

Constitution of Society of Otago University Law Students Incorporated

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CONSTITUTION

OF

SOCIETY OF OTAGO UNIVERSITY LAW STUDENTS INCORPORATED PART ONE – INTRODUCTORY RULES

1. NAME AND REGISTERED OFFICE

- 1.1 **Name:** The name of the society is Society of Otago University Law Students Incorporated ("SOULS").
- 1.2 **Registered office:** The registered office of SOULS will be at such a place in New Zealand as the Executive Committee from time to time determines.
- 1.3 **Charitable status:** SOULS is currently registered as a charitable entity under the Charities Act.

2. DEFINITIONS AND INTERPRETATION

- 2.1 **Definitions:** In this Constitution, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 2022.

"Annual General Meeting" means a meeting of the Members of SOULS held once per year, in accordance with clause 8.2.

"Bylaws" means the bylaws of SOULS, as constituted or amended from time to time by the Executive Committee under clause 11.1.

"Chair" has the meaning given to it in clause 10.11.

"Chairperson" has the meaning given to it in clause 9.6.

"Charities Act" means the Charities Act 2005.

"Class" means a class of membership to SOULS as determined by the Executive Committee under clause 6.

"Complaint" has the meaning given to it by clause 17.1.

"Constitution" means this constitution, as amended from time to time.

"Contact Person" means a person appointed by the Executive Committee as the contact person for SOULS under clause 10.15 and in accordance with the Bylaws.

"Dean of Law" means the person holding office as the dean of law at the University.

"Dispute" has the meaning given to it by clause 17.4

"Disputes Panel" means a panel established by the Executive Committee under clause

17.4.

"Eligible Person" has the meaning given to it in clause 10.8.

"Executive Committee" means the SOULS' governing body and the body referred to as the "committee" in section 5 of the Act, as established by clause 10.1.

"Executive Term" means the period which begins on 15 October and concludes on 14 October the following year.

"Faculty of Law" means the faculty of law at the University of Otago.

"Financial Member" is a Member who has not been deemed an Unfinancial Member.

"General Meeting" means either an Annual General Meeting or a Special General Meeting of SOULS.

"General Member" is a Member who has been admitted to the general member Class of membership, in accordance with the Bylaws and this Constitution.

"Indemnified Person" has the meaning given to it under clause 13.1.

"Interested" means, in respect of an Officer, an Officer who has an interest in a matter under the Act, and **"Interest"** has a corresponding meaning.

"Life Member" is a Member who has been admitted to the life member Class of membership, in accordance with the Bylaws and this Constitution.

"Law Student" means any natural person enrolled in at least one LAWS Paper at the University at 200-level or above.

"LAWS Paper" means the academic papers offered by the Faculty of Law.

"LAWS Points" means the number of points, as determined by the Faculty of Law, each LAWS Paper is worth.

"Member" means a person properly admitted as a member of SOULS under this Constitution and in accordance with the Bylaws, who has not ceased to be a Member.

"Member's Motion" has the meaning given to it in clause 9.4(b).

"Notice" means notice delivered to the Members by publication of an A4 notice on the Richardson 8th floor notice board and by whatever means determined by the Executive that promotes exposure amongst Members.

"Officer" means an officer of SOULS, elected under clause 10.3, being the role referred to as "officer" in section 5 of the Act.

"Ordinary Resolution" means a resolution of SOULS that is approved by a simple majority of the votes of those Members entitled to vote and voting on the question.

"OUSA" means the Otago University Students' Association.

"President" means the Officer holding office as the president of SOULS, in accordance with

the Bylaws and this Constitution.

"Purposes" means the purposes specified under clause 3.1.

"Returning Officer" means a person appointed as the returning officer under clause 9.8.

"SOULS" means Society of Otago University Law Students Incorporated.

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

"Special Resolution" means a resolution of SOULS that is approved by a 75% majority of the votes of those Members entitled to vote and voting on the question.

"Subcommittee" means a subcommittee established by the Executive Committee under clause 12.

"Treasurer" means the Officer holding office as the treasurer of SOULS, in accordance with the Bylaws and this Constitution.

