



# CONSTITUTION OF OTAGO UNIVERSITY STUDENTS' ASSOCIATION INCORPORATED

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Association Secretary

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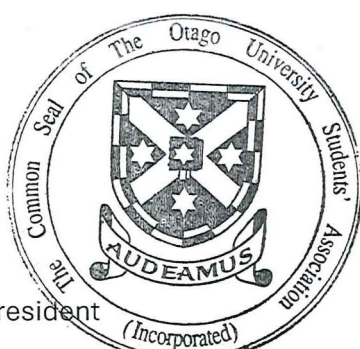
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## Affix the Common Seal



President

(Incorporated)

Otago University Students' Association

Liam White

Date: 13.11.25

Secretary

Otago University Students' Association

*[Signature]*

Administrative Vice President

Otago University Students' Association

*[Signature]*

Amy Martin

Date: 13.11.25

## Part A

### FOUNDATION

#### 1) Name and re-registration

- a) The Association is an incorporated society re-registered under the Act. This Constitution is an amended and restated version of the Association's existing constitution as at the date of the Association's re-registration under the Act and will amend and replace such existing constitution in its entirety from the date of the Association's re-registration under the Act.
- b) The full legal name of the Association is "Otago University Students' Association Incorporated". Unless the full name is required, the Association may also be referred to as "Otago University Students' Association", "OUSA" or "Te Rūnanga Ākonga o Ōtākou Whakaihu Waka" or any other abbreviated name that the Executive considers appropriate from time to time.

#### 2) Interpretation

- a) In this Constitution, unless the context otherwise requires:
  - i) **"Act"** means the Incorporated Societies Act 2022 including any regulations under it, both as may be amended, replaced or substituted from time to time.
  - ii) **"Association"** means the incorporated society governed by this Constitution, currently known as, Otago University Students' Association Incorporated.
  - iii) **"Casual Vacancy"** means the situation where any Executive position is currently unoccupied or where there is no person elected to fill an Executive position following any election.
  - iv) **"Chair"** means the person from time to time appointed as the Chair of General Meetings under section 41 or as the context requires the person chairing any Executive meetings under section 17(g) or any person acting as Chair for any meeting under section 48.
  - v) **"Chief Executive Officer"** means the person appointed by the Executive as the chief executive of the Association.
  - vi) **"Deed"** means a written legal document that is required to be signed and delivered as a deed to evidence a binding agreement, including any document regarding the creation, confirmation, ownership or transfer of property or legal rights or obligations.

- vii) **“Executive”** means the executive committee of the Association.
- viii) **“Executive Term”** means the period that an Executive Officer is appointed/elected to hold office in accordance with this Constitution, as set out in section 11.
- ix) **“Executive Officers”** means the members of the Executive.
- x) **“External Policy”** means any policy set by the Student Body regarding the position of the Association on matters external to the Association.
- xi) **“General Ballot”** means secret ballot carried out in accordance with this Constitution.
- xii) **“General Member”** means a student enrolled at the University who has not opted out of membership by way of notice in writing.
- xiii) **“Internal Policy”** means policy regarding matters of business, activities, and all operations of the Association and any other matter internal to the Association.
- xiv) **“International Student”** means a student who is paying international fees and/or hold a visa that allows studying in New Zealand.
- xv) **“Member”** means either a General Member or Special Member.
- xvi) **“Motion of No Confidence”** means a motion of no confidence under section 16.
- xvii) **“Notice”** means a notice placed on the Association’s notice board and supplied to Student Media for notification to the Student Body via Student Media outlets in accordance with this Constitution.
- xviii) **“Objects”** means the objects/purposes of the Association set out in section 3.
- xix) **“Officer”** means the Executive Officers, the Secretary, and the Chair of the Student General Meeting.
- xx) **“Postgraduate”** means a student defined as such by the University.
- xxi) **“President”** means the President of the Association.

- xxii) **“Referendum”** means a referendum carried out in accordance with Part E.
- xxiii) **“Resolution”** means a motion requiring positive votes of at least half of the total number of members voting at any meeting of the Association.
- xxiv) **“Returning Officer”** means the returning officer in respect of an election appointed under section 23.
- xxv) **“Secretary”** means the Secretary of the Association.
- xxvi) **“Special Member”** means a person that has been appointed a Life Member of the Association, the Secretary of the Association, and/or has held the office of President in the given year.
- xxvii) **“Special Resolution”** means a motion requiring positive votes of at least two-thirds of the total number of members voting at any meeting of the Association or of the Executive as the case may be.
- xxviii) **“Specific Notice”** means notice delivered in writing to the person or persons named in the subject of the notice.
- xxix) **“Standing Committee of the Executive”** means the committee provided for in section 18.
- xxx) **“Standing Orders”** means the standing orders set out in Part F of this Constitution.
- xxxi) **“Student Body”** means the members of the Association.
- xxxii) **“Student General Meeting” or “General Meeting”** means a general meeting of the Student Body convened and held in accordance with this Constitution, including an annual general meeting of the Student Body.
- xxxiii) **“Student Media”** means any such media outlets as the Association or its subsidiaries may own including the Association’s website.
- xxxiv) **“Te Rōpū Māori”** means Te Rōpū Māori o Ōtākou Whakaihu Waka Incorporated, also known as TRM, incorporated under the Incorporated Societies Act (registration no. 678994).
- xxxv) **“Total Budgeted Expenditure”** means the total of all operating and capital expenditure budgeted by the Association.

xxxvi) **“University”** means the University of Otago.

xxxvii) **“Working days”** means weekdays but excluding public holidays in Dunedin (which includes Otago Anniversary Day).

xxxviii) **“Uncontactable and unresponsive to communications with no reason”** means no response to at least 3 methods of communication daily (e.g., email, text, phone call).

### **3) Objects/Purposes of the Association**

- a) The purposes of the Association are to represent, advocate and provide for the interests, rights, recreation and welfare of students enrolled at the University of Otago and to carry out the charitable objects of the Association set out below.
- b) Any income, benefit, or advantage must be used within New Zealand for the following charitable objects of the Association and the purposes set out in clause 3:
  - i) To foster culture and recreation within the University environment.
  - ii) To advocate for and protect its members.
  - iii) To support and represent members of the Association in attaining their educational and academic goals.
  - iv) To promote the interests of the Association and its future members.
  - v) To promote University education participation in New Zealand; and;
  - vi) To work in accordance with Te Tiriti o Waitangi and the laws of New Zealand.

### **4) Powers of the Association**

- a) The Association has the widest powers possible to do all the things it deems necessary in pursuit of the Objects.
- b) The Association is not formed for the pecuniary gain of its members, provided that the Association may make payment as reasonable remuneration to any servant or Officer of the Association or the payment of reasonable expense to any authorised representative or delegate of the Association, subject to the Act and the Charities Act 2005.
- c) The Association may join with any other person, association or body corporate for the pursuit of any of the Objects, by way of Deed or other contractual agreement as the Executive determines reasonably appropriate at its discretion, subject to compliance with this Constitution.

### **5) Te Rūnanga Ākonga o Ōtākou Whakaihu Waka and Te Rōpū Māori**

- a) The Association acknowledges the importance of biculturalism and the principles outlined in Te Tiriti o Waitangi, insofar as they can be applied to the business and affairs of the Association, and in particular must comply with section 5 (d) of this Constitution.

- b) The text of both the Te Reo Māori and English versions of Te Tiriti o Waitangi as set out in the First Schedule to the Treaty of Waitangi Act 1975 are deemed to be incorporated by reference into this Constitution and will be treated as the text for the purposes of this Constitution.
- c) 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.
- d) In order to give effect to this, the Association must;
  - i) Maintain a Memorandum of Understanding (or similar document) with Te Rōpū Māori. The Memorandum of Understanding may be replaced, repealed, or amended by agreement between the Executive, and Te Rito of Te Rōpū Māori, provided that it is approved by Resolution of the Executive, carried by a Special Resolution, and any agreed replacement or amendment must be recorded in writing by these parties.
  - ii) Maintain a Te Reo Māori and English translation of Part A of this Constitution.

