



**Auckland Student Movement at
Auckland University of Technology
Incorporated**



CONSTITUTION OF AUCKLAND STUDENT MOVEMENT AT AUCKLAND UNIVERSITY OF TECHNOLOGY INCORPORATED

1 Name and Commencement

- 1.1 The name of the Association is the Auckland Student Movement at Auckland University of Technology Incorporated (in this **Constitution** referred to as the '**Association**').
- 1.2 This **Constitution** will take effect as the rules of the Association from the date it is registered by the Registrar.

MISSION AND PURPOSES

2 Mission

- 2.1 The Association exists to provide a support network for its Members, to be their voice at all levels, and provide services to improve the quality of Student life at the Auckland University of Technology.

3 Purposes

- 3.1 The Association is established for charitable purposes within New Zealand, including, without limitation, to:
 - 3.1.1 represent, foster and further the best interests of current and future students of the University;
 - 3.1.2 promote activities consistent with objectives that are beneficial to Members of the Association;
 - 3.1.3 assist any other charity or charitable purposes which the Board determines is appropriate;
 - 3.1.4 implement the values and principles of Te Tiriti o Waitangi in supporting current and future students of the University; and
 - 3.1.5 such other purposes as are ancillary or related to the purposes stated above.

4 Commitment to Te Tiriti o Waitangi

- 4.1 The Association is committed to the principles of Te Tiriti o Waitangi, as described in the Purposes of this Constitution.

5 Means of achieving purposes

- 5.1 The Association may, in order to achieve or advance the Purposes of the Association carry out or engage in the following activities, including but not limited to (and such other):
 - 5.1.1 liaise and work with the administration of the University, to promote the welfare and education of Students at the University;
 - 5.1.2 provide a Student advocacy and legal information service;
 - 5.1.3 provide a Student media service;
 - 5.1.4 facilitate a Student employment recruitment service facility to promote employment opportunities for Students;

5.1.5 provide recreational and cultural activities that foster a dynamic campus environment and vibrant Student culture;

5.1.6 support and develop Clubs as the Association deems reasonable and appropriate.

6 Powers, Act and Regulations

6.1 The Association shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.

6.2 Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

7 Registered Office

7.1 The Registered Office of the Association shall be at such place as the Board from time to time determines.

7.2 Any changes to the Registered Office shall be notified to the Registrar in a form as required by the Act.

MEMBERSHIP

8 Membership

8.1 Any person who is a student at the University may become a Member of the Association.

8.2 When completing an enrolment application to the University, all students will be able to opt-in to Membership of the Association, which will be deemed to constitute consent to becoming a Member of the Association. Opting-in will require confirmation that the student accepts the Association's Code of Conduct.

8.3 Applications may also be made to the Association directly in the form prescribed by the Association from time to time, which shall be accompanied by confirmation that the application accepts the Association's Code of Conduct.

8.4 Membership will commence upon payment of the Student Levy to the University and/or any Membership fees payable to the Association.

9 Obligations and Rights of Members

9.1 Members of the Association shall have the rights, privileges and responsibilities set out in this Constitution.

9.2 Every Member shall have the right to attend and vote at General Meetings.

9.3 Every Member shall provide the Contact Person with that Member's full contact details in accordance with Rule 46 and promptly advise the Contact Person of any changes to those details.

9.4 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Association.

9.5 A Member is only entitled to exercise the rights of Membership, including attending General Meetings, if the Student Levy and any other fees for Membership have been paid to the Association by the due date, but no Member is liable for an obligation of the Association by reason only of being a member of the Association.

10 Ceasing to be a Member

10.1 A Member ceases to be a Member:

10.1.1 when enrolment as a Student of the University ceases;

10.1.2 by giving written notice of their resignation to the President which, unless otherwise expressed, shall take effect immediately;

10.1.3 upon termination of their Membership following a dispute resolution process in accordance with this Constitution, with effect from the date of receipt by the Contact Person, or any subsequent date stated in the notice of resignation or notice of termination of Membership; or

10.1.4 on death.

10.2 Neither the Association nor the University shall be under any obligation to refund the Student Levy or any other fees for Membership to any Member upon cessation or termination of their Membership.

11 Obligations on ceasing of Membership

11.1 A Member who resigns or whose Membership is terminated under this Constitution:

11.1.1 remains liable to pay any outstanding fees for Membership of the Association;

11.1.2 shall cease to be entitled to any of the rights of a Member; and

11.1.3 shall immediately return any property, including intellectual property, of the Association held by the Member at the time of termination.

12 Clubs of the Association

12.1 The Association may operate Clubs which enable Members and Non-Members to join together in respect of shared interests and activities.

12.2 An application to:

12.2.1 form a Club; and/or

12.2.2 in the case of a Non-Member, join a Club,

must be made to the Board in the form prescribed by the Board from time to time.

12.3 The Board reserves the right to decline an application to form and/or join a Club at its sole discretion.

12.4 The Board will set such policy relating to individual Clubs, or Clubs as a whole, as it considers appropriate from time to time.

12.5 The majority of participants in a Club must be Members, but participation will be open to Non-Members as applicable, in accordance with Board policy.

12.6 For the avoidance of doubt, this Constitution does not apply to Non-Members. However, Non-Members must agree to abide by the Code of Conduct pursuant to an application under Rule 12.2.

12.7 The Board may remove a Non-Member from a Club at any time for non-compliance with the Code of Conduct or any other Board policy relating to Clubs, at its sole discretion.

MEETINGS

13 Annual General Meetings

13.1 An Annual General Meeting shall be held:

13.1.1 no later than six (6) months after the Balance Date, on a date and at a location determined by the Board; and

13.1.2 in accordance with any requirements in the Act and this Constitution.