"Unfinancial Member" has the meaning given to it in clause 5.8.

"University" means the University of Otago Ōtākou Whakaihu Waka.

"University Proctor" means the person holding office as the proctor at the University.

"Vice President" means the Officer holding office as the vice president of SOULS, in accordance with the Bylaws and this Constitution.

"Working Day" means any day of the week, other than a Saturday or Sunday or day that is a public holiday in Dunedin, New Zealand.

2.2 **Interpretation:** In this Constitution, unless the context otherwise requires or specifically states otherwise:

- (a) "charitable purposes" means every purpose under which in accordance with the law of New Zealand for the time being which is charitable, whether such purpose involves the relief of poverty, the advancement of education or religion, or any other object or purpose beneficial to the community, and will include any trust established solely and exclusively for charitable purposes;
- (b) the table of contents, headings and descriptions relating to sections of the Act, are inserted for convenience only and must be ignored in construing this Constitution;
- (c) the singular includes the plural and vice versa;
- (d) reference to a statute or other law includes regulations, rules, orders and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether before or after the date of adoption of this Constitution);
- (e) "written" and "in writing" include any means of reproducing words, figures and symbols in a tangible and visible form;

- (f) words and expressions defined or explained in the Act (unless expressly defined or explained in this Constitution) have the same meaning in this Constitution;
- (g) any word or expression equivalent with a definition in this Constitution has a meaning corresponding or construed to that definition; and
- (h) references to clauses and sub-clauses are references to clauses and sub-clauses in this Constitution, unless stated otherwise.

2.3 Constitution not to prevail over Act: This Constitution has no effect to the extent that it contravenes the Act, or is inconsistent with it, provided that if there is any conflict between:

- (a) a provision in this Constitution and a provision in the Act which is expressly permitted to be altered by this Constitution; or
- (b) a word or expression defined or explained in the Act and a word or expression defined or explained in this Constitution,

the provision, word or expression in this Constitution prevails.

2.4 Constitution to prevail over Bylaws: If there is any conflict between this Constitution and the Bylaws, this Constitution shall prevail. If there should be any inconsistency between the Constitution and the Bylaws, the Bylaws shall be amended accordingly.

3. PURPOSES OF SOULS

3.1 Purposes: SOULS is formed and maintained exclusively for charitable purposes including, to the extent they are charitable:

- (a) to protect and promote the welfare and interests of all Law Students;
- (b) to promote and organise such cultural, social, intellectual and educational activities as SOULS deems fit;
- (c) to produce and distribute a magazine for Law Students;
- (d) to organise and conduct legal competitions;
- (e) to encourage and assist Law Students to engage in activities and competition with students from other universities;
- (f) to facilitate involvement of Law Students in legal affairs of the community;
- (g) to liaise with Te Rōpū Whai Pūtake, the Pacific Islands Law Students' Association, Otago Asian Law Students' Association, Pride in Law Otago and any other associations that the Executive deems relevant;
- (h) to facilitate contact between Law Students and staff of the Faculty of Law and the University;
- (i) to foster a cooperative relationship with the Faculty of Law and OUSA; and
- (j) do all things reasonably incidental or conducive to attaining the above purposes,

(together the "**Purposes**").

- 3.2 **No financial gain:** It is not a purpose of SOULS to operate for the financial gain of its Members.
- 3.3 **Charitable Purposes:** Any income, benefit, or advantage must be used to advance the charitable Purposes of the Society.

4. POWERS

- 4.1 **Powers:** SOULS has all the rights, powers and privileges of a natural person otherwise conferred onto it by the Act and by law. SOULS may not borrow money and incur debt, or grant, permit or create a security interest over any of its assets, unless SOULS has received the prior approval of Members by way Special Resolution at a General Meeting.
- 4.2 **Furtherance of purposes:** SOULS may only exercise its powers to achieve or further its Purposes.
- 4.3 **Actions permitted by Act:** SOULS may undertake an action that results in a financial benefit being provided to a Member only if the Act provides that in undertaking that action:
- (a) SOULS does not have a purpose of financial gain; and
 - (b) SOULS is not being carried on for the financial gain of any of its Members.