#### **University of Otago Pacific Islands Students' Association**

- e) The Association must maintain a Memorandum of Understanding (or similar document) with University of Otago Pacific Islands Students' Association.
- f) The Memorandum of Understanding may be replaced, repealed, or amended by agreement between the Executive and the executive (or equivalent body) or University of Otago Pacific Islands Students' Association, provided that it is approved by Resolution of the Executive, carried by a Special Resolution, and any agreed replacement or amendment must be recorded in writing by the parties.

### **6) Membership**

- a) There are two categories of members;
  - i) General Members; and;
  - ii) Special Members.
- b) A person becomes a General Member of the Association, and may exercise the privileges and rights of membership, upon their accepted enrolment to the University.
  - i) A person is deemed to apply to become a General Member and to consent to becoming a member of the Association when they complete their enrolment form to be a student at the University unless they give written notice to the Association that they do not wish to be a General Member in the manner set out in the enrolment form (and/or accompanying information to the enrolment form) and on the Association's website.
  - ii) A person will remain a General Member for the full period of their enrolment at the University unless they give written notice to the Association that they no longer wish to be a General Member in the

manner set out in the Association's website or if they are expelled from membership in accordance with this Constitution.

- c) Any General Member withdrawing or graduating from the University is no longer a member of the Association.
- d) There is no requirement for any student at the University to be a General Member subject to section 6(b) above.
- e) A person becomes a Special Member of the Association and may exercise the privileges and rights of membership.
  - i) Upon appointment as a Life Member.
  - ii) Upon appointment as Secretary; or
  - iii) In the year they hold office as President.
- f) If a person is a Special Member while also a General Member, they will be considered a Special Member only for the purposes of this Constitution and will only be entitled to one vote as a Special Member (and not any further vote as General Member).
- g) All past Presidents will be appointed as Life Members upon the end of their term as President, unless they are removed by a Motion of No Confidence. They will also be deemed to be a Special Member (instead of a General Member as per paragraph (f) above) on their election as President.
- h) Two (2) people, in addition to the immediate past President under paragraph (g) above, may be appointed Life Members by Special Resolution of the Executive in any one year.
- i) A Member may withdraw their membership at any time by giving written notice to the Association via the Secretary that they no longer wish to be a member.
- j) The Association will not at any time exercise undue influence in encouraging students at the University to remain Members.
- k) The Student Body may expel a Member from the Association by a Special Resolution at a Student General Meeting.
- l) Specific notice must be given to any person facing expulsion at least ten (10) working days before the voting at a Student General Meeting on the issue, and that person must be given final right of reply in accordance with the dispute resolution procedures set out in Part G of this Constitution before the Special Resolution is put.
- m) The Association shall ensure that a register of Members is kept and maintained in accordance with section 79 of the Act. A Member shall promptly notify the Association of any changes to their details recorded on the register (including name, contact and membership details), to ensure that the register remains up to date. The Association has access to the relevant information required for keeping an up-to-date register of members via its agreement with the University of Otago and each Member consents to their personal information being obtained and used for such purposes in accordance with the Act and the Privacy Act 2020.

## **7) Powers of the Student Body**

- a) The Student Body exercises its powers through Student General Meetings and Referenda.
  - i) All members of the Association may attend and vote at Student General Meetings.
  - ii) All members of the Association may vote in referenda.
- b) The Student Body may call a Student General Meeting by presentation to the Secretary of a petition signed by no less than fifty (50) members.
- c) The Student Body may exercise the following powers at Student General Meetings.
  - i) To amend the Constitution.
  - ii) To remove Executive members from their positions through a motion of 'no confidence';
  - iii) To set External Policy.
  - iv) To expel a Life Member of the Association.
  - v) To validate breaches of the Constitution, in accordance with the Constitution.
  - vi) To remedy breaches of the Constitution in accordance with the Constitution; or;
  - vii) Expel a person from the Association by a Special Resolution, in accordance with the Constitution
- d) The Student Body may exercise the following powers through a Referendum.
  - i) To pass Resolutions on any matters, and to transmit recommendations to the Executive.
  - ii) To amend this Constitution.
  - iii) To set External Policy.
  - iv) To set the Association's budget.
  - v) To appoint the Secretary of the Association; and
  - vi) To receive the annual report of the Association.

## **8) Powers of the Executive**

- a) The Executive is the governing board of the Association and controls the business, activities and all operations of the Association in pursuit of its Objects except for those powers specifically reserved by this Constitution to the Student Body.
- b) The Executive has oversight of all bodies, committees, and Executive Officers of the Association. It may issue directions concerning the performance of their duties, and if it considers appropriate, may assume or override those duties or functions itself except as provided in section 7 (a) above.
- c) The Executive may appoint and remove agents, delegates and committees and may delegate to them either generally or for a particular purpose or time, the full powers or part of the powers of the Executive in relation to any matter and may withdraw these delegations when it sees fit, provided that:

- i) All powers that the Executive chooses to delegate must be recorded in a motion in the minutes of the Executive; and;
  - ii) The minutes must record all the details of such delegation, including to whom the power or powers are delegated, for what purpose and for how long.
- d) The Executive performs the functions of a shareholder in respect of any company in which the Association holds shares.
- e) The Executive controls and is responsible for management of the funds and property of the Association and authorises all expenditure and may borrow funds from such organisations as it sees fit for the Objects. The Executive will ensure that the Association maintains a bank account for deposit of funds of the Association and will adopt such policies and procedures as it determines appropriate to ensure all funds received by the Association are promptly deposited into such account and that any withdrawals are made in the manner authorised by the Executive from time to time.
- f) The Executive is responsible for control and management of the Association and its affairs and may set policies expanding upon this Constitution at its discretion provided that such policies are consistent with this Constitution.
- g) All Resolutions of the Executive and all acts done will be binding upon all the members of the Executive whether present at any such meeting or not and upon all the property and assets of the Association unless a Resolution is illegal or contrary to this Constitution.
- h) The Executive may appoint the Honorary Solicitor by Resolution of the Executive.

## **9) Construction and Amendment of the Constitution**

- a) Where any dispute arises as to the interpretation or construction of this Constitution such dispute will be determined by the Executive.
- b) This Constitution may only be amended, rescinded and replaced by a Special Resolution at a Student General Meeting or through a Referendum, except in the case of any minor or technical amendment (as reasonably determined by the Executive), which may be made in accordance with the Act.
- c) Ten (10) working days' notice must be given to members of any amendment to this Constitution
- d) Any amendments or rescission of section 5 of this Constitution must be following consultation with Te Rōpū Māori.
- e) Any amendments or rescission of section 5 of this Constitution must be following consultation with University of Pacific Islands Students' Association.
- f) Any amendment or rescission of this Constitution must be registered with the Registrar of Incorporated Societies in accordance with the requirements of the Act, and such amendment or rescission takes effect at the time of registration. Whilst the Association is a charity, a copy of the amended Constitution must also be registered with Charities Services in accordance with the Charities Act 2005.

- g) No amendment or rescission of this Constitution will be valid if it conflicts with section 7 or section 10 of this Constitution or is otherwise contrary to the laws of New Zealand (or while the Association is a registered charity, would jeopardise its registration under the Charities Act 2005).

#### **10) Winding up of the Association**

- a) In the event of the winding up or dissolution of the Association, all the real and personal property of the Association, after payment of all costs, debts, and liabilities of the Association (surplus assets), will vest in the specific not-for-profit entity (with similar purposes as the Association) nominated by the Executive and approved by Members at a Student General Meeting, or (in the absence of any specific not-for-profit entity being nominated and/or approved by Members) in the University upon trust for the purpose of the Objects until a charitable body with purposes similar to the Objects is formed by the University (which will upon formation be transferred and hold the Association's surplus assets for the Objects and any other similar purposes).

## **Part B**

### **EXECUTIVE**

#### **11) Term of an Executive Officer**

- a) An Executive Term is a 12-month period starting on the first day of January and ending on the last day of December.
- b) Executive Officers will hold their office for the relevant Executive Term for which they were elected.