13.2 The business of an Annual General Meeting shall be to:

13.2.1 receive reports for the preceding year;

13.2.2 consider and vote on any Notices of Motion;

13.2.3 ratify any decisions in respect of Director remuneration;

13.2.4 appoint an auditor (if necessary, pursuant to Rule 50.4);

13.2.5 consider and approve any amendments to the Constitution; and

13.2.6 consider any other general business of the Association.

13.3 At any Annual General Meeting no business other than that specified on the Board's Notice or properly falling under general business shall be transacted.

14 Notice of Motion

14.1 A Member may propose a Notice of Motion to be voted on at a General Meeting, which must be in writing, dated, and signed by the mover and seconder who shall both be Members. The text of the Notice of Motion shall be accompanied by an explanation of the reason/s for the motion.

14.2 A Notice of Motion must be proposed to the President (on the board's behalf) at least seven (7) days prior to a General Meeting. All motions will be presented at the Annual General Meeting.

15 Special General Meetings

15.1 A Special General Meeting may be called at any time by the Board or the Student Representative Council during a Semester:

15.1.1 by Notice specifying the date and place of the meeting and the subject matter intended to be submitted to the meeting;

15.1.2 if the Board or the Student Representative Council receives a written request to call a Special General Meeting (including electronic) signed on behalf of no less than ten (10) Members, which must state the business and any proposed resolutions or motions of the meeting. In that event, the Board must call the Special General Meeting within fourteen (14) days of receipt of the written request; or

15.1.3 within three (3) weeks after the Board or Student Representative Council receives a Requisition Notice.

15.2 A Special General Meeting shall only consider and deal with the business specified in the Board's Notice or the written request by Members for the Special General Meeting.

16 Notice

- 16.1 **Annual General Meeting:** The Board shall give all Members at least 21 days' Notice for an AGM, which must include:
- 16.1.1 a call for Notices of Motion to be received by the CEO in accordance with Rule 14; and
 - 16.1.2 a proxy form to be completed in accordance with Rule 19.
- 16.2 Following closure of the call for Notices of Motion and any receipt of Notices of Motion, an AGM agenda with AGM details and any Notices of Motion is to be sent to Members no less than five (5) days prior to the AGM.
- 16.3 **Special General Meeting:** The Board shall give all Members at least 14 days' Notice of a Special General Meeting, or otherwise in accordance with Rule 15.
- 16.4 The Notice of a General Meeting must also include:
- 16.4.1 the nature of the business to be transacted at the meeting in sufficient detail to enable an Member to form a reasoned judgment in relation to it;
 - 16.4.2 the text of any resolution or matter of business to be submitted to the meeting; and
 - 16.4.3 the time and date and manner of the meeting.
- 16.5 A General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

17 Procedure

- 17.1 All General Meetings will be chaired by the Chairperson. The Chairperson shall be the President. If the President is absent, the Vice- President (Community) shall chair that meeting. If the President and Vice-President (Community) are absent, the Vice-President (Academic) shall chair that meeting. If the Vice-President (Academic) is absent, the remaining Board may collectively elect a Director to be the Chairperson.
- 17.2 General Meetings may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity to participate.
- 17.3 **Quorum:** No General Meeting may be held unless at least thirty (30) of the Members are in attendance (either in person or electronically). This will constitute a quorum.
- 17.4 **Lack of quorum:** If;
- 17.4.1 a quorum as defined in Rule 17.3 is not present within an hour after the time appointed for an General Meeting in the relevant Notice, the meeting will be adjourned to a date no more than twenty one (21) days from the date of that meeting and if at the adjourned meeting a quorum is not present those Members present will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered; or
 - 17.4.2 a quorum as defined in Rule 17.3 is not present within an hour after the time appointed for a Special General Meeting in the relevant Notice, the meeting will be cancelled and the purpose for which it was called will lapse.
- 17.5 **Invitation to attend:** The Board may extend an invitation to attend a General Meeting, or other such meeting as determined by the Board, to non-Members. Any such attendees may

be granted an opportunity to speak at the invitation of the Chairperson or any other person presiding over the General Meeting but will not be entitled to vote on any question.

18 Voting on Resolutions

- 18.1 Voting on each matter to be voted on at a General Meeting shall be by the voices, except that any Member present may require a show of hands, and any ten (10) Members present may require a secret ballot, at which time an independent Scrutineer will be appointed.
- 18.2 Only Members shall have the right to vote at a General Meeting.
- 18.3 Only Members present in person or represented by proxy shall have the right to vote at a General Meeting.
- 18.4 Each Member present or represented by a proxy shall have the right to exercise one vote only on each motion before a General Meeting.
- 18.5 In the event of a tie on any vote at a General Meeting, the Chairperson shall exercise a casting vote in addition to a deliberative vote.
- 18.6 Unless otherwise provided in this Constitution, any vote or resolution receiving a majority of votes cast at a General Meeting will be duly passed.
- 18.7 A written resolution signed by at least 75% of Members entitled to vote and who received notice of a General Meeting shall have effect as if it had been passed at a General Meeting. Any such resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Members.
- 18.8 Any resolution passed in accordance with this Rule 18 will be binding on all Members.

19 Proxies

- 19.1 A Member may appoint a proxy, who must also be a Member, to vote on behalf of that Member at a General Meeting. A proxy must be appointed by notice in writing signed by that Member and delivered to the CEO no later than the proxy deadline advised in the Notice of that General Meeting.

