of the Association in order to advance and achieve its Objects;
  - (b) the power to control and invest the funds of the Association, and shall, in accordance with any Policies it may adopt concerning financial matters, authorise all expenditure; and

- (c) the power to authorise execution, signing or endorsement (by way of affixing of the Common Seal or otherwise) of securities and other documents, receipts, releases and discharges.
- (2) Except as provided for by these Rules, the Executive will transact its business at meetings of the Executive and decide on matters by way of Resolutions at such meetings.
- (3) The Executive may transact any of its business outside of a meeting of the Executive by way of Resolution in writing, signed or approved in writing (by email or by other secure electronic means) where the Executive sees fit, provided that all members of the Executive have been given prior Notice of such business and a reasonable opportunity to consider and determine their position on the matter before any such Resolution is signed or approved. A written Resolution signed or approved in writing by all members of the Executive shall be conclusive evidence that the requirements of that proviso have been met.
- (4) The Executive may delegate any or all of its privileges, powers and controls in relation to the business and affairs of the Association to a Sub-Committee of the Executive or a member of the Executive, provided that:
  - (a) the Resolution delegating to any Sub-Committee contains terms of reference which state:
    - (i) the name of the Sub-Committee;
    - (ii) the purpose of the Sub-Committee;
    - (iii) the reporting requirements, if any, of the Sub-Committee;
    - (iv) the chair and membership of the Sub-Committee and the manner for appointments, replacements, and the removal of members (as applicable);
    - (v) the lifespan of the Sub-Committee or, alternatively, the fact that the Sub-Committee is to be a standing Sub-Committee of the Executive; and
    - (vi) any further matters pertinent to the good governance and efficient administration of the Sub-Committee and the activities and affairs of the Association; and
  - (b) the Resolution delegating to any Executive member contains equivalent terms of reference, to the extent applicable to the delegation; and
  - (c) the Executive remains ultimately responsible for any or all of its privileges, powers and controls in relation to the business and affairs of the Association and must oversee any such delegation, and may amend or discontinue any such delegation at any time.

- (5) The Executive may adopt, amend and repeal from time to time any policy instrument consistent with these Rules (including any standing orders, regulations, terms of reference, guidelines or procedures) to aid in the administration and business of the Executive and the Association, in order to advance and achieve the Association's Objects.

## **21 Nature and Term of Executive Service**

- (1) Members of the Executive:
  - (a) have a governance role, in respect of which they are not remunerated by the Association but are entitled to be reimbursed for any expenditure properly incurred, or to be incurred, in undertaking that role; and
  - (b) may also have a role in providing management or other services to the Association, for which they may be remunerated by the Association and are entitled to be reimbursed for any expenditure properly incurred, or to be incurred, in undertaking that role;

and prior to the commencement of their office, each member-elect or other new member of the Executive will enter into an agreement with the Association regarding their role or roles and any remuneration for services.

- (2) All members of the Executive elected or appointed under these Rules shall serve on the Executive for the Association Year, or remainder of the Association Year, in respect of which they sought and attained election or were appointed.
- (3) Subject to the Incorporated Societies Act and any other applicable law, an Executive member (including any former Executive member):
  - (a) will not be liable for any loss suffered or incurred by the Association arising from any act or omission of the relevant person in carrying out their role as an Executive member or from any act or omission of the relevant Executive;
  - (b) is entitled to be indemnified by the Association for any expense, liability or loss that they suffer or incur in relation to carrying out their role as an Executive member (including defending or settling any claim or proceeding); and
  - (c) may be covered by insurance effected by the Association in respect of any such expense, liability or loss;

provided that in each case such limitation of liability, indemnification and insurance shall not extend to any expense, liability or loss attributable to any criminal act, fraud, dishonesty or other act of bad faith on the part of the relevant person or to other conduct of that person that they knew to be in breach of their obligations as an Executive member.

## **22 Executive and Executive Members' General Obligations**

The members of the Executive, and the Executive as a whole, shall:

- (1) act in good faith and in the best interests of the Association;
- (2) exercise their powers exclusively to achieve or advance the Objects of the Association;
- (3) not allow or cause the Association's business and affairs to be carried out in such a way as to likely create a substantial risk of serious loss to the Association or its creditors and Members;
- (4) take due care, diligence and skill, being the care, diligence and skill that a reasonable Executive member, and a reasonable Executive, would exercise in the same circumstances;
- (5) ensure the Association can pay all its debts and has more assets than liabilities; and
- (6) comply, and ensure that the Association complies, with the Incorporated Societies Act and the Charities Act, and any other applicable legislation.

## **23 Executive's Obligation to consult Advisory Board**

- (1) The Executive must consult with, and receive and seriously consider the advice of, the Advisory Board before exercising its powers in relation to any of the following:
  - (a) the loaning or donating of any assets or the incurring of any liabilities on behalf of the Association that a reasonable Member would expect the Executive to consult the Advisory Board on;
  - (b) the liquidation or any other form of winding up or dissolution of any Association-owned or Association-controlled entities (for example, companies, incorporated societies or trusts);
  - (c) restructuring affecting officers, employees or other personnel of the Association;
  - (d) pursuing any party for a cause of action on behalf of the Association or defending the Association against any cause of action brought by any party in a mediation, Tribunal proceeding, Court proceeding, or any other such proceeding;
  - (e) entering into any deed or other contractual agreement with the University of Auckland; or
  - (f) any matters of such legal or commercial significance to the Association in respect of which any reasonable Member would expect the Executive to consult with the Advisory Board; and

- (g) any other matters in respect of which the Advisory Board is required to be consulted under these Rules.
- (2) For the avoidance of doubt, nothing in this rule prevents the Executive from exercising its powers contrary to the advice given by the Advisory Board.