#### **12) Prerequisites to being an Executive Officer**

- a) All Executive Officers must be students of the University of Otago at all times while they remain an Executive Officer; that is, they must be students in both the year they stand for election as an Executive Officer and the year they hold office.
- b) All Executive Officers must be members of the Association at all times while they remain an Executive Officer; that is, they must be members in both the year they stand for election as an Executive Officer and the year they hold office.
- c) Any member may hold more than one Executive Officer role during their enrolment but not concurrently.
- d) All Executive Officers must qualify as an Officer under the Act and the Charities Act 2005 or have a waiver from the Charities Commission and must all times while they remain an Executive Officer comply with any requirements under this Constitution, the Act and the Charities Act 2005.

#### **13) Composition of the Executive**

- a) The Executive will consist of the following elected Executive Officers.
  - i) President.
  - ii) Administrative Vice-President.
  - iii) Finance and Strategy.
  - iv) Academic Representative.
  - v) Welfare and Equity Representative.
  - vi) Postgraduate Students Representative.
  - vii) International Students Representative.
  - viii) Clubs and Societies Representative.
  - ix) Political Representative.
  - x) Residential Representative.
  - xi) A Te Rōpū Māori President (Tumuaki) who will be a voting Ex-Officio member of the Executive; and
  - xii) The University of Otago Pacific Islands Students' Association President who will be a voting Ex Officio member of the Executive.

## **14) Responsibilities of Executive Officers**

### **a) Executive Officers**

Executive Officers must at all times comply with their duties under the Act, including to:

- i) Act in good faith and in the best interests of the Association.
- ii) Exercise powers for proper purposes only;
- iii) Comply with the Act and this Constitution.
- iv) Exercise reasonable care and diligence.
- v) Not create a substantial risk of serious loss to creditors.
- vi) Not provide for the Association to incur any obligation that they do not reasonably believe the Association can perform.

### **b) President**

- i) The President is the primary elected representative of members of the Association. The President will lead the Association and Executive in fulfilling its core functions and achieving its goals of advancing the educational, welfare, social, cultural, and sporting interests of the members of the Association.
- ii) The President will chair all Executive meetings in which they are present and in the event of an equality of votes will have a casting vote.
- iii) The President may be re-elected for a further Executive Term after their initial term expires but must not hold office for longer than two (2) year's total.

### **c) Administrative Vice-President**

- i) The Administrative Vice-President is the Vice-President of the Association and is the acting President in the absence of the President assuming all powers and duties of the President during such period.
- ii) The Vice-President is responsible for maintenance of the internal administrative functions including maintenance of internal policy, oversight of the legislative requirements of the Association and monitoring of the strategic goals of the Association.

### **d) Finance and Strategy Officer**

- i) The Finance and Strategy Officer is responsible for oversight of the financial performance, commercial interests, campaigns and development, implementation and monitoring of the commercial goals of the Association.

### **e) Academic Representative**

- i) The Academic Representative is responsible for co-ordination and oversight of the educational affairs of the Association and will ensure that the academic interests of members are represented, respected and enhanced.

### **f) Welfare and Equity Representative**

- i) The Welfare and Equity Representative is responsible for co-ordination and oversight of welfare and equity affairs of the Association and will

ensure that the welfare and equity needs of members are represented, respected and enhanced.

**g) Postgraduate Students Representative**

- i) The Postgraduate Students Representative is responsible for representing the interest of Postgraduate students. The must be a Postgraduate student when running for and while in Executive Office.

**h) International Students Representative**

- i) The International Representative is responsible for representing the interest of international students. They must be an international student when running for and while in Executive Office.

**i) Clubs and Societies Representative**

- i) The Clubs and Societies Representative is responsible for representing the interest of all clubs and societies affiliated to the Association and their members.
- ii) Where reasonable, this Officer will assist in fulfilling the roles of the Executive that are not covered by other Executive Officers and/or assist other Executive Officers with their roles.

**j) Residential Representative**

- i) The Residential Representative is responsible for representing the interest of recreation, social culture, and residential colleges at the University.
- ii) Where reasonable, this Officer will assist in fulfilling the roles of the Executive that are not covered by other Executive Officers and/or assist other Executive Officers with their roles.

**k) Political Representative**

- i) The Political Representative is responsible for ensuring the Association submits on and engages with relevant documents and lobbies local, national and University bodies in the interest of students at the University.
- ii) Where reasonable, the Officer will assist in fulfilling the roles of the Executive that are not covered by other Executive Officers and/or assist other Executive Officers with their roles.

- l) Except as otherwise provided in this Constitution and the Act, the Executive may regulate its own procedure and the proceedings at any Executive meetings as it determines appropriate at its discretion. The Executive shall administer, manage and control the Association and the operation and affairs of the Association in accordance with this Constitution, and shall have all rights and powers to do so subject to this Constitution.

**15) No Confidence in an Executive Officer**

- a) A motion of no confidence in an Executive Officer can occur at a Student General Meeting in accordance with this section 16.

- i) The Student General Meeting must be called in accordance with this Constitution, and the motion of no confidence in an Executive Officer may be moved by Resolution of the Executive.
- b) At least ten (10) working days' notice is required for any Student General Meeting at which any motion of no confidence in an Executive Officer is to be considered and voted on and notice of such motion and relevant details shall be included in the notice of Student General Meeting.
- c) A motion of no confidence may not be made against more than one person in any single motion, and the notice of such motion must specify in reasonable detail grounds for such motion.
- d) Notwithstanding anything in this Constitution, the person who is the subject of the motion of no confidence:
  - i) Must be given the right to answer all charges at or prior to the relevant Student General Meeting at which voting on the motion is to occur.
  - ii) Must be provided with an opportunity for questions and answers at the relevant Student General Meeting at which voting on the motion is to occur; and
  - iii) May speak last for a period of up to ten (10) minutes at the relevant Student General Meeting at which voting on the motion is to occur.
- e) Voting on the motion of no confidence at a Student General Meeting will be by secret ballot according to the voting provisions contained in section 58 except for 58(b) and section 59.
  - i) Any Secret Ballot must be accessible, anonymous, and accountable.
  - ii) A motion of no confidence requires approval by Special Resolution to pass at the Student General Meeting.

#### **16) Absence of Executive**

- a) If there are not sufficient Executive Officers in office to hold a quorate Executive meeting all the powers of the Executive devolve to a committee, (hereinafter called the "Governing Committee"), which will be comprised of:
  - i) The honorary solicitor of the Association.
  - ii) All the remaining Executive Officers.
  - iii) The Secretary; and;
  - iv) The most recent Chair of the Student General Meeting.
- b) The Governing Committee will conduct and supervise the affairs of the Association as if it were the Executive, including the calling of Executive elections at the earliest possible time.
- c) On the election of an Executive the powers of the Governing Committee automatically revert to the new Executive.

### **17) Meetings of the Executive**

- a) The Executive will meet regularly throughout the academic year and will meet during semester breaks if necessary.
- b) A meeting of the Executive may be called by:
  - i) The President.
  - ii) The Secretary; or;
  - iii) By any three (3) Executive Officers together giving written notice.
- c) Notice for Executive meetings must state the date, time, and place of meetings and the manner in which they will be held.
- d) Seventy-two (72) hours' notice will be required for an ordinary meeting.
- e) An emergency meeting will require at least four (4) hours' notice and all Executive Officers will be notified via their contact details held by the Association.
- f) An emergency meeting called will have the full powers of an ordinary meeting provided that the next succeeding ordinary meeting must reconsider all Resolutions or appointments made by the emergency meeting and ratify or rescind such Resolutions or appointments as the Executive sees fit.
- g) The President will chair Executive meetings and in the absence of the President the Administrative Vice-President or (in their absence) a member elected by the meeting will assume the position of chair for the relevant Executive meeting.
- h) Unless otherwise determined by the Executive, a meeting may be held in any manner, including in person or by electronic means (including by any combination of audio, audio and visual, or electronic communication) or both in person and by electronic means as the President and/or the Secretary determines appropriate, subject to appropriate notice being given. Unless otherwise specified in the relevant notice of meeting, Executive meetings must be attended in person at the time and place notified and may not be attended by proxy or electronic means.
- i) The voting and quorum rules applicable for an Executive meeting are as set out in Part F.