20 Minutes

- 20.1 The Chairperson must ensure that minutes are kept of all General Meetings. Minutes of General Meetings shall be made available to all Members of the Association within one (1) month of the General Meeting.

21 In Committee

- 21.1 The Board may, by way of motion, move In Committee at any time during a meeting. The Chairperson may determine a General Meeting shall go In Committee, and will:
 - 21.1.1 inform all Members present in the meeting to leave; and
 - 21.1.2 invite certain Members to remain in the General Meeting during In Committee, if those persons are involved in the matter or have expertise to assist on the matter being discussed.

GOVERNANCE

22 Board

- 22.1 The Board shall have all the powers necessary for managing and for directing and overseeing the management of, the operation and affairs of the Association, subject only to applicable law and any amendments to them and to any directions given at any meeting of the Association provided those directions are not contrary to this Constitution or to applicable law.
- 22.2 The Board shall have the authority to delegate any power it holds to a Member, Officer, or body of the Association, subject to this Constitution and the Act. The Board will maintain a current register of delegations at all times.
- 22.3 Without limiting the powers of the Board as set out in this Constitution and the Act, the Board of the Association has the power of an ordinary person and may make informed decisions to:
- 22.3.1 borrow, raise money, and mortgage, initiate a charge or lien over the property of the Association or parts of it;
 - 22.3.2 rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or person property;
 - 22.3.3 invest and deal with any of the monies or assets of the Association not immediately required, upon such securities as the Board may from time to time determine or approve;
 - 22.3.4 affiliate with, subscribe, subscribe to, donate to, or become a member of any body or organisation whose objects and purposes are similar to those of the Association.

23 Composition of the Board

- 23.1 The Board shall be made up of the following:
- 23.1.1 Student Directors, being:
 - (a) The President;
 - (b) The Vice-President (Community);
 - (c) The Vice-President (Academic);
 - (d) No less than one (1) and no more than three (3) Student Council Representatives; and
 - 23.1.2 No less than two (2) and no more than four (4) Independent Directors,
- provided that at all times the total number of Directors shall not exceed ten (10).
- 23.2 At all times the majority of the Board shall be Members of the Association as outlined in the Act.
- 23.3 Directors shall be any natural person provided they:
- 23.3.1 in the case of the Student Directors are a Member;
 - 23.3.2 are not an employee of the Association or any related operating subsidiary of the Association;

- 23.3.3 meet the criteria of section 16(2) of the Charities Act or any replacement statutory provision;
- 23.3.4 are not disqualified from being an Officer of the Association by this Constitution, the Act or the Charities Act; and
- 23.3.5 in order to stand for election, consent to and pass a criminal history check.
- 23.4 Where a Student Director who is required to be a Member pursuant to Rule 23.3.1 ceases to be a Member because their enrolment at the University has come to an end, they may remain in office as a Director for no more than six (6) months after the cessation of their Membership.
- 24 Term of Board**
- 24.1** The term of office for the President, Vice-President (Community) and the Vice-President (Academic) shall be two (2) years.
- 24.2** The term of office for the Student Council Representatives shall be one (1) year.
- 24.3** The term of office for Independent Directors shall be two (2) years.
- 24.4 The Board may amend the term limits in this Rule 24 for any particular individual by a resolution at any General Meeting.
- 25 Election of Board**
- 25.1 The Student Representative Council will hold annual elections for Council Members.
- 25.2 While the Student Representative Council's role is advisory only, the following Council Members will also become Student Directors when they are elected to the Student Representative Council pursuant to Rule 39:
- 25.2.1 The President;
- 25.2.2 The Vice-President (Community);
- 25.2.3 The Vice-President (Academic);
- 25.2.4 No less than (1) and no more than three (3) Student Council Representatives.
- 25.3 The Board may set such policy relating to elections of the Board, including election campaigns, as it thinks fit from time to time.
- 26 Appointment of Independent Directors to Board**
- 26.1 The Board may appoint up to four (4) Independent Directors to the Board, who must each have governance experience and who must not be Members of the Association or affiliated with the University. The Board may appoint Independent Directors at such intervals as it considers appropriate for the governance of the Association, having regard to the timing of the election of Student Directors and the term limits set out in Rule 24.
- 27 Cessation of Directors**
- 27.1 A Director shall be deemed to have ceased to be a Director with immediate effect if at any time during the applicable Term that Director:
- 27.1.1 resigns by delivering a written Notice of resignation to the CEO;
- 27.1.2 is absent without leave for three (3) consecutive meetings of the Board;

- 27.1.3 becomes disqualified from being an Officer under the Act or the Charities Act;
 - 27.1.4 in the case of Student Directors, ceases to be a Council Member pursuant to Rule 41;
 - 27.1.5 is removed pursuant to one of the grounds for removal under Rule 27.2 by a resolution of the Board passed by a two third majority; or
 - 27.1.6 dies.
- 27.2 For the purposes of Rule 27.1.5:
- 27.2.1 A grievance or Complaint that cannot be resolved under Rule 63;
 - 27.2.2 A Director's failure to comply with this Constitution, the Act, or any of the Society's policies or standards including the Code of Conduct;
 - 27.2.3 Where a two third majority of Board considers the Director is not working in the best interests of the Association, will be grounds for removal of a Council Member.
- 27.3 Each Director shall within 21 days of submitting a Notice of resignation or ceasing to hold office, deliver to the CEO all books, papers, and other property of the Association held by such former Director.
- 27.4 In the event of there being any vacancy on the Board under this Rule 27, the Board may by majority vote appoint a Council Member to fill such vacancy until the next General Meeting.