## **24 Executive Meetings**

- (1) The Executive must meet at least once per month during the Association Year.
- (2) The Executive will determine the dates and times, and the places at which and/or means by which, it will meet, within the requirements of these Rules, provided that:
  - (a) the Executive may permit its members to participate in any meeting of the Executive by means of audio, or audio and visual, communications instead of or in addition to attending a place set for the meeting (and any members participating in this way must be treated as attending the meeting), provided that such communications enable all attendees to hear each other at all times;
  - (b) all Executive members must generally be provided with at least two days' Notice of any meeting of the Executive (by way of Notice of a schedule of meetings or Notice of the particular meeting);
  - (c) all Executive members must be provided with at least one day's Notice of, in general terms, the nature of the business to be transacted at any meeting;
  - (d) the President may call an emergency meeting, which may be held exclusively by suitable audio, or audio and visual communications and in respect of which all Executive members must be given as much notice as possible if:
    - (i) the business to be transacted is of such urgency that it is impossible or not reasonably practicable for the Executive to deal with the matter at the next regular meeting of the Executive; and
    - (ii) it is impossible or not reasonably practicable to comply with Rules24(2)(b) and (c).
- (3) The Association Secretary will be entitled to attend, and be Notified of, all Executive meetings, but will not be entitled to vote (in their capacity as Association Secretary) and may be excluded by the Executive from part of a meeting
- (4) Executive meetings will be Notified to Members and all Members of the Association, and members of the public, shall be entitled to attend Meetings of the Executive (including by audio, or audio and visual, communications, if the Executive so determines), except where an emergency meeting is called that cannot reasonably facilitate Member attendance or the Executive resolves to move into a Committee of the Whole, which the Executive may resolve to do if it considers that:

- (a) the business to be discussed concerns commercially or legally sensitive information pertaining to the Association; and/or
  - (b) the business to be discussed pertains to an individual or particular group of individuals such that a public meeting of the Executive would be fundamentally unfair.
- (5) Nothing in Rule 24(4) allows the Executive to not disclose in the minutes of its meetings any motions where the Executive has loaned or expended any of the Association's funds or incurred any liability on behalf of the Association.
- (6) The Chair of all meetings of the Executive shall be the President and, in their absence, whoever the Executive chooses to be Chair.
- (7) Except as specified in Rule 18, each member of the Executive attending an Executive meeting is entitled to one vote on any motion at the meeting, and the quorum for commencing and continuing Executive meetings shall be members in attendance who carry more than half of the total number of votes of members of the Executive.

## **25 Cessation of Executive Membership and Vacancies**

- (1) Members of the Executive shall cease to be members of the Executive and cease to hold any other roles they have by virtue of being a member of the Executive when:
  - (a) they complete their term of service;
  - (b) they miss more than two meetings of the Executive without being excused by a motion of leave being granted by the Executive;
  - (c) they give Notice resigning from their office to the President (or, in the case of the President, to the Association Secretary), provided that at least two weeks' notice is given before the effective date of their resignation;
  - (d) they are removed from office by the Membership by way of a motion of no confidence at a General Meeting;
  - (e) they die; or
  - (f) they become disqualified from holding office under Rule 19.
- (2) In the event of a vacancy arising in relation to any position on the Executive other than the President during an Association Year or prior to the Executive taking office, the Executive must:
  - (a) if the vacancy arises more than six months before the term of office for the Executive position would end, call for a by-election to be held as soon as practicable during Semester One or Semester Two to fill the vacancy and delegate functions and responsibilities of the vacated position to other Executive members in the interim; or

- (b) if the vacancy arises less than six months before the term of office for the Executive position would end, appoint any Member of the Association to that Executive role provided that they are eligible to be a member of the Executive under these rules.
- (3) Members appointed by the Executive under Rule 25(2) shall exercise all duties, functions, powers and privileges of the Executive position to which they have been appointed until the end of the remainder of term of office for that Executive position.
- (4) In the event of a vacancy in the office of President, the Executive must appoint an Executive member as Acting President for either the remainder of the Association Year or, in the event that the President is temporarily unable to fulfil their duties, until the President is able to fulfil their duties, at the discretion of the Executive. The Executive member assuming the office of Acting President for the remainder of an Association Year shall then resign their original office and Rule 25(2) will apply to the vacancy in relation to their original office.
- (5) For the avoidance of doubt, the Acting President may exercise all duties, functions, powers, privileges and responsibilities of the office of President.

## **PART V**

### **Executive Elections and By-Elections**

#### **26 Elected Positions on the Executive**

All positions on the Executive shall be elected positions, except for:

- (1) the Tumuaki of Ngā Tauira Māori, also known as the Māori Students' Officers, who are appointed or elected by Ngā Tauira Māori in accordance with its rules; and
- (2) the Pacific Islands Students' Officer, who is appointed or elected by AUPISA in accordance with its rules.