### **18) Standing Committee of the Executive**

- a) There will be a Standing Committee of the Executive which will meet as required throughout the year to consider matters important to the Association.
- b) During periods when there are not sufficient Executive Officers available for a quorum for Executive meetings, the Standing Committee of the Executive will exercise the powers of the Executive. Exercise of such powers must be authorised by Resolution of the Executive.
- c) The Standing Committee of the Executive will comprise:
  - i) The President.
  - ii) The Administrative Vice-President.
  - iii) The Finance and Strategy Officer.
  - iv) The Academic Representative.
  - v) The Welfare and Equity Representative; and

- vi) Any other Executive Officer(s) that the Standing Committee of the Executive may co-opt.

#### **19) Remuneration and Reporting by Executive Officers**

- a) The Executive Officers will receive remuneration at the rates deemed appropriate and stipulated in the budget set by the Student Body, and such remuneration will be paid in instalments approved by the Executive.
- b) Remuneration will only begin to be paid when Executive Officers arrive at the Association main office for the year of their Executive Term, starting on the first Association pay batch.
- c) At the conclusion of each quarter, every Executive Officer must furnish a brief written report on that Executive officer's work on the Executive during the term.
  - i) Such report will be considered by the Executive and made available to Student Media.
  - ii) Any Executive Officer who fails to complete such a report will not receive remuneration from the Association.
- d) The Executive must withhold payment of all or part of any remuneration where it considers any Executive Officer has failed to carry out their duties or has failed to report adequately on their activities.
- e) The Te Rōpū Māori Tumuaki will present a report to the Executive each quarter.
- f) The President of the University of Otago Pacific Islands Students' Association will present a report to the Executive each quarter.

## **Part C**

### **EXECUTIVE ELECTIONS**

#### **20) Executive Elections**

- a) The Executive will set a period to hold elections preceding the year in which the next Executive is to hold office in the second semester of each year.
- b) If the Returning Officer rules that circumstances surrounding the proposed election period would have an extremely substantial impact on students' ability to vote in that election, they can change the set period of the election. This change will not affect the date of the election in the subsequent year.
- c) Voting may take place using any media, physical or electronic, provided it is carried out in a manner consistent with this Constitution.

#### **21) Nominations**

- a) All Members are eligible for nomination as an Executive Officer provided, they hold the necessary prerequisites for the office as set out in this Constitution and the Act.
- b) Current Executive Officers are not eligible for nomination in a by-election, unless they resign five (5) working days before nominations must be delivered to the Secretary. Upon resigning, the position of the resigning Executive will be added to the nomination and election dates previously set.
- c) The Secretary will, once nominations for the Executive positions are opened by Executive motion, post notice calling for nominations for the Executive. This notice will specify a date not earlier than five (5) working days on which all nominations must be delivered to the Secretary.
- d) All nominations must be in writing, and are effective after they are:
  - i) Made and signed by the nominee and two (2) other members; or;
  - ii) Made and signed by three (3) members and subsequently consented to by the nominee before the closing of the nomination period.
- e) After the closing of nominations the Secretary will prepare a list contained under the heading of the various positions to be filled, listing in alphabetical order the persons duly nominated for each position followed in each case by the name of both nominators and will give notice of this list and will allow all members to inspect such list upon request.
- f) No member will be nominated for more than two (2) Executive Officer positions.
- g) The Secretary may not refuse a nomination for any reason other than form eligibility.
- h) Where the Secretary has for any reason refused to accept a nomination an appeal against such refusal may be made to the Executive and must be delivered to the Secretary or President within twenty-four (24) hours after receipt of specific notice of such refusal.

- i) Where the Secretary has allowed any nomination an appeal against such allowance may be made to the Executive and must be delivered to the Secretary or President within twenty-four (24) hours after the time fixed for the closing of nominations
- j) All appeals must be in writing and must state the grounds of appeal.
- k) The Executive has full power to accept or reject any nomination under appeal or to determine the matter in any other manner.
- l) If the Executive does not uphold an appeal the nominations will remain as determined by the Secretary.
- m) Except as provided in this Constitution, no objection may be made to any nomination and any nominations not appealed against will be valid for all purposes.
- n) Where no nomination has been received in respect of any position a casual vacancy will be deemed to be created immediately after the taking of office by the new Executive.
- o) Where a nominee wishes to withdraw from an election the nominee must deliver to the Secretary a written withdrawal signed by the nominee. Such withdrawal will be irrevocable.

## **22) Voting**

- a) The voting period will be no sooner than ten (10) working days after notice is given of voting.
- b) The voting period will not exceed seven (7) days.
- c) Voting will be held at the places and times determined by the Returning Officer in consultation with the Secretary.
- d) Any student unable to vote on polling days may cast special votes up to five (5) working days before the election.
- e) Not less than three (3) working days will be allowed for normal voting, and not less than one (1) working day will be allowed for voting in by-elections.
- f) Every member will be entitled to exercise a vote for each Executive position by ranking any number of nominated persons, including a separate no confidence option, in order of preference, except as otherwise provided in this Constitution and as follows:
  - i) Only International Students may vote for the International Students' Representative.
  - ii) Only Postgraduate members and those in their final year of Undergraduate study may vote for the Postgraduate Students Representative in the case of a by-election for the current term.

## **23) Returning Officer**

- a) The Secretary may appoint a Returning Officer for any election before nominations are closed.

- b) In the event of no Returning Officer being appointed or in the absence or incapacity of any Returning Officer, the Secretary will be the Returning Officer.
- c) The Returning Officer will be responsible for the whole conduct of the election.
- d) At the closing of nominations, the Secretary will immediately provide the Returning Officer a list of names of the members duly nominated for each office.
- e) The Returning Officer will have the power to, and will, have the following duties:
  - i) Appoint such deputies, poll clerks, scrutineers, and other assistants and with such powers and duties as the Returning Officer sees fit.
  - ii) Provide such material and facilities in such forms as the Returning Officer deems requisite and suitable for the method of voting.
  - iii) Ensure that only members vote.
  - iv) Provide for the due secrecy and peaceful nature of the ballot.
  - v) Give notice and inform such media as they see fit of the day or days on which the ballot is to be held specifying the hours during which voting may take place and such day or days and such hours will accordingly be the day or days and hours for polling.
  - vi) Direct and regulate the manner of voting and of recording votes.
  - vii) Arrange for and supervise the counting and recounting of the votes and disallow votes not submitted in the specified manner or not sufficiently clear.
  - viii) Retain all voting papers and voting records safely for twenty (20) working days after the elections after which they will destroy all voting papers and voting records unless a recount is demanded as provided by this Constitution.
  - ix) Generally, do all things necessary, expedient, or advisable in their opinion for the proper, fair, and democratic conduct of the election; and;
  - x) Provide a report in writing in a timely manner to the Executive certifying that the elections have been conducted in accordance with this Constitution and in a proper, fair, and democratic manner, or as the case may be notifying any irregularities in the elections after the conclusions of the ballot.
- f) In the performance of these duties, the Returning Officer can require the assistance of the Association's relevant communications, events, and volunteer staff.
- g) The Returning Officer will comply with any regulations not inconsistent with this Constitution duly made by the Executive amplifying or specifying more particularly the powers and duties of the Returning Officer.
- h) All acts and things done by the Returning Officer for any such purpose will be deemed to be done under the authority of the Executive.