28 Indemnity

- 28.1 The Association shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Association except insofar as they contravene the Officer's duties under the Act or this Constitution.
- 28.2 The Board shall maintain such insurance as it considers appropriate from time to time.

29 Fees and Remuneration

- 29.1 The Association may pay fees and/or honoraria to the Directors as agreed from time to time by the Board.
- 29.2 The President, Vice-President (Community), and Vice-President (Academic) also have roles in providing management and other services to the Association, for which they may be remunerated and are entitled to be reimbursed for any expenditure properly incurred, or to be incurred, in undertaking that role.
- 29.3 Prior to the commencement of office, each of the President, Vice-President (Community), and Vice-President (Academic) shall enter into a written agreement with the Association regarding their roles and any remuneration for services.

30 Committees

- 30.1 The Board may, at its discretion, from time to time appoint a committee consisting of such persons (whether or not Members of the Association) and for such purposes as it thinks fit.
- 30.2 The structure, purpose, powers, duties, and policies of such group shall be determined by the Board, and the Board may issue guidance, binding or otherwise, related to the conduct and business of these groups.
- 30.3 The Board shall determine whether committee members are appointed or elected by the Board, Student Representative Council, or Members.

OFFICERS' DUTIES

31 Officers' Duties

- 31.1 At all times each Officer of the Association:
- 31.1.1 shall act in good faith and in what they believe to be the best interests of the Association;
 - 31.1.2 must exercise all powers for a proper purpose;
 - 31.1.3 must not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution;
 - 31.1.4 when exercising powers or performing duties as a Director, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Association, the nature of the decision, the position of the Director and the nature of the responsibilities undertaken by them;
 - 31.1.5 must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors; and
 - 31.1.6 must not agree to the Association incurring an obligation unless they believe at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

BOARD MEETINGS

32 Frequency

- 32.1 The Board shall meet at least quarterly during the Academic Year, at such times and places and in such manner (including by using any real-time, audio and visual, or other electronic communication) that gives each Director a reasonable opportunity to participate as it may determine and otherwise where and as convened by the President.

33 Procedure

- 33.1 At any meeting of the Board, four (4) Directors shall form a quorum, provided that at least one of the four Directors is an Independent Director. No business shall be transacted unless a quorum is present.
- 33.2 The President must chair each meeting of the Board. If the President is absent, the Vice-President (Community) shall chair that meeting. If the President and Vice-President (Community) are both absent, the Vice-President (Academic) shall chair that meeting. If all of the President, Vice-President (Community) and Vice-President (Academic) are absent, the Board shall elect another Student Director to chair that Board meeting.
- 33.3 When voting on a resolution at a duly convened Board meeting:
- 33.3.1 all Directors have one (1) vote; and
 - 33.3.2 all resolutions of the Board must be passed by a majority of the Directors at the Board meeting.
- 33.4 Where there is an equality of votes, the President shall have a deliberative and casting vote.

- 33.5 A special meeting of the Board may be called at any time on the direction of either:
- 33.5.1 the President; or
 - 33.5.2 any three (3) Directors.
- 33.6 Directors shall have at least five (5) days' notice prior to a special meeting called in accordance with Rule 33.5 unless a shorter period is otherwise agreed to by at least 75% of the Directors.

34 Minutes

- 34.1 The President must ensure that minutes are kept of all Board meetings that record:
- 34.1.1 the names of the Directors present;
 - 34.1.2 the resolutions discussed;
 - 34.1.3 the proceedings of each meeting; and
 - 34.1.4 that the meeting addressed the Board meeting agenda.

35 Irregularities of the Board

- 35.1 No act or proceeding of the Board or any person acting as a Director shall be invalidated as a consequence of there being a vacancy in the Board membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person so acting to be a Director that they were incapable of being or had ceased to be a Director.

36 General issues

- 36.1 Other than as prescribed by the Act or this Constitution, the Board may regulate its proceedings as it thinks fit.
- 36.2 Subject to the Act and this Constitution, the decisions of the Board on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

STUDENT REPRESENTATIVE COUNCIL

37 Student Representative Council

- 37.1 The Student Representative Council shall be elected by the Members to act in an advisory capacity to assist the Board with advice on issues relating to Members and any other matters that would assist the Board in fulfilling the Purposes of the Association, as set out in Board policy from time to time.
- 37.2 The Student Representative Council shall take such action as may be necessary to promote and represent the interests of students, provided that always it is acting in the best interests of the Association and in accordance with the powers and responsibilities that have been delegated to it by the Board.
- 37.3 For the avoidance of doubt, the Student Representative Council do not hold any governance responsibilities or decision-making powers and are not Officers for the purposes of the Act.

38 Composition of the Student Representative Council

- 38.1 The Student Representative Council shall be made up of the following Council Members:

- 38.1.1 Fourteen (14) elected Council Members comprised of:
- (a) the President;
 - (b) the Vice-President (Community);
 - (c) the Vice-President (Academic);
 - (d) up to eleven (11) Members;
- 38.1.2 One (1) representative member of a student representative body that represents Māori at the University;
- 38.1.3 One (1) Faculty Representative from each Faculty of the University in operation at the time of the election; and
- 38.1.4 One (1) Campus Representative from each Campus of the University in operation at the time of the election.
- 38.2 For the purposes of ensuring a diverse range of voices make up the Student Representative Council, Council Members are encouraged to have **experience and/or knowledge** in one or more of the following areas (or such other necessary skills or experience as the Board may require from time to time), noting the below list is not exhaustive in nature:
- 38.2.1 Professional experience in hauora / well-being;
 - 38.2.2 Enrolled at the University as a mature student;
 - 38.2.3 Enrolled at the University as a postgraduate student;
 - 38.2.4 Of Pasifika descent;
 - 38.2.5 Kaupapa Māori / Te Ao Māori;
 - 38.2.6 Lived experience in University accommodation.
- 39 Election of Student Representative Council**
- 39.1 The President, Vice-President (Community), Vice-President (Academic) shall be elected every second year by ballot of Members.
- 39.2 The Board shall call for nominations for election to the President, Vice-President (Community), and Vice-President (Academic) positions each calendar year.
- 39.3 The remaining Council Members shall be elected annually by ballot of Members.
- 39.4 The Board shall call for nominations for election to the Council Member positions each calendar year.
- 39.5 The call for nominations referred to in Rules 39.2 and 39.4 must be made no less than sixty (60) prior to the closure of the election.
- 39.6 Nominations shall be open for a period determined by the Student Representative Council and notified in the call for nomination, and for no less than twenty (20) days.
- 39.7 Nominations shall be made in writing to the CEO and shall include:
- 39.7.1 Confirmation of the nominee's consent to nomination; and

- 39.7.2 Confirmation that the nomination has been seconded by another Member.
- 39.8 The Student Representative Council shall send each Member a ballot paper not less than fourteen (14) days prior to the election close off date.
- 39.9 Ballot papers must be returned to the address specified on or before the nominated election close off date.
- 39.10 All votes shall be received by the nominated Returning Officer.
- 39.11 If the number of nominations received exceeds the required number to fill vacant positions, the holder shall be determined by Plurality Vote.
- 39.12 The Student Representative Council may appoint an independent Scrutineer to oversee the election process.
- 39.13 For the avoidance of doubt, communications between the Association, Student Representative Council, and Members regarding elections, ballot details, and votes may be made and communicated by post or electronic mail.
- 39.14 The elected Student Representative Council shall appoint from their number at least one (1) and no more than three (3) Council Members who shall become Student Council Representatives on the Board pursuant to Rule 23.1.1(d).
- 39.15 The Board may set such policy relating to elections of the Student Representative Council, including election campaigns, as it thinks fit from time to time.

40 Term of Student Representative Council Members

- 40.1 The term of office for Council Members, other than those who are Student Directors and whose terms are set out at Rule 24 above, shall be for the next Academic Year following their election.

41 Cessation of Student Representative Council

- 41.1 A Council Member shall be deemed to have ceased to be a Council Member of the Student Representative Council if at any time during the applicable Term that Council Member:
- 41.1.1 resigns by delivering a written Notice of resignation to the President and presenting their resignation to the Student Representative Council at the next Student Representative Council meeting;
 - 41.1.2 is absent without leave for three (3) consecutive meetings of the Student Representative Council;
 - 41.1.3 is removed pursuant to one of the grounds for removal under Rule 41.3 by a resolution of the Board passed by a two third majority; or
 - 41.1.4 dies.
- 41.2 The Student Representative Council must accept such resignation by resolution of the Student Representative Council and record the resolution in the minutes of the next Student Representative Council meeting. Upon passing the resolution, the resignation is effective immediately and the Council Member is removed from office.
- 41.3 For the purposes of Rule 41.1.3:
- 41.3.1 A grievance or Complaint that cannot be resolved under Rule 63;

41.3.2 A Council Member's failure to comply with this Constitution, the Act, or any of the Society's policies or standards including the Code of Conduct;

41.3.3 Where a two third majority of Board considers the Council Member is not working in the best interests of the Association,

will be grounds for removal of a Council Member under Rule 41.1.3.

41.4 In the event of there being any vacancy on the Student Representative Council under this Rule 41:

41.4.1 If the vacancy is in the office of President, Vice-President (Community), or Vice-President (Academic), the Student Representative Council may by majority vote appoint a Council Member to fill such vacancy until the next Student Representative Council election; and

41.4.2 If the vacancy is for any other Council Member position, the Student Representative Council may by majority vote appoint a Member to fill such vacancy until the next Student Representative Council election.

42 Student Representative Council Meetings

42.1 The Student Representative Council shall meet at least quarterly during the Academic Year, at such times and places and in such manner (including by using any real-time, audio and visual, or other electronic communication) that gives each Council Member a reasonable opportunity to participate as it may determine and otherwise where and as convened by the President.

43 Procedure at Student Representative Council Meetings

43.1 Subject to any Board policy relating to the Student Representative Council as set by the Board from time to time, the Student Representative Council may regulate its own procedure as it sees fit.

43.2 At any meeting of the Student Representative Council, seven (7) Council Members shall form a quorum. In meetings outside of Semesters, four (4) Council Members shall form quorum. No business shall be transacted unless a quorum is present.

43.3 The President must chair each meeting of the Student Representative Council. If the President is absent, the Vice-President (Community) shall chair that meeting. If the President and Vice-President (Community) are both absent, the Vice-President (Academic) shall chair that meeting. If all of the President, the Vice-President (Community) and the Vice-President (Academic) are absent, the Student Representative Council shall elect another Council Member to chair that meeting.

43.4 When voting on a resolution at a duly convened Student Representative Council meeting:

43.4.1 all Council Members have one (1) vote;

43.4.2 all resolutions of the Student Representative Council must be passed by a majority of the Council Members at the Student Representative Council meeting; and

43.4.3 where there is an equality of votes, the President shall have a deliberative and casting vote.

43.5 A special meeting of the Student Representative Council may be called at any time on the direction of either:

43.5.1 the President; or

43.5.2 any five (5) Council Members of the Student Representative Council.