#### **27 Voting Eligibility and Means of Voting**

- (1) All Members and other Students are eligible to vote for candidates to fill each elected position on the Executive, either through the Annual Executive Elections or any Executive By-elections.
- (2) Such elections will be conducted by way of a general ballot, electronic and/or paper based, as the Executive shall determine, acting reasonably.
- (3) Members and other Students participating in such elections will be entitled to vote for any candidate for any elected position, to vote no confidence in all candidates for any elected position, or to not vote in relation to any elected position.



## **28 Eligibility to Run for Election**

- (1) Any Member shall be eligible for nomination for election (including re-election), and for election, to an elected position on the Executive provided that:
  - (a) at the time of their nomination they are still a Student at the University;
  - (b) they complete and submit to the Association a nomination provided by the Association Secretary;
  - (c) they are not disqualified, and do not become disqualified, from holding office under Rule 19; and
  - (d) they satisfy any other requirements, including completing and submitting any further documents, that may be reasonably set by the Executive (for example, to enable the Association to comply with any legislative obligation and/or any relevant requirements agreed between the Association and the University).
- (2) Where any disputes arise as to whether or not a Member is eligible for nomination for election or re-election, the Executive shall instruct the Association Secretary to investigate. The decision of the Executive shall be final.

## **29 Annual Executive Elections Process**

- (1) The Executive shall be responsible for:
  - (a) setting down the dates and times for when the Annual Executive Elections will occur, provided that the dates and times are in a teaching week of Semester Two of the Academic Year;
  - (b) setting down the dates and times for when nominations for the Annual Executive elections shall open and close;
  - (c) appointing a Returning Officer;
  - (d) adopting Policies necessary or expedient to ensure the smooth running of the elections process, including for example rules regarding the conduct of candidates when campaigning; and
  - (e) ensuring that all Members are given Notice of all of the above matters, at a time or times prior to the dates and times set down for the Annual Executive Elections that will give Members a reasonable opportunity to consider and submit nominations and otherwise prepare for the elections.

- (2) For the avoidance of doubt, the Executive has full power to adopt Policies that set expectations of behaviour for candidates seeking office and any other reasonable requirements.

### **30 Determining and Declaring Election Results**

- (1) At the conclusion of polling, the Returning Officer shall have all votes counted and recounted immediately and will, as soon as is practicable, give to the Association Secretary the results, which the Association Secretary shall include in a Notice confirming the person elected to each elected position on the Executive, if any, and a statement as to the number of valid votes cast for each candidate, and any options of “no vote” and “no confidence” cast for each position. The highest polling candidate will be elected unless the vote for no confidence polled higher, in which case a casual vacancy will immediately exist.
- (2) Only the Returning Officer and the candidates’ scrutineers shall be present at the counting and recounting of votes, which is to take place in a room and at a place to be determined by the Returning Officer. No other person shall be present unless the Returning Officer has approved their presence.
- (3) In the case of an electronic general ballot, votes will be retained by the electronic voting system used to facilitate the relevant election for three weeks after the conclusion of polling, for the determination of any enquiry or dispute arising out of the election. The record of votes shall be deleted at the end of the three week period or at the end of such further period as is required to resolve any enquiry or dispute arising out of the election.
- (4) In the case of a paper general ballot, votes will be retained in a packet which shall be securely fastened and sealed with the signature of the Returning Officer and at least one other assistant to the Returning Officer, which shall be used for the determination of any enquiry arising out of the election. The record of votes shall be destroyed at the end of the three week period or at the end of such further period as is required to resolve any enquiry or dispute arising out of the election.
- (5) The record of votes, whether captured electronically or through paper, may be kept for longer than three weeks, and for as long as the Executive determines necessary, after the conclusion of polling where the Executive receives a dispute and considers it necessary to conduct an enquiry.

### **31 Disputes regarding Election Results**

- (1) Any candidate submitting a signed form to the Association Secretary with the signatures of fifty Members, or any Member submitting a signed form to the Association Secretary with the signatures of one hundred Members, may, so long as they do so within five days of the Annual Executive Elections closing:
  - (a) request the Executive to procure a recount of the votes for the election of any Executive position, by appointing an independent scrutineer to conduct a recount, where the candidate or Member has reasonable grounds to suggest that the results of the election were counted incorrectly; and/or

- (b) request the Executive to hold a new election in respect of any Executive position, where the candidate or Member has reasonable grounds to suggest that:
    - (i) the winning candidate met one or more of the bases for disqualification under Rule 19 but was never disqualified; and/or
    - (ii) the Returning Officer acted in a manner that would cause any reasonable Member to doubt that they acted fairly and impartially and that the winning candidate was knowingly and materially advantaged as a result.
- (2) The Executive, with all members of the Executive seeking re-election for the particular role or roles in question abstaining, must act according to the principles of natural justice and determine its position by Resolution setting out their reasons for procuring or not procuring a recount of votes or holding or not holding a new election for any particular Executive position.
- (3) Any new election shall be held and administered in a manner consistent with the provisions of these Rules, and any relevant Policies, relating to Annual Executive Elections.