## **24) General Ballot**

- a) All Executive Officers will be elected by general ballot using the Single Transferable Vote (STV) system. The highest polling candidate for each Executive position will be elected.
- b) The STV system will be outlined by the Department of Internal Affairs and Electoral Commission of Aotearoa New Zealand.
- c) There will be provided on the ballot an option of “no confidence in these candidates”.
- d) If there are more “no confidence in these candidates” votes than votes cast for the highest polling candidates, then no-one will be declared elected, and a casual vacancy will exist.
- e) The Secretary will forthwith post on the notice board and in such media as the Secretary sees fit, a notice stating the names of the successful candidates for each position and stating the number of valid votes cast for each candidate and no confidence votes cast against each candidate.
- f) The Secretary will appoint an independent arbitrator, who must not be a member of the Association, to hear appeals against decisions made by the Returning Officer. In resolving any issue, the independent arbitrator will have such powers as but not limited to:
  - i) Call for a new election.
  - ii) Remove votes from candidates.
  - iii) Add votes to candidates; and;
  - iv) Disqualify a candidate.
- g) Where the existence of a tie prevents there being a highest polling candidate, the Returning Officer will, with the approval of the Executive, choose to extend a voting period for no less than six (6) hours on the next working day. Notice will be given through Student Media outlets.
- h) In the event of a candidate being elected for multiple offices they will choose the office they will occupy within (2) days and the second-highest polling candidate for the other office will be considered to be elected to that office.

## **Part D**

### **ADMINISTRATION**

#### **25) Policy**

- a) The Student Body will set policy regarding the position of the Association on matters external to the Association.
- b) The Executive will set policy regarding matters of business, activities and all operations of the Association and any other matters internal to the Association.
- c) Any policies set must be recorded in writing.
- d) All active policies must be made publicly available on the Association website.
- e) Five (5) working days' notice must be given for the setting, rescinding or amending of policy and that notice must include the proposed policy or change of policy.
- f) Policy will be set, rescinded or amended by Resolution, except in the absence of notice where policy will be set, rescinded or amended by Special Resolution of the Association or Executive as the case may be.
- g) No policy will be incompatible with, or contradict, this Constitution.
- h) If Internal Policy is breached it must be drawn to the attention of the next Executive meeting by any Officer who is aware of the breach.
- i) If External Policy is breached it must be promptly brought to the attention of the Executive by any Officer of the Association who is aware of the breach.
  - i) Student Media must also be made promptly aware of the breach.

#### **26) Insurance and Indemnity**

- a) The Association may indemnify and/or effect insurance for its own current and former Executive Officers members and other officers and employees of the Club, as determined by the Executive from time to time at the Executive's discretion in accordance with (and to the maximum extent permitted by) sections 94 to 98 of the Act.

#### **27) Association Audit**

- a) The financial statements of the Association must be audited at the end of each financial year.
- b) The auditors must be duly qualified Chartered Accountants and appointed by the Student Body for the next financial year.

#### **28) Powers and Duties of the Secretary**

- a) The Secretary is an Officer of the Association.
- b) The Secretary will be available to the members of the Association to explain this Constitution and the operations of the Association.

- c) The Secretary will be nominated for appointment by the Executive, and such appointment will be ratified by the Student Body.
- d) The Student Body may only ratify the appointment of, or remove, the Secretary pursuant to a recommendation by the Executive.
- e) Appointments will be for a fixed term of four (4) years with the possibility of renewal for further fixed terms.
- f) The Secretary may hold other employment either within or outside the Association provided that their duties as Secretary are not affected.
- g) The Secretary will report to the Association through the Executive.
- h) The Secretary may delegate power in accordance with this Constitution but must keep a public record of such delegation.
- i) The Secretary acts as secretary of the Student General Meeting and the Executive and of all committees of the Association to which no other person has been appointed as secretary.
- j) The Secretary must keep all necessary and usual minutes, and such other records as may be required by this Constitution or by the Executive.
- k) The Secretary must retain in a place of safety a current copy of this Constitution.
- l) The Secretary will put into effect and maintain the provisions contained in this Constitution.
- m) The Secretary may not vote or be entitled or permitted to vote at any meeting of the Association or committee of the Association and will not be counted in determining whether a quorum is present at any such meeting.
- n) The Secretary is appointed as a dedicated contact person for the Association. The Executive may from time to time appoint one or two (2) other persons to be an additional contact person (as defined in the Act) and remove and replace them at the Executives discretion. The Secretary shall promptly notify the Registrar of the Incorporated Societies of any change in the contact persons (as defined in the Act), or any of their details, from time to time in accordance with the Act.

## **29) Minutes and Records**

- a) The Secretary, or their delegate, must keep minutes for the Executive, the Student General Meeting and all other committees of the Association contained within this Constitution.
- b) The minutes of each meeting must include:
  - i) The name of the committee.
  - ii) The date, time, and place of the meeting.
  - iii) The number of members present and the name of the Chair of the meeting.
  - iv) Confirmation of any previous minutes.
  - v) The text of every motion or amendment moved and seconded.
  - vi) An indication of whether such motions and amendments were carried, and the names of any members who requested that their dissent be recorded.

- vii) The facts and details of any adjournment.
  - viii) Any notice of motion given.
  - ix) Details of any business raised at a meeting, required to be raised by these Rules, or raised by a member at the meeting; and
  - x) Any other matters which facilitate the historical and legal record of the Association.
- c) The minutes of any meeting must be confirmed by the following meeting and signed as a “true and correct record” by the Chair of that following meeting.
  - d) The Secretary, or their delegate, must keep a policy book which contains a record of all policy set by the Association.

### **30) Common Seal**

- a) The Association may at its discretion have a Common Seal, which may be affixed in accordance with paragraph (c) to any document, including;
  - i) Deeds entered into by the Association.
  - ii) Memorandum of Understanding held by the Association; and;
  - iii) Official copies of this Constitution.
- b) The Common Seal must be kept by the Secretary.
- c) The affixing of the Common Seal to a document must first be authorised by Resolution of the Executive.
- d) Any document to which the Common Seal is affixed must be signed by the Secretary and, as attesting witnesses, either;
  - i) The President; or;
  - ii) The Administrative Vice-President and Finance and Strategy Officer.

### **31) Remedies**

- a) Where this Constitution has been breached, or when a breach is inevitable for any reason, it is the responsibility of the Executive to call a Student General Meeting and report the breach within five (5) working days.
- b) The Student Body may determine to remedy the breach by either:
  - i) Substantial compliance in accordance with section 32; or;
  - ii) Determining the appropriate course of action where such action must be consistent with these the Constitution.
- c) Upon a Student Body motion validating a breach of the Constitution in accordance with section 32, the Secretary must inform the Student Media immediately.

### **32) Substantial Compliance**

- a) The Student Body may, by a Special Resolution at a Student General Meeting, validate a breach of this Constitution given that the Student General Meeting is satisfied that:
  - i) There has been substantial compliance with this Constitution; and;

- ii) The breach has not materially affected, and/or will not foreseeably materially affect, the rights or interests of any person or affiliated body; and
- iii) The breach resulted in a positive benefit to the Association and its members and the Objects.

### **33) Affiliated Bodies**

- a) Any student club, society, union or other body may apply to the Executive for affiliation to the Association.
- b) The affiliation of any club society, union or other body to the Association will continue indefinitely until such time as:
  - i) The Executive, by Resolution, ends the affiliation.
  - ii) The club, society, union, or other body ends the affiliation.
  - iii) The club, society, union or other body ceases to meet the requirements of affiliation to the Association, including complying with this Constitution; or
  - iv) The club, society, union or other body ceases to exist.
- c) When considering an affiliation application, the Executive must be satisfied before agreeing to the affiliation that:
  - i) The Association's investment in affiliating any club, society, union or other body, whether financial or otherwise, benefits primarily the Association's members.
  - ii) Any club, society, union or other body does not pose a risk, whether financial or otherwise, to the Association; and
  - iii) The activities of any club, society, union or other body are consistent with the Objects.
- d) The affiliation of any club, society, union or other body is subject to the overall discretion of the Executive, and the Executive may resolve to assume the affairs of any affiliated club, society, union or other body.

### **34) Budget**

- a) There will be a budget set for the Association which will cover operational and capital expenditure and to which income (if any) will be linked.
- b) The Executive will present a proposed budget for the forthcoming year to the Student Body in the second semester of each year.
- c) The Student Body will consider the proposed budget and either resolve to accept or reject it in its entirety.
- d) If no budget has been set by the end of the Executive Term, then the most recent budget set by the Student Body will be deemed to be the budget for the following year, adjusted up or down on a pro rata basis according to any change in income.
- e) At least five (5) working days' notice is required before the proposed budget is presented to the Student Body.