- 43.6 Council Members shall have at least five (5) days' notice prior to a special meeting called in accordance with Rule 43.5 unless a shorter period is otherwise agreed to by at least 75% of the Council Members.
- 43.7 No resolutions or decision of the Student Representative Council shall be binding on the Association unless ratified by the Board at a Board meeting in accordance with the meeting and voting procedures set out at Rule 33.

44 Minutes

- 44.1 The President must ensure that minutes are kept of all Student Representative Council meetings that record:
- 44.1.1 the names of the Council Members present;
 - 44.1.2 the resolutions discussed;
 - 44.1.3 the proceedings of each meeting; and
 - 44.1.4 that the meeting addressed the Student Representative Council meeting agenda.

CHIEF EXECUTIVE OFFICER

45 Chief Executive Officer

- 45.1 The Board may appoint a CEO who shall be responsible to the Board. The Board shall also set the terms and conditions of appointment.
- 45.2 Pursuant to Rule 46, the CEO shall hold the role of Contact Person of the Association, unless otherwise determined by the Board from time to time.
- 45.3 The CEO shall, subject to the general direction of the Board:
- 45.3.1 administer the affairs of the Association;
 - 45.3.2 be responsible for the day to day operations of the Association;
 - 45.3.3 employ paid Association staff, if and when determined reasonably necessary;
 - 45.3.4 maintain all records of the Association;
 - 45.3.5 act on authority delegated by the board;
 - 45.3.6 administer all financial matters of the Association; and
 - 45.3.7 keep all financial records of the Association.

CONTACT PERSON

46 Contact Person

- 46.1 The Board shall appoint at least one (1) individual, usually the CEO, and no more than three (3) individuals, as the Contact Person for the purposes of the Act.
- 46.2 The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.
- 46.3 The Contact Person will be the person whom the Registrar can contact when needed.

- 46.4 Pursuant to Rule 46.1, the CEO shall act as the Contact Person unless determined otherwise by the Board.
- 46.5 The role and duties of the Contact Person shall also be to:
- 46.5.1 keep the Register of Members;
 - 46.5.2 keep the Register of Interests;
 - 46.5.3 record the minutes of all General Meetings and Board meetings;
 - 46.5.4 hold all other records, documents and books of the Association;
 - 46.5.5 deal with and answer correspondence and perform such other duties as directed by the Board; and
 - 46.5.6 otherwise meet the requirements of the Act (if applicable).
- 46.6 The Board may suspend or remove the Contact Person from office by way of ordinary resolution.

RECORDS

47 Register of Members

- 47.1 The Contact Person shall keep an up-to-date Register of Members, recording each Member's name, contact details, the date they became a Member, and any other information required by this Constitution or the Act.

48 Contents of Register of Members

- 48.1 The information contained in the Register of Members shall include each Member's:
- 48.1.1 name;
 - 48.1.2 the date the Member became a Member (and the date on which they cease to be a Member);
 - 48.1.3 any other information prescribed by regulations (if any), and
- 48.2 If available and as appropriate pursuant to the Privacy Act 2020, the Register of Members shall also contain the following information:
- 48.2.1 student ID number allocated by the University; and
 - 48.2.2 any student tags allocated to the Member by the University, including but not limited to:
 - (a) the type of student they are (undergraduate or postgraduate, domestic or international);
 - (b) the relevant Campus and faculty at the University; and
 - (c) any Club memberships.
- 48.3 Every Member shall promptly advise the Contact Person of any change of their contact details.

49 Register of Interests

49.1 The CEO shall at all times maintain an up-to-date Register of Interests disclosed by Officers.

FINANCES

50 Control and Management

50.1 The funds and property of the Association shall be:

50.1.1 controlled, invested and disposed of by the Board, subject to this Constitution; and

50.1.2 devoted solely to the promotion of the Purposes of the Association.

50.2 All moneys received by or on behalf of the Association are to be paid to the credit of the Association's account at one of the registered banks in New Zealand.

50.3 All payments made by the Association shall be authorised in accordance with delegated authorities that have been endorsed by the Board.

50.4 If required by the Act or the Charities Act or if otherwise the Board determines it desirable, the Board shall as soon as practicable after the end of the financial year of the Association cause the accounts of the Association to be audited by a chartered accountant appointed by the Board for that purpose (**Auditor**).

51 Balance Date

51.1 The Association's financial year shall commence on 1 January of each year and end on 31 December (the latter being the Balance Date).

51.2 The financial year of the Association may be amended from time to time as determined at an General Meeting.

52 Execution of documents

52.1 Documents requiring execution will be executed by the CEO and where the CEO considers necessary, or where required pursuant to a delegation of authority to them by the Board, such execution will be reported to the Board.

FINANCIAL GAIN

53 No Financial Gain

53.1 The Association shall not be carried on for the financial gain of any of its Members, provided that:

53.1.1 a Member may receive fees in accordance with Rule 29; and

53.1.2 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Association while purposing the Association's Purposes;

53.1.3 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Association; and

53.1.4 a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Association, including acts which a Member could have done personally.

53.2 The Board will implement a policy relating to receipt of gifts by Officers, which must not contravene this Constitution or the Act.

- 53.3 Where an Officer receives a gift in connection with their role as an Officer, that gift, including its value, will be recorded in a gift register maintained by the CEO.