## **32 By-elections**

- (1) A by-election will be called where:
  - (a) an Executive member ceases to hold office more than six months before the term of office for their Executive position would have ended; or
  - (b) a casual vacancy arises by way of no nominations being received for an Executive position in the Annual Executive Elections, or by way of a vote of no confidence receiving the highest polling in relation to an Executive position in the Annual Executive Elections.
- (2) The Executive will be responsible for setting dates and times to receive nominations and for the by-election to be held, to appoint a Returning Officer and to adopt Policies to enable the smooth running of the by-election, provided that any by-election must take place during a teaching week of the Academic Year and provided also that any by-election shall be held and administered in a manner consistent with the provisions of these Rules, and any relevant Policies, relating to Annual Executive Elections.

## **33 Returning Officer's power to Interpret**

The Returning Officer for either the Annual Executive Elections or any By-election shall have the power to interpret and act at their discretion under this Part of these Rules.

## **PART VI**

### **Student Groups and the Student Council**

#### **34 Official Recognition of Student Bodies and Groups**

- (1) The Association will work with the University in relation to the ongoing support of Student bodies and groups, and in particular Officially Recognised Student Groups, and for this purpose may enter into any deed or other contractual agreement, or any other arrangement, with the University.
- (2) The official recognition of any Student body or group so that it becomes an Officially Recognised Student Group, and the withdrawal of any such recognition, will be conducted by the University's Clubs Support Committee, or its succeeding body, in accordance with that body's terms of reference and/or any other policies, procedures or other instruments developed jointly by the Association and the University in relation to that committee and/or the official recognition of Student bodies and groups.
- (3) The Executive may adopt Policies to provide for the administration of official recognition of Student bodies and groups, provided that such Policy is consistent with these Rules and the Association's arrangements with the University.
- (4) No body or group of Students may receive a grant from Association funds, and the Association will not support the granting of any funds intended for the improvement of Students' experiences and the furthering of Students' interests, unless that body or group is an Officially Recognised Student Group or, in the Executive's opinion, it is a body or group that is capable of securing such official recognition.

#### **35 Powers and Functions of the Student Council**

- (1) There shall be a Student Council, the purpose of which shall be to help the Association determine the views, initiatives, and actions that the Association should take in relation to the Association's representation and action on the behalf of Students on issues of education, welfare or anything else that shapes or changes the overall student experience of Students while studying at the University.
- (2) The Student Council shall, in order to help the Association truly represent its Members and the Student community of the University of Auckland:
  - (a) help the Association determine its position, as an official Student representative on the University's highest decision-making bodies, in relation to all University-wide educational, welfare or overall student experience related issues;
  - (b) determine annually its recommended focus for the Association's campaigns on behalf of all Students;
  - (c) draw to the Executive's attention ways in which the Executive and the Association can better serve the interests of Students; and

- (d) review the performance of the Executive for their term of office.

### **36 Membership of the Student Council**

- (1) All members of the Executive shall be members of the Student Council.
- (2) All Faculty Associations, School Associations and other Officially Recognised Student Groups of a representative nature (including Ngā Taurua Māori and AUPISA) that have entered into, or are in the process of entering into, a Memorandum of Understanding with the Association establishing their membership of the Student Council shall be members of the Student Council, for which purpose any such association or group will be represented at Student Council meetings by their Presidents, including both or several co-Presidents where applicable or necessary, or analogous leaders (who may, where necessary, be represented by their designated alternates, who must be members of their organisation's Executive or analogous management or leadership committee).
- (3) The Association shall use its best endeavours to ensure that the Student Council includes Faculty Associations, School Associations and other Officially Recognised Student Groups of a representative nature that reflect and represent the diversity of the Student body.

### **37 Meetings of the Student Council**

- (1) The Student Council must meet at least once a month for all months which wholly or partly fall in either Semester One or Two but may meet more regularly at its discretion.
- (2) The date and time of Student Council meetings shall be:
  - (a) in the case of the first Student Council meeting of an Association Year, determined by, and Notified by or on behalf of, the President, with members of the Student Council being given at least ten days' Notice of the meeting;
  - (b) subsequently determined by a schedule of regular meetings made and circulated by the Education Vice-President, to be agreed at the first Student Council meeting of the Association Year;
  - (c) in the event that an emergency meeting is required, determined by, and Notified by or on behalf of, the President with members of the Student Council being given at least two days' Notice of the meeting; or
  - (d) where there has been a failure to have a Student Council meeting in accordance with these Rules, determined by at least three members of the Student Council who are members under Rule 36(2) giving at least ten days' Notice convening a meeting of the Student Council.
- (3) The Chair of all Student Council meetings shall be the President or, in their absence:

- (a) the Education Vice-President; or
  - (b) if the Education Vice-President is absent, an official representative of a member of the Student Council chosen by the Student Council at the meeting.
- (4) Each member of the Executive attending a Student Council meeting (excluding the Tumuaki of Ngā Tauira Māori) and the official representative or representatives of any association or group member of the Student Council at such a meeting (including the Tumuaki of Ngā Tauira Māori) will be entitled to one vote on any motion at the meeting, and the quorum for the commencement and continuation of all Student Council meetings shall be persons in attendance who carry more than half of the total number of votes on the Student Council.
- (5) The Student Council shall have the power to administer its own affairs and shall agree to a Terms of Reference and Standing Orders that the Executive shall either adopt as, or incorporate into, a Policy.
- (6) Meetings of the Student Council shall be conducted as a Committee of the Whole, such that all strangers not expressly granted speaking rights and the right to attend Student Council meetings shall be excluded.