- f) The Executive will supply copies of the budget for the forthcoming year to the Student Media following its setting by the Student Body.
- g) At the commencement of each year, but before any Student General Meetings or Referenda are held, the Executive may alter the budget set by the Student Body the preceding year, provided that:
  - i) The sum of the absolute values of all alterations made to individual budget lines does not exceed five (5) percent of Total Budgeted Expenditure; and
  - ii) The remuneration of Executive Officers is not altered from the budget set by the Student Body the previous year; and
  - iii) The sum of the absolute values of all alterations made to individual budget lines does not exceed the total amount of the last set budget.
- h) Any proposed budgetary alterations in excess of the sum in section 34
- i) (g) must be referred to the Student Body, which may accept or reject the proposed altered budget.

### **35) Expenditure Authorisation**

- a) Any Association expenditure must be approved and signed by any two of the following, provided that at least one of the approvers and signatories is an Executive Officer:
  - i) The President.
  - ii) The Administrative Vice-President.
  - iii) The Finance and Strategy Officer.
  - iv) The Chief Executive Officer.
  - v) The Secretary; or;
  - vi) Up to one other Officer or employee of the Association appointed by Resolution of the Executive.

### **36) Committees**

- a) The Executive has the power to establish committees and sub-committees as it sees fit to develop further the policy and Objects of the Association.
- b) Any committee or sub-committee formed should have representation from both the Executive and, unless there are issues of confidentiality, the wider membership.
- c) Where a committee has any rights or powers delegated to it by the Executive, such powers must be exercised in accordance with this Constitution.

### **37) Vacation of Office**

- a) The holder of any office in the Association must vacate office if such Officer:
  - i) Ceases to be a member of the Association.
  - ii) Dies.
  - iii) Tenders written notice of resignation to the Secretary; or;

- iv) Is the subject of a vote of no confidence passed by the Student Body or the Executive.
- b) An Executive Officer will be deemed to have vacated office if they are:
  - i) Absent without leave from any three (3) consecutive ordinary meetings of the Executive; or;
  - ii) Found by the Secretary not to meet the prerequisites for holding that office.

## **Part E**

### **GENERAL MEETINGS AND REFERENDA**

#### **38) Conduct of Referenda**

- a) Except as provided in this section, the Executive or any member may request that the Executive put an issue, in the form of a question to the Student Body by way of a Referendum by giving notice to the Secretary.
- b) Any referendum involving finance or administrative matters, other than any or all matters listed in section 38(k)(i) or (ii) will be indicative only and not binding on the Association.
- c) A Referendum must be called by the Secretary:
  - i) Upon Resolution of the Executive, and if the Referendum is to be binding on the Association, the Resolution must so state.
  - ii) On receipt by the Secretary of a petition, signed by no less than fifty (50) members, which calls for a Referendum to be held, and if the Referendum is to be binding on the Association, the petition must so state.
- d) For any Referendum, the Executive will report the matter to the Student Media and promote discussion and debate regarding the matter.
  - i) The Association will provide an explanatory document for each question which discusses the arguments for and against passing the motion or question.
  - ii) This explanatory document will be made available to Student Media.
  - iii) This explanatory document will also be made available to members of the Association during the voting period.
- e) Any Referendum put to the Student Body will require at least ten (10) working days' notice of the specific matter to be voted on by Referendum, including any specific wording.
- f) The Secretary may appoint a Returning Officer to supervise the conduct of the Referendum. If no Returning Officer is appointed or in the absence or incapacity of any Returning Officer, the Secretary will be the Returning Officer.
- g) The Returning Officer must conduct the Referendum by secret ballot according to the voting provisions contained in section 22 as if the Referendum were an election, with all necessary changes.
- h) All questions in the Referendum must have the option to abstain, aside from questions discussing the annual report, audited annual financial statements, or questions deemed of high importance by resolution of the Executive.
- i) Any matter with regard to the conduct of the Referendum is subject to the overriding supervision of any independent arbitrator appointed by the Executive for that purpose.

- j) Any Referendum at which fewer than five (5) percent of the total number of members cast their vote will be considered indicative only, except where the issue is about any or all matters listed in section 38 (k) where the threshold will be one (1) percent of the total members, a figure which the Secretary will ascertain at the commencement of each semester and report to the Executive and the Student Media.
- k) There will be at least one Referendum called in the first semester which, without limiting its business, will:
  - i) Receive and accept the annual report of the Association for the previous year; and
  - ii) Receive and accept the audited annual financial statements for the previous year.
- l) Where Referendum voting on a Resolution is tied the Resolution will fail.
- m) The Secretary must inform all Student Media of the results of the Referendum as soon as practicable once known.
- n) Voting in a Referendum must take place online in a manner that enables all members to cast their ballot.
- o) Upon receipt of a question from members to be put to Referendum under section 39(c)(ii) the Executive must send the question to a mediator to determine whether it should be ruled out of order based on the criteria in section 40 (c).
- p) A written resolution may also be passed in lieu of a General Meeting or Referendum in accordance with section 89 of the Act.

### **39) Mediator of Referenda**

- a) The honorary solicitor will be the mediator for all Referenda.
- b) The mediator will:
  - i) Set the wording of the question to be put to the Referendum
  - ii) Ensure that the matters put to the Referendum are put fairly and that they are put in such a way to ensure that the result is a free expression of the members' opinion rather than being dictated by the form of the question; and
  - iii) Consider any submissions made by any member as to how the question should be phrased.
- c) The mediator may only decline to put a question to a Referendum if:
  - i) The question is frivolous
  - ii) The question is contrary to this Constitution
  - iii) The question unfairly affects any individual, including students, OUSA employees, and University employees
  - iv) The question is biased or leading; or
  - v) There is already a question of a similar nature being put to the Student Body, in which case the Mediator may recommend that only one question be asked on the one topic.

- d) In seeking to determine the opinion of the Student Body on an issue, the Mediator may choose to put to the Referendum a series of different Resolutions about the same issue in order to ensure that a clear result is obtained.
- e) The Executive will give five (5) working days' notice before setting the proposed questions to allow time for submissions to be made by members.

#### **40) Conduct of General Meetings**

- a) The quorum for an Annual General Meeting and any other General Meeting at which any of the following motion are considered is 0.25% of the membership of the Association when bringing annual procedures such as:
  - i) The annual report of the Association for the previous year
  - ii) The audited annual financial statements for the previous year
  - iii) The annual budget of the Association for the following year; or
  - iv) The quorum for a General Meeting where a motion not included in section 40(a) is presented, is 0.5% of the membership of the Association. If a quorum is not met, the Resolution will be indicative only.
- b) General Meetings may only be held on days when the Dunedin campus of the University is holding formal classes and at a time and a place that is not inconvenient to students.
- c) Except as otherwise provided by this Constitution, the procedure of a General Meeting will be governed by the Standing Orders set forth in this Constitution.
- d) A special General Meeting will be called by the Secretary:
  - i) On receipt of a motion of no confidence in an Executive Officer or to expel a member of the Association
  - ii) By receipt of a petition signed by no less than fifty (50) members; or
  - iii) By Resolution of the Executive.
- e) Subject to section 9c), a special General Meeting under section 40(e) must be called between five (5) and fifteen (15) working days after receipt of the relevant motion, petition or Resolution of the Executive. If the meeting is not called, any member of the Executive may call the meeting.
- f) Subject to section 10(c), at least five (5) working days' notice must be given by the Secretary for a General Meeting detailing the time, place, agenda items and all motions put before the meeting.
- g) The Association must call an annual General Meeting to be held:
  - i) Not later than six (6) months after the balance date of the Association; and
  - ii) Not later than fifteen (15) months after the date of the previous annual General Meeting of the Association.
- h) The Association must:
  - i) Hold each General Meeting on the date on which it is called to be held and in accordance with this constitution; and
  - ii) Ensure that minutes of each General Meeting are kept.