CONFLICTS OF INTEREST

54 Conflicts of interest

- 54.1 An Officer (which for the purposes of this Rule 54 includes a Director and/or a member of a committee appointed in accordance with this Constitution) is interested in a Matter if that person:
- 54.1.1 may obtain a financial benefit from the Matter; or
 - 54.1.2 is a relation of or close personal acquaintance of a person who may obtain a financial benefit from the Matter; or
 - 54.1.3 may have a financial interest in a person to whom the Matter relates; or
 - 54.1.4 is a partner, director, member of the board and/or committee, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.
- 54.2 However, an Officer is not interested in a Matter:
- 54.2.1 merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - 54.2.2 if that person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the Membership of those Members; or
 - 54.2.3 if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or this Constitution; or
 - 54.2.4 if that person is a member of a union and that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 54.3 An Officer who is interested in a Matter relating to the Association must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);
- 54.3.1 to the Board; and
 - 54.3.2 in an Interests Register kept by the Board.
- 54.4 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.
- 54.5 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:
- 54.5.1 may take part in any discussion of the Board and/or committee relating to the Matter and be present at the time of the decision of the Board and/or committee (unless the Board and/or committee decides otherwise); and
 - 54.5.2 may sign any document relating to the entry into a transaction or the initiation of the Matter; but

- 54.5.3 must not vote or take part in the decision of the Board and/or committee relating to the Matter.
- 54.6 If 50% or more of the Board and/or committee are prevented from voting on the matter under rule 54.5, the Board must call a Special General Meeting of the Association to consider and determine the Matter.

DISPUTE RESOLUTION

55 How a Complaint is Made

55.1 A Member or an Officer may make a Complaint by giving to the Board written notice that:

55.1.1 states the Member or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 55;

55.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and

55.1.3 sets out any other information reasonably required by the Association.

55.2 The Association may make a Complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:

55.2.1 states that the Association is starting a procedure for resolving a Dispute in accordance with this Rule 55; and

55.2.2 sets out the allegation to which the Dispute relates.

55.3 The information given under Rule 55.1.3 and 55.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

56 Costs of Complaint

56.1 Without limiting Rule 63, a complainant must meet their own costs of making a Complaint.

57 Person Who Makes Complaint Has Right to be Heard

57.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.

57.2 If the Association makes a Complaint:

57.2.1 the Association has a right to be heard before the Complaint is resolved or any outcome is determined; and

57.2.2 an Officer may exercise that right on behalf of the Association.

57.3 Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if:

57.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

57.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

57.3.3 an oral hearing (if any) is held before the decision maker; and

57.3.4 the Member's, Officer's, or Association's written statement or submissions (if any) are considered by the decision maker.

58 **Person Who is Subject of Complaint Has Right to be Heard**

58.1 This Rule 58 applies if a Complaint involves an allegation that a Member, an Officer or the Association (the **Respondent**):

58.1.1 has engaged in misconduct;

58.1.2 has breached, or is likely to breach, a duty under this Constitution or the Act; or

58.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.

58.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

58.3 If the Respondent is the Association, an Officer may exercise the right on behalf of the Association.

58.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

58.4.1 the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;

58.4.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

58.4.3 an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;

58.4.4 an oral hearing (if any) is held before the decision-maker; and

58.4.5 the Respondent's written statement or submissions (if any) are considered by the decision-maker.

59 **Investigating and Determining Dispute**

59.1 The Association must, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Complaint is investigated and determined.

60 **Board May Refer Complaint**

60.1 Despite 59.1, the Association may refer a Complaint to:

60.1.1 an external person to investigate and report; or

60.1.2 an arbitral tribunal or an external person to investigate and make a decision.

60.2 The Association may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

61 **Board May Decide Not to Proceed Further with Complaint**

61.1 Despite Rule 59.1, the Association may decide not to proceed further with a Complaint if:

- 61.1.1 the Complaint is trivial;
- 61.1.2 the Complaint does not appear to disclose or involve any allegation of the following kind:
- (a) that a Member or an Officer has engaged in material misconduct;
 - (b) that a Member or an Officer, or the Association has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
 - (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- 61.1.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;
- 61.1.4 the person who made the Complaint has an insignificant interest in the matter;
- 61.1.5 the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or
- 61.1.6 there has been an undue delay in making the Complaint.

62 **Decision-makers**

62.1 The Board or person considering and determining a Complaint in accordance with this Constitution is referred to in this Constitution as the "decision-maker". A person may not act as the decision-maker in relation to a Complaint if two (2) or more Directors consider that there are reasonable grounds to believe that the person may not be:

62.1.1 impartial; or

62.1.2 able to consider the matter without a pre-determined view.

63 **Resolving Disputes**

63.1 The decision-maker may:

63.1.1 order the complainant (if a Member) or the Member complained against, to meet any of the Association's reasonable costs in dealing with a Complaint; and

63.1.2 make such directions as the decision-maker thinks appropriate (with which the Association and Members shall comply), including upholding a Complaint; and

(a) reprimanding or admonishing the Member; and/or

(b) suspending the Member from Membership for a specified period; or

(c) terminating the Member's Membership.

64 **Appeals**

64.1 If an appeal is received by the Association against a decision made pursuant to Rules 55 to 63, the Association must refer that appeal to an external person or arbitral tribunal to investigate and make a decision, provided that external person or arbitral tribunal is independent from the original decision maker.

64.2 A person may not act as a decision maker in relation to an appeal if two (2) or more Directors consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a predetermined view.

64.3 The Appellant must meet their own costs of making an appeal.

AMALGAMATION

65 Process

65.1 The Association may be amalgamated in accordance with the provisions of the Act.

65.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed to by a two-third majority of all Members entitled to vote and voting on the question. This Rule 65.2 modifies section 194(2)(a) of the Act.

WINDING UP

66 Process

66.1 The Association may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

66.2 The President shall give Notice to all Members of the proposed motion to wind up the Association, or remove it from the Register of Incorporated Societies and such Notice shall include:

66.2.1 details of the General Meeting at which any such proposal is to be considered;

66.2.2 the reasons for the proposal; and

66.2.3 any recommendations from the Board in respect to such Notice of Motion.