### **38 Cessation of Student Council Membership**

Any association or group that is a member of the Student Council under Rule 36(2) shall cease to be a member of the Student Council if the association or group is wound up or its Memorandum of Understanding establishing Student Council membership with the Association is terminated and it is not in the process of entering into any new Memorandum of Understanding.

## **PART VII The Advisory Board**

### **39 Purpose, Functions and Powers of the Advisory Board**

- (1) There shall be an Advisory Board constituted to advise the Executive, to be comprised of volunteer experts with governance, administration, finance, legal and other relevant expertise, with whom the Executive shall consult when it considers that it requires assistance in relation to its governance of the Association or when such consultation is required under these Rules.
- (2) The Advisory Board will offer its advice to the Executive as it sees fit.
- (3) The purposes of the Advisory Board are to:
  - (a) help the Executive ensure that the Association is financially sustainable, legally compliant, and acting according to best practice;

- (b) hold the Executive to account in their governance decision-making, to ensure that the Executive's decisions are reasonable;
  - (c) hold and provide institutional knowledge and continuity regarding the Association; and
  - (d) supplement the knowledge of the Officers of the Association and other members of the Executive regarding governance, administration, finance and other legal, regulatory, and compliance matters relevant to the Association.
- (4) The Advisory Board shall have the power to convene an emergency meeting of the Executive to advise and consult the Executive as a whole if the Advisory Board considers that the Officers, who attend all Advisory Board Meetings on the behalf of the Executive as a whole, are not relaying, or are causing the Executive to not seriously consider, the advice given to the Executive by the Advisory Board, provided that the Chair of the Advisory Board must give a reasonable period of Notice to all members of the Executive through the Association Secretary.
- (5) For the avoidance of doubt, the Advisory Board shall not have the power to contravene, circumvent or disallow the Executive's exercise of any of its powers under these Rules, including where the Executive exercises any of its powers in a manner that is contrary to the advice of the Advisory Board.

#### **40 Advisory Board Obligations**

All members of the Advisory Board shall:

- (1) act in good faith and in the best interests of the Association;
- (2) take due care, diligence and skill in providing advice to the Executive, being the care, diligence and skill that a reasonable Advisory Board member would exercise in the same circumstances;
- (3) maintain confidentiality and the highest standards of professionalism; and
- (4) notify the Chair of any material conflicting personal interests or, in the case of the Chair having any material conflicting personal interest, notify the President.

#### **41 Membership of the Advisory Board**

- (1) There shall be at least three and no more than seven members of the Advisory Board who shall be appointed to that position by Resolution of the Executive for terms not exceeding three years.
- (2) All members of the Advisory Board must not be, and will immediately cease to be members if they become:
  - (a) an undeclared or declared bankrupt;

- (b) a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or subsequent enactment;
  - (c) prohibited from being an officer of an incorporated society or a charitable entity under the Incorporated Societies Act or the Charities Act;
  - (d) prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;
  - (e) guilty of any offence involving fraud or dishonesty; or
  - (f) subject to a property order made under the Protection of Personal and Property Rights Act 1988.
- (3) In making appointments to the Advisory Board, the Executive will:
- (a) make appointments on the basis of an applicant's:
    - (i) demonstrable expertise, knowledge and experience in relation to the governance of charitable entities and/or incorporated entities comparable to the Association;
    - (ii) capacity to provide insights and improvements regarding the Association's governance; and
    - (iii) suitability to the role, having regard to any other reasonable and proper criteria that the Executive may adopt;
  - (b) have regard to the desirability of ensuring that Advisory Board members have a range of desirable subject matter knowledge; and
  - (c) have regard to the desirability of ensuring that retirements from the Advisory Board are staggered in order to aid in preserving institutional knowledge and continuity.
- (4) The Chair of the Advisory Board shall be determined by the members of the Advisory Board.
- (5) Members of the Advisory Board are eligible to apply for reappointment at the end of their term of appointment.
- (6) Members of the Advisory Board are not compensated for their service on the Advisory Board but will be entitled to receive reimbursement of all reasonable expenses properly incurred in connection with their service as a member of the Advisory Board.



## **42 Meetings and Business of the Advisory Board**

- (1) The Advisory Board shall be empowered to adopt a board charter or similar document (however described), which it may amend, repeal or replace at its discretion, which regulates the nature of the Advisory Board's business, the procedure to be followed at any Advisory Board meetings and any other related matters as determined by the Advisory Board.
- (2) The Advisory Board shall provide its advice to the Executive as it sees fit, whether informally via email or other electronic written communication or via a Resolution adopted at a meeting.
- (3) The President and any other Officers shall:
  - (a) have the right to attend and speak at all Advisory Board meetings; and
  - (b) prepare for, attend and report to the Executive regarding meetings of the Advisory Board.
- (4) The Advisory Board will have the authority to regulate its own procedure at its meetings (including participation/attendance by way of suitable audio, or audio and visual, communications), provided that:
  - (a) all members of the Advisory Board and persons with a right of attendance be treated in accordance with the requirements of natural justice at all times; and
  - (b) no member of the Advisory Board is prevented from bringing a motion of no confidence in the Chair of the Advisory Board.
- (5) The Advisory Board meets as a Committee of the Whole, notwithstanding that all Officers are permitted to be in attendance.
- (6) The minutes and advice of the Advisory Board are, for the avoidance of doubt, confidential to the Executive and the Advisory Board, unless these Rules require otherwise or the Executive determines otherwise. No member of the public, Member or Student may request to see Advisory Board minutes or advice.