- i) At each annual General Meeting, the required information set out in section 86 of the Act must be presented together with any other information that the Executive determines appropriate for the relevant meeting.

#### **41) Chair of the General Meetings**

- a) The Chair of the General Meeting is appointed by the Secretary at each annual General Meeting and otherwise in accordance with section 48 and the Chair cannot be a current Executive Officer.
- b) The duties of the Chair of the General Meeting are:
  - i) To conduct General Meetings of the Association according to this Constitution.
  - ii) To convey all Resolutions and recommendations made at a General Meeting to the appropriate persons as directed.
  - iii) To report to and advise the Executive on issues arising at General Meetings; and;
  - iv) To have an understanding of this Constitution.
- c) In the event of the absence of the Chair at a General Meeting a member of the Association may Chair the meeting in accordance with the provisions set forth in the Standing Orders relating to the absence of the Chair in section 49.

## **Part F**

### **STANDING ORDERS**

#### **42) Introduction**

- a) Any meeting may not commit any act, pass any Resolution or make any appointment in contravention of this Constitution. Any such action, Resolution or appointment will be invalid and will not bind the Association.
- b) Except as provided in this Constitution, these Standing Orders apply to all meeting of the Association, including Student General Meetings, meetings of the Executive and meetings of any other committee of the Association.

#### **43) Conduct of Business**

- a) The business of every meeting must be conducted in accordance with this Constitution and Standing Orders.
- b) All business (unless otherwise provided for by the Constitution or Standing Orders) must be brought forward, discussed and dealt with in the form of a motion. No other business may be considered.

#### **44) Order of Business**

- a) At ordinary meetings the order of business will be:
  - i) Election of a Chair if necessary.
  - ii) In the case of a special meeting, the business for which such meeting has been called and, in the order, set out in the notice calling such meeting.
  - iii) The confirmation of the minutes of the last meeting.
  - iv) The business to be conducted.
  - v) General business.

#### **45) Quorum**

- a) Unless otherwise specified in this Constitution the quorum of every meeting (excluding General Meetings which is covered by section 40) is half the maximum number of voting members of the committee or body.
- b) No meeting may commence until the required quorum is present. If such quorum is not present within fifteen minutes of the time for which the meeting is called the meeting must be abandoned.
- c) All members of the committee must be physically present to participate in the meeting except Executive meetings, where Executive Officers may attend the meeting through a live telecommunications link provided that they can:
  - i) Hear the entire debate and motions.
  - ii) Contribute to the meeting by speaking, putting motions and voting; and
  - iii) Have full access to any materials placed before the meeting.

- d) If at any time any meeting loses its quorum the Chair must adjourn the meeting.
- e) Any member of the committee may call for a quorum count at any time, unless the meeting is in the process of voting.
- f) For the purposes of this Constitution, the quorum includes all voting members present in person or otherwise participating in the meeting in the manner permitted by the Executive or the Secretary, President or Chair for the relevant meeting (including in the case of Executive meetings by electronic means if permitted for the relevant meeting and set out in the relevant notice of meeting). No meetings may be attended by proxy, and no person may vote at a meeting by postal vote.

#### **46) Strangers**

- a) All members are entitled to be at all meetings of the Association.
- b) Members of the Student Media are entitled to be at all meetings of the Association.
- c) Those people present at a meeting who are not members of that meeting may only speak at the meeting with leave of those entitled to vote at the meeting.

#### **47) Chair**

- a) The Chair will conduct and maintain order in all meetings of the Association.
- b) Any member of the meeting called to order by the Chair must immediately cease to speak and must resume their seat unless permitted by the Chair to explain.
- c) The Chair may not permit to be discussed and will rule out of order all matters that do not pertain to the question before the meeting.
- d) The Chair will by ruling determine any matter, dispute or question as to order and procedure subject to this Constitution.
- e) The Chair may by ruling grant leave, provided that no member of the relevant meeting objects to this.

#### **48) Absence of Chair**

- a) In the event of the Chair not being present or being removed as Chair at any General Meeting due to a motion of no confidence, a new Chair must be elected immediately for the relevant General Meeting.
- b) The election of a Chair will take precedence over all other motions and business at the relevant General Meeting.
- c) No person will move a motion of no confidence in the Chair more than once in any meeting unless it is in relation to a new Chair.
- d) If the Chair is stepping down to speak to a motion, or to avoid a conflict of interest, they may, if no member objects, appoint a Chair from those present at the meeting to replace them for that specific motion. In all other instances an election must be held to appoint a Chair for the relevant meeting. The procedure for electing a Chair is as follows:

- i) The Secretary of the meeting will call for nominations by members of the meeting.
- ii) All persons nominated and seconded are permitted to address the meeting for no longer than two minutes.
- iii) The Secretary will then call for votes from all members present for all candidates; and;
- iv) The candidate with the greatest number of votes will assume the position of Chair for the relevant meeting, and the meeting will resume.
- e) Unless the Chair is removed permanently due to a motion of no confidence, a new Chair appointed at a meeting under this section 47 will be considered to be Chair for that specific meeting or motion that they are appointed only, and the usual Chair appointed under section 41 will resume their office as Chair for subsequent meetings that they attend, or subsequent motions at that meeting in which they cease to be conflicted, as the case may be.

#### **49) Motions**

- a) Only one motion may be placed before the meeting at a time, except as otherwise provided by the Standing Orders.
- b) When a substantive motion has been lost, a motion the same in substance may not be moved at the same meeting without leave.

#### **50) Substantive Motions**

- a) A substantive motion is any motion that is not a procedural motion.

#### **51) Procedural Motions**

- a) A procedural motion is any motion that affects the process of the meeting.
- b) A procedural motion may be put to the meeting while there is a substantive motion on the floor, and the procedural motion must be resolved before the meeting can return to the substantive motion.
- c) A procedural motion may not be put to the meeting while a person is speaking.
- d) Except with the permission of the Chair, no procedural motion may be moved or seconded by the mover or seconder of a substantive motion currently before the meeting.
- e) The Chair has the discretion to accept or reject a procedural motion, unless it challenges a ruling of the Chair, or a motion of no confidence in the Chair.
- f) Only the mover of a procedural motion and the Chair may speak to the motion.
- g) A motion to move to the next business if passed will cause the substantive motion to lapse.
- h) A motion that “the motion now be put” if passed will cause the substantive motion to be immediately put to the meeting.
- i) A motion challenging the ruling of the Chair if passed will cause the Chair to accept the ruling of the meeting.

- j) A motion of no confidence in the Chair if passed will cause the Chair to vacate the Chair, and a new Chair elected.
- k) A motion altering the order of business if passed will cause the new order of business to be as outlined in the motion.
- l) A motion to table a substantive motion will, if passed, cause debate on the substantive motion to be adjourned until a motion is passed to take the substantive motion from the table, or until the next meeting.
- m) A motion to take a substantive motion from the table will, if passed, cause the tabled substantive motion to be removed from the table and become the next item of business.

## **52) Special Committees**

- a) There are two types of special committees, as further described in section 53(g) and (h):
  - i) Confidential Committee; and;
  - ii) Strict Committee.
- b) A motion to move into a special committee is a procedural motion.
- c) A meeting may only move into a special committee for reasons of confidentiality or commercial sensitivity of the likely content of discussion.
- d) A motion to move into special committee must state the reasons for moving into this committee.
- e) No motions may be moved or voted upon while in a special committee, except a motion to move out of the special committee.
- f) While in a special committee, discussion must be held in strict confidence and must not be discussed outside of committee.
- g) While in Confidential Committee, all persons who are not members of the committee may remain in the room as long as they agree to this Constitution.
- h) While in Strict Committee, all persons who are not members of the committee must leave the room. Exceptions to this may be granted in the original motion.

## **53) Notice of Motion**

- a) Except where otherwise provided by this Constitution any motion may be moved without notice.
- b) Any notice of motion lapses if the mover and seconder when called for at the meeting by the Chair do not present the motion.