PART TWO - MEMBERSHIP

5. MEMBERS

- 5.1 **Number of Members:** SOULS must maintain the minimum number of Members required by the Act. The maximum number of Members is unlimited.
- 5.2 **Classes of Members:** SOULS shall comprise of the following membership Classes:
- (a) General Member; and
 - (b) Life Member.
- 5.3 **Eligibility of Membership:** The Executive Committee will determine any eligibility criteria of membership to SOULS and must publish such criteria in the Bylaws. Only natural persons can become Members of SOULS.
- 5.4 **Admission of Members:** The process for admission is as follows:
- (a) any applicant must complete an application form and supply information, each as required by the Executive Committee, on the OUSA clubs portal; and
 - (b) the Executive Committee may accept or decline the admission of any Member to SOULS at its sole discretion; and

- (c) a Member will not be admitted to SOULS unless they have provided written consent to becoming a Member. The signed written consent of every Member shall be retained in SOULS' membership records.

5.5 Obligations and rights of Members: Every Member:

- (a) must comply with this Constitution and the Bylaws;
- (b) must promote the interests and purposes of SOULS and must do nothing to bring SOULS into disrepute;
- (c) must provide SOULS with that Member's name, student ID number, contact details and the date they became a Member (as required by the Act) and promptly advise SOULS of any changes to those details;
- (d) may only exercise the rights of membership (including attending and, where applicable, voting at General Meetings) if all subscriptions, levies and any other fees have been paid to SOULS by the relevant due date.

5.6 Annual subscriptions: Annual subscription amount for Financial membership payable to SOULS will be set by a motion at the Annual General Meeting.

5.7 Other fees or levies: From time to time, the Executive Committee may charge fees in connection with a Member's involvement with specific SOULS events or activities.

5.8 Non-payment of subscriptions, fees or levies: If a Member fails to pay any subscription, fee or levy imposed against it by the relevant due date, they will be deemed an "**Unfinancial Member**" until such time as the relevant amount has been paid in full (including any applicable default interest). Unfinancial Members will have no voting rights at a General Meeting and will not be counted when determining the quorum at a General Meeting.

6. CLASSES

6.1 Classes: The Executive Committee may divide the Members into two or more Classes. The Executive Committee must specify the name of each Class and any rights, obligations, incidentals or criteria of membership to each Class in the Bylaws.

6.2 Membership to a Class: Each Member may only belong to one Class. The Executive Committee may make a determination to which Class of membership a particular Member belongs.

7. CESSATION OF MEMBERSHIP

7.1 Cessation: A Member ceases to be a Member:

- (a) immediately on death or bankruptcy;
- (b) by resignation by written notice to the Executive Committee;
- (c) by resolution of the Executive Committee, providing that the Executive Committee may only remove a Member if that Member:

- (i) no longer meets any applicable membership eligibility criteria in the Bylaws and this Constitution;
- (ii) has failed to pay any fee, levy or charge by its due date and has not remedied that failure within 10 Working days of receiving notice from SOULS to do so;
- (iii) is subject to a dispute resolution process under this Constitution and following the disputes resolution process the Disputes Panel recommends that the Executive Committee terminate the Member's membership; or
- (iv) may otherwise be removed in accordance with this Constitution or the Bylaws.

7.2 **Obligations on resignation or termination:** A Member who ceases to be a Member under this Constitution:

- (a) remains liable to pay all subscriptions, levies or fees imposed upon the Member before the date of their resignation or termination;
- (b) must return to SOULS all material or property provided to them or their related parties; and
- (c) will cease to be entitled to any membership rights stipulated by this Constitution or the Bylaws.

PART THREE – GENERAL MEETINGS

8. GENERAL MEETINGS

8.1 **Annual General Meeting:** The Annual General Meeting will be held once a year in August or September on a date and at a location determined by the Executive Committee and consistent with any requirements in the Act.

8.2 **Annual General Meeting business:**

- (a) The business of the Annual General Meeting must include:
 - (i) confirmation of the minutes of the previous General Meeting;
 - (ii) receipt of the President's annual report on the term of the Executive Committee;
 - (iii) receipt of the Treasurer