## **43 Cessation of Advisory Board Membership**

Members of the Advisory Board cease to be Members of the Advisory Board if they:

- (1) die;
- (2) submit their resignation in writing to the President or Chair of the Advisory Board;
- (3) become disqualified under Rule 41(2);
- (4) complete their term of office for which they were appointed, and do not obtain or are ineligible for reappointment; or

- (5) are removed by unanimous Resolution of the other members of the Advisory Board or the Executive, which removal may occur only because the member removed:
  - (a) has committed a material or sustained breach of their obligations under these Rules or their conditions of appointment; or
  - (b) is found by either the Advisory Board or the Executive to have acted in a fraudulent, dishonest or other manner which, in the opinion of the relevant body, brings or is likely to bring the Association into disrepute or otherwise frustrate the Association's pursuit of its Objects.

## **PART VIII**

### **Craccum**

#### **44 Provision of Craccum Magazine**

- (1) The Association provides and shall continue to provide to its Members a publication, currently called Craccum Magazine, which aims to cover content of interest to the Membership and Students at the University.
- (2) The Association shall provide Craccum Magazine through:
  - (a) the Craccum Administration Board which shall have the powers of, and be responsible to the Association for:
    - (i) appointing on the basis of merit, no earlier than after the Annual Executive Elections have finished and no later than two months before the commencement of Semester One, a single individual or two individuals to be Editor of Craccum, or co-Editors of Craccum, and to be employed by the Association in that role for the Association Year;
    - (ii) in conjunction with the Editor of Craccum, hiring a reasonably remunerated Craccum Editorial Team whose number shall be determined by the Craccum Administration Board having regard to the funding decided by the Executive, the requirements of producing Craccum, and the Association's obligations as an employer;
    - (iii) overseeing and administering the provision of Craccum and reviewing the performance of the Editor of Craccum and the Craccum Editorial Team;
    - (iv) directing the Editor of Craccum to issue a retraction and or apology where a complaint is, in the opinion of the Craccum Administration Board, substantiated, and otherwise dealing with formal written complaints made by any Member or other person about any material published in Craccum and to determine and administer an appropriate remedy, if any;

- (v) ensuring that Craccum observes best practice editorial and technical standards; and
- (vi) otherwise using its best endeavours to ensure that the Association is protected against any liabilities that it might otherwise incur as the publisher of a magazine publication;
- (b) reasonable funding, to be decided by the Executive in the adoption of an Annual Budget for each Financial Year in relation to the provision of Craccum Magazine; and
- (c) the provision of services by the Association's officers and other personnel which are required for the provision of Craccum Magazine.

#### **45 Craccum Administration Board**

- (1) The Craccum Administration Board shall be comprised of:
  - (a) the Engagement Vice-President;
  - (b) the Association Secretary;
  - (c) one independent industry expert in the fields of journalism, publication and content creation;
  - (d) one academic member of staff from the University who specialises generally in the field of journalism, communications or media studies; and
  - (e) the Editor or co-Editors of Craccum.
- (2) The Association's Information Technology, Design Manager and Commercial Marketing Manager (or other Association personnel having any such role, as determined by the Executive) and members of the Craccum Editorial Team shall have the right to attend and speak at Craccum Administration Board meetings but shall not, for the avoidance of doubt, have the right to vote in relation to Resolutions of the Craccum Administration Board.
- (3) The Executive shall appoint, by Resolution, one independent industry expert in the fields of journalism, publication and content creation and the one academic member of staff from the University who specialises generally in either journalism, communications or media studies on the Craccum Administration Board, for terms not exceeding three years. For the avoidance of doubt, these members may be reappointed at the Executive's discretion.
- (4) The Chair of the Craccum Administration Board shall be the Engagement Vice-President, or, in their absence or in substitution thereof, another member of the Craccum Administration Board chosen by the Craccum Administration Board.
- (5) Members of the Craccum Administration Board will cease to be Members when:

- (a) they die;
  - (b) they submit a letter of resignation to the Association Secretary;
  - (c) in the case of being a member appointed for a term, they finish their term;
  - (d) they become a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or subsequent enactment;
  - (e) they are found guilty of any offence involving fraud or dishonesty;
  - (f) they become subject to a property order made under the Protection of Personal and Property Rights Act 1988; or
  - (g) they removed by the Executive, by way of a Resolution carried by Supermajority, on the basis that they have deceived or misled the Association and the Craccum Administration Board or have abused their powers of office.
- (6) The Craccum Administration Board shall be empowered to regulate its own affairs, exercises of its powers and procedures at its meetings (including participation/attendance by way of suitable audio, or audio and visual, communications), provided that:
- (a) all exercises of the Craccum Administration Board's powers or any determinations or advice made or given are made by Resolution of the Craccum Administration Board, and noted in the minutes of its meetings and;
  - (b) all members of the Craccum Administration Board and persons with a right of attendance be treated in accordance with the requirements of natural justice at all times; and
  - (c) no member of the Craccum Administration Board is prevented from bringing a motion of no confidence in the Chair of the Craccum Administration Board.