## **54) Withdrawal of Motion**

- a) When any motion has been moved and seconded it may not be withdrawn except with leave of the meeting and with the consent of the mover and seconder.
- b) When a motion has been withdrawn, it may be again moved at the same or any subsequent meeting.

- c) Any motion requiring notice that is withdrawn will require notice to be moved again.

#### **55) Amendments to Motions**

- a) The Chair may rule that a complicated motion be put to the meeting in parts and then may do so.
- b) At any time during the debate or discussion on a motion, an amendment to that motion may be moved, providing:
  - i) That the Chair does not rule the amendment unreasonable.
  - ii) That the amendment does not constitute a direct negative of the motion.
  - iii) That only one amendment may be before the meeting at any one time.
  - iv) That no amendment may be moved to a procedural motion, except with leave; and;
  - v) That following the moving and seconding of an amendment, that amendment will be discussed and then voted upon.
- c) If an amendment is passed, the amendment becomes the new motion, and this new motion will be dealt with as if it were the original motion.
- d) If an amendment fails to pass, the original motion continues.

#### **56) Debate**

- a) Any member of the committee may speak to a motion.
- b) No member may speak to a motion for longer than five (5) minutes except with leave.
- c) No member may speak to a motion more than once, except for:
  - i) The mover of a substantive motion who may speak to a motion when moving it, and then have a right of reply at the conclusion of the debate, except when there is no further debate, in which case the mover will be entitled to speak only once.
  - ii) The seconding of a motion which is not considered to be speaking to it; and
  - iii) The Chair who may permit any members who have spoken to explain themselves in regard to any part of their speech, or to answer questions from other members.
- d) No member may speak to a procedural motion, except as provided by these Standing Orders.
- e) The Chair may speak to a motion only in order to make a personal explanation or an explanation as to the matter under debate.
- f) A Chair wishing to take part in any debate must first leave the position of Chair and cease to be the Chair until the motion currently before the meeting has been resolved. In the interim another Chairperson must be elected or appointed under section 48.

### **57) Breaches of Order**

- a) The Chair may at any time during a meeting rule that any named member of the committee is or has been guilty of a breach of order.
- b) If the Chair rules that any named member is or has been guilty of a breach of order, they must then move a motion immediately over any other motion except a motion of no confidence in the Chair, asking that:
  - i) No further notice be taken of the breach.
  - ii) The member named be asked to apologise; or;
  - iii) The member named be expelled from the meeting for a specified time, or until an apology is offered to the meeting.

### **58) Voting**

- a) When any discussion on a motion is concluded, or when a motion “that the motion not be put” passes, the Chair must put the motion to the meeting.
- b) The Chair must call upon all members present to vote for or against a motion by declaring “aye” or “nay” or otherwise indicating abstention. If the vote is close, or if any member requests it, then the Chair must call for a hand count of votes for or against.
- c) All members have, and are entitled to exercise, one vote per motion or Referendum question.
- d) In voting, members must not cajole, threaten, bribe, vote in place of other members, or otherwise interfere with the democratic process.
- e) Those members who abstain from voting are not to be considered part of the meeting for the purpose of determining the total number of votes cast but can be considered part of the meeting for the purposes of quorum.
- f) The Chair will declare a motion carried or lost, depending upon the required number of votes according to the Voting Schedule set out in section 59.
- g) A motion carried takes effect immediately, unless otherwise stated in the motion.
- h) The Chair has no vote unless the vote on a motion is evenly tied, in which case the Chair must exercise a casting vote.
- i) Where any error or confusion arises in connection with any vote, the Chair must rule that another vote be taken, and this later vote overrides any earlier votes called for.
- j) The Secretary of the meeting will not record the names of those voting for or against or abstaining on any motion unless any member requests their name to be recorded.

### **59) Voting Schedule**

- a) Except where noted, all motions put forward at any meeting require positive votes of at least half of the total number of members voting.
- b) Motions seeking leave, of no confidence and amending or rescinding this Constitution require a Special Resolution.

## **Part G**

### **DISPUTES RESOLUTION**

#### **60) Meanings of Dispute and Complaint**

- a) A disagreement or conflict is a dispute if it is between:
  - i) 2 or more members.
  - ii) 1 or more members and the Association.
  - iii) 1 or more members and 1 or more Executive Officers.
  - iv) 2 or more Executive Officers.
  - v) 1 or more Executive Officers and the Association; or
  - vi) 1 or more members or Executive Officers and the Association.
- b) A disagreement or conflict is a dispute if the disagreement or conflict relates to an allegation that:
  - i) A member or an Executive Officer has engaged in misconduct.
  - ii) A member or an Executive Officer has breached, or is likely to breach, a duty under the Association's constitution or bylaws or the Act.
  - iii) The Association has breached, or is likely to breach, a duty under the Association's constitution or bylaws or this Act; or;
  - iv) A member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged.
- c) A member, an Executive Officer, or the Association makes a complaint if, in accordance with the constitution:
  - i) The member or Executive Officer starts a procedure for resolving a dispute in accordance with the constitution; or;
  - ii) The Association starts a procedure for resolving a dispute in accordance with this Constitution.

#### **61) How Complaint is Made**

- a) A member or an officer may make a complaint by giving to the Association a notice in writing that:
  - i) States that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and;
  - ii) Sets out the allegation to which the dispute relates and whom the allegation is against; and;
  - iii) Sets out any other information reasonably required by the Association.
- b) The Association may make a complaint involving an allegation against a member of an Executive Officer by giving to the member or Executive Officer a notice in writing that:
  - i) States that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and;
  - ii) Sets out the allegation to which the dispute relates.

- c) The information given under section 61(a)(ii) or (b)(ii) 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.
- d) A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

#### **62) Person Who makes Complaint has Right to be Heard**

- a) A member or an Executive Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- b) If the Association makes a complaint:
  - i) The Association has a right to be heard before the complaint is resolved or any outcome is determined; and
  - ii) An Executive Officer may exercise that right on behalf of the Association.
- c) Without limiting the manner in which the member, Executive Officer, or Association may be given the right to be heard, they must be taken to have been given the right if:
  - i) They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held).
  - ii) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing.
  - iii) An oral hearing (if any) is held before the decision maker; and;
  - iv) The member's, Executive Officer's, or Association's written statement or submissions (if any) are considered by the decision maker.

#### **63) Person Who is Subject of Complaint has Right to be Heard**

- a) This clause applies if a complaint involves an allegation that a member, an Executive Officer, or the Association (the respondent):
  - i) Has engaged in misconduct; or;
  - ii) Has breached, or is likely to breach, a duty under the Association's constitution or bylaws or the Act; or;
  - iii) Has damaged the rights or interests of a member or the rights or interests of members generally.
- b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c) If the respondent is the Association, an Executive Officer may exercise the right on behalf of the Association.
- d) 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:
  - i) 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.
  - ii) The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held).

- iii) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing.
- iv) An oral hearing (if any) is held before the decision maker; and;
- v) The respondent's written statement or submissions (if any) are considered by the decision maker.

#### **64) Investigating and Determining Dispute**

- a) The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined.
- b) Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner.

#### **65) Association may Decide not to Proceed Further with Complaint**

- a) The complaint is trivial; or;
- b) The complaint does not appear to disclose or involve any allegation of the following kind:
  - i) That a member or an Executive Officer has engaged in material misconduct.
  - ii) That a member, and Executive Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's constitution or bylaws or the Act;
  - iii) That a member's rights or interests generally have been materially damaged.
- c) The complaint appears to be without foundation or there is not apparent evidence to support it; or;
- d) The person who makes the complaint has an insignificant interest in the matter; or;
- e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or;
- f) There has been an undue delay in making the complaint.

#### **66) Association may Refer Complaint**

- a) The Association may refer a complaint to:
  - i) A subcommittee or an external person to investigate and report; or;
  - ii) A subcommittee, and arbitral tribunal, or an external person to investigate and make a decision.
- b) The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution.

#### **67) Decision Makers**

- a) A person may not act as a decision maker in relation to a complaint if two (2) or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
  - i) Impartial; or
  - ii) Able to consider the matter without a predetermined view.