66.3 Any resolution to wind up the Association or remove it from the Register of Incorporated Societies must be passed by a two thirds majority of the Members present and voting.

67 Surplus assets

67.1 If the Association is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Association's debts and liabilities, that property must be given or transferred to another Not-For-Profit Entity as determined at a General Meeting.

ALTERATIONS TO THE CONSTITUTION

68 Amending this Constitution

68.1 The Association may amend or replace this Constitution at a General Meeting by a resolution passed by at least two thirds of Members entitled to vote and voting on the question.

68.2 This Constitution cannot be amended in a manner inimical to its charitable status under the Charities Act 2005, Income Tax Act 2007, or any Act or Acts replacing those Acts, and no person is to be able to personally derive a pecuniary advantage from the Association other than in accordance with Rule 53.

68.3 Any proposed Notice of Motion to amend or replace this Constitution shall be:

68.3.1 given by the Board; or

- 68.3.2 in the case of a General Meeting, put forward as Notice of Motion; or
- 68.3.3 in the case of a Special General Meeting, put forward in accordance with Rule 14.
- 68.4 When an amendment to the Constitution is approved by a General Meeting it shall be notified to the Registrar in the form and manner specified in the Act for registration and shall take effect from the date of registration.

DRAFT

DEFINITIONS

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

Academic Year means the University academic year as published by the University.

Act means the Incorporated Societies Act 1908 while the Association continues to be registered under that Act, and the Incorporated Societies Act 2022 from the date the Association reregisters under that Act, or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Appellant means a person who seeks to appeal the outcome of a decision made pursuant to Rules 55 to 63, as set out at Rule 64.

Auditor's Report means the report of the Auditor delivered at the General Meeting.

Balance Date means the Association's balance date as set out in Rule 51.

Board means the Association's governing body elected and appointed in accordance with Rules 22 to 26, being a committee for the purposes of the Act.

Campus means a respective ground and/or building owned and operated by the University and accessible by Students.

Campus Representative means an elected Council Member of the Student Representative Council who is enrolled at the University to attend study at the respective campus which they will represent.

Chairperson means the chairperson of the Board and the Student Representative Council as set out in Rules 33.2 and 43.3.

Charities Act means the Charities Act 2005 as amended or replaced from time to time.

CEO means the Chief Executive Officer of the Association as set out in Rule 45.

Club means a club of the Association at the University formed in accordance with Rule 12, and **Clubs** shall have a corresponding meaning.

Code of Conduct means the Association's Code of Conduct, as updated from time to time.

Complaint has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Constitution or **Rules** means this document as amended or replaced from time to time.

Council Member means an elected member of the Student Representative Council.

Director means an Officer of the Board as described in Rule 23, including both Student Directors and Independent Directors.

Dispute has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Faculty means a department of the University related to a specific subject area.

Faculty Representative means an elected Member of the Student Representative Council enrolled and accepted in study within a Faculty.

General Meeting means either an Annual General Meeting or a Special Meeting.

Independent Director means a Director appointed to the Board as set out in Rule 26.

In Committee means when the Board determines that the items or information which are to be discussed in a General Meeting are commercially, politically, or legally sensitive, and Members need to be temporarily removed from a General Meeting in order for the Board to carry out that discussion.

Matter means the Association's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Association.

Member means an individual admitted as a member of this Association in accordance with Rule 8, and **Membership** shall have a corresponding meaning.

Not-For-Profit Entity has the meaning given to that term in section 5(3) of the Incorporated Societies Act 2022.

Notice means any notice given by post, courier or email or any additional transmission method approved by the Board and for clarity includes transmission of a link to a Notice. In respect of General Meetings, notice may be posted on the Association's website, social media networks, and via posters on Campus.

Notice of Motion means notice of a proposed motion to be voted on at a General Meeting as set out in Rule 14.

Officer means a Director and any natural person occupying a position in the Association that allows the person to exercise significant influence over the management or administration of the Association and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act. For the avoidance of doubt, a Council Member is not an Officer.

Plurality Vote means the top polling candidate(s) who receive more votes than any other candidate is elected.

President means the President of the Association elected by the Members in accordance with Rule 39.

Purposes means the purposes of the Association as set out in Rule 3.

Requisition Notice means a notice in writing that sets out the purpose for the urgent Special General Meeting and signed by no less than thirty (30) Members of the Association.

Register of Interests means the register of interests kept under this Constitution.

Register of Members means the register of Members kept under this Constitution.

Registered Office means the registered office of the Association described in the New Zealand register of incorporated societies, as updated from time to time.

Registrar means the Registrar of Incorporated Societies appointed in accordance with the Act.

Returning Officer means a person appointed by the Board to run elections and ballots, who made be a paid Association staff member.

Scrutineer means a person approved to oversee ballot processes to ensure the outcome declared is accurate.

Semester means the academic semester dates published by the University.

Special General Meeting means a meeting of the Members, other than an General Meeting, called for a specific purpose or purposes.

Student means an individual enrolled as a student at the University.

Student Director means a Council Member elected to the Board in accordance with Rule 25.

Student Levy means the compulsory student services fee payable by Members to the University in respect of their Membership of the Association.

Student Representative Council means the Student-led, elected advisory body of the Association as set out in Rule 39.

University means Auckland University of Technology.

Vice-President (Academic) means the Vice-President (Academic) of the Association, elected by the Members in accordance with Rule 39.

Vice-President (Community) means the Vice-President (Community) of the Association, elected by the Members in accordance with Rule 39.