## **46 Editorial Independence**

The Editor of Craccum shall have complete editorial independence to produce, procure and authorise the inclusion of any content in any issue of Craccum Magazine that they deem fit, insofar as it is consistent with these Rules.

## **PART IX**

### **General Administrative Provisions**

#### **47 Financial and Other Reporting Requirements**

- (1) The President or their delegate shall direct the relevant personnel of the Association, or engage with appropriately qualified persons or entities, to produce the following documents as soon as reasonably practicable following the end of the period to which the relevant document relates:
  - (a) an Annual Report of the Association for each Association Year, reporting on the Association's activities and outcomes achieved and meeting any applicable legislative or other requirements for such reports;
  - (b) audited accounts/financial statements for the Association for each Financial Year (including audited Annual Income Statement, Balance Sheet and Statement of Cash Flows, equivalent or similar information), which must meet any applicable legislative or other requirements and may include non-consolidated and consolidated/group accounts for the Association;
  - (c) any other financial or non-financial reports for any period that may be required of the Association by any New Zealand government organisations, the University or any other person pursuant to any legislation or any deed, contract or other arrangement.
- (2) The Association Secretary shall be responsible for ensuring that the above documents are provided to any New Zealand government organisations, the University or any other person in a timely manner.

#### **48 Accounts and Related Procedures**

The Association must have, and the Executive must ensure that it has, at all times:

- (1) an account or accounts with a bank or banks for the receipt and disbursement of all Association funds; and
- (2) documented procedures, by way of Resolution of the Executive or Policy, in relation to such accounts, the receipt and disbursement of funds and related matters.

#### **49 Record Keeping**

The Association must keep and maintain, and the Executive must ensure that it keeps and maintains, at all times, full and accurate legal, financial and other records in respect of the Association and all other matters (including all decisions, documents and proceedings) referred to under these Rules, in written form or in a form or in a manner that allows such records to be easily accessible and convertible into written form.

#### **50 Common Seal and Contracting**

- (1) Unless it is no longer required by law, the Association will have a Common Seal adopted by the Executive, which shall only be affixed to any deed, document or instrument in accordance with a Resolution of the Executive and in the presence of the Association Secretary and two Officers of the Association who shall thereupon sign such deed, document or instrument as attesting witnesses.
- (2) Notwithstanding that the Association may have a Common Seal, and subject to any other requirement or restriction under these Rules:
  - (a) a deed to be executed by the Association may be signed on its behalf by any two Officers of the Association acting in accordance with a Resolution of the Executive;
  - (b) any other contract or other obligation required by law to be in writing, and any other written contract or obligation to be entered into by the Association, may be signed on behalf of the Association by an Officer or another person acting under the express or implied authority of the Executive; and
  - (c) any other contract or other obligation may be entered into on behalf of the Association by an Officer or another person acting under the express or implied authority of the Executive.

## **51 Notices from/to the Association**

- (1) In relation to any requirement under these Rules for the Association or the Association Secretary, or any other officer or personnel of the Association, to give Notice to Members or to any Member or other individual or body:
  - (a) Notices to all Members:
    - (i) must be put onto, and accessible to Members on, the Association's website and, insofar as reasonably practicable, all relevant social media used by the Association at the relevant time;
    - (ii) must be put onto the Association's physical noticeboard maintained by the Association at the University, which the Association must continue to maintain unless the Executive determines that other means of notification are reasonably accessible to all Members;
    - (iii) insofar as reasonably practicable, must be advertised in an issue of Craccum; and
    - (iv) may be issued or brought to the attention of Members by email, post, posters and/or any other form of communication or media;

- (b) Notices to any particular Member or other individual or body may be emailed, delivered, posted or otherwise issued to any email, postal or physical address that has been provided by the Member (as recorded on the Membership Register or otherwise) or by the relevant individual or body (including any representative of such body) to the Association.
- (2) In relation to any requirement under these Rules for any Notice to be given to the Association, the Association Secretary, the Executive or any member of the Executive, or other officer or personnel of the Association, such Notice may be:
  - (a) emailed, delivered, posted or otherwise issued to the Association's Office or any other physical, postal or email address for communication recorded on the Incorporated Societies Act or Charities Act registers; or
  - (b) emailed, delivered, posted or otherwise issued to the Association's email, physical or postal address recorded on the Association's website, or, if expressly permitted by the Association, submitted via the Association's website or by any other means of written communication.

## **52 Association Secretary**

The Executive must, by Resolution, appoint the General Manager of the Association, or another suitably qualified Executive member or officer of, or person engaged by, the Association, to undertake the role and responsibilities of the Association Secretary under these Rules, provided that in the event of there being no appointed Association Secretary at any time, the Executive must take full responsibility for the role and responsibilities of the Association Secretary under these Rules.

# **PART X**

## **Application of Rules and Rule Changes**

## **53 Application of these Rules**

- (1) The Rules as set out in this Constitution come into effect once they have been registered under the Incorporated Societies Act following their approval by resolution at a General Meeting conducted under the previous rules dated 12 April 2019, and they repeal and replace all previous rules of the Association.
- (2) For the avoidance of doubt and unless the context requires otherwise, in relation to the transition to these Rules:
  - (a) all Members under the previous rules of the Association at the time these Rules come into effect remain as Members of the Association under these Rules (as if they had attained membership under Rule 7(3), except in the case of Life Members), unless and until their membership ceases under these Rules;

- (b) each member of the Executive and any other Office holder elected or appointed under those previous rules of the Association will continue to hold office until they cease to hold office under these Rules, by way of resignation or otherwise;
- (c) the Memorandum of Understanding between the Association and Ngā Tauria Māori immediately prior to these Rules coming into effect shall be the initial Memorandum of Understanding between Ngā Tauria Māori and the Association for the purposes of Rule 4(4);
- (d) the Memorandum of Understanding between the Association and AUPISA immediately prior to these Rules coming into effect shall remain in place as a Memorandum of Understanding between the Association and AUPISA, for the purposes of Rule 5;
- (e) all acts commenced under any previous rules are and will remain valid and may be completed in accordance with the previous rules as if those rules remained in force; and
- (f) any deed or other contractual arrangement, including any memorandum of understanding, that the Association has entered into with the University or any other association, organisation or person remains in effect, in accordance with its terms.

## **54 Changes to the Rules**

- (1) The Rules may be changed by adding to, amending or repealing any or all of the Rules by a Resolution of the Members at a General Meeting approving the change, which must be carried by a Supermajority, provided that:
  - (a) all Members must be Notified of, and given reasonable opportunity to review, any proposed change, for which purpose any proposed change must be Notified to Members no less than ten days prior to the relevant General Meeting;
  - (b) prior to Members being Notified in accordance with Rule 54(1)(a), the proposed change must be reviewed by an appropriately qualified solicitor engaged by the Executive to confirm that, in the solicitor's opinion, the change would not adversely affect the Association in relation to its incorporation or compliance under the Incorporated Societies Act and/or in relation to maintaining its charitable status;
  - (c) the appropriately qualified solicitor's confirmation must be Notified to all Members when the Members are Notified of the proposed changes in accordance with Rule 54(1)(a); and
  - (d) no purported change will be valid or effective if it adversely affects the Association in relation to its incorporation or compliance under the Incorporated Societies Act and/or its charitable status.



- (2) Changes to the Rules, as referred to in Rule 54(1), whether proposed by the Executive or by a sufficient number of Members under the subsequent provisions of this Rule 54, will not be put to the Membership for approval, and will not be effective if approved by the Membership at a General Meeting, if the confirmation referred to in Rule 54(1)(1)(b) is not, or cannot be, obtained.
- (3) The Executive may propose changes to these Rules to be approved by the Membership at a General Meeting in accordance with Rule 54(1), if the Executive so determines by Resolution.
- (4) Any Member or Members may propose changes to these Rules to be approved by the Membership at a General Meeting in accordance with Rule 54(1), where the Member or Members provide a Notice to the Association Secretary stating the proposed changes to these Rules that is signed or endorsed by at least one hundred Members, and the Executive must act upon such Notice as soon as reasonably practicable.
- (5) The Association Secretary will be responsible for providing a copy of any approved change to these Rules and/or a copy of the Constitution incorporating any such change, and any other relevant materials and documentation, to any relevant New Zealand government organisation, and if required to the University or any other person, in order to comply with any legislative or other requirement applicable to the Association.

## **PART XI**

### **Winding Up**

#### **55 Winding Up Procedure**

The Association will be wound up, by way of a formal liquidation involving the appointment of a liquidator or otherwise by winding up the business and affairs of the Association without appointing a liquidator, and dissolved if:

- (1) a Resolution of Members to that effect is carried by a Supermajority at a properly constituted Special General Meeting called for the purpose of considering and making a decision on winding up; and
- (2) at a subsequent Special General Meeting held for this purpose, and not earlier than one month after the date of the first Special General Meeting approving winding up, the proposal to wind up is confirmed by a Resolution of Members to that effect carried by a Supermajority;

and such Resolutions may also confirm the Membership's position on the disposal of Association property in accordance with Rule 56.

#### **56 Disposal of Association Property in the Event of Winding Up**

In the event of the winding up of the Association, in accordance with Rule 55 or otherwise, all the real and personal property of the Association after payment of all costs, debts and

liabilities, shall not be distributed among the Members but shall be transferred to the University upon trust to be held and applied for the following Charitable Purposes within New Zealand:

- (1) the endowment of scholarships, grants or other bursaries allowing for greater access to education on the part of students who may otherwise be precluded from studying or otherwise achieving their academic potential at the University by reason of hardship or other adversity; or
- (2) if the Association, having consulted with the University, determines that the Charitable Purposes specified in Rule 56(1) are too narrow, Charitable Purposes that are the same as, or as close as possible to, the Objects of the Association; or
- (3) if the Association, having consulted with the University, determines that the Charitable Purposes specified in Rule 56(1) and (2) are too narrow, any Charitable Purposes within New Zealand connected with the University and its Students, as determined by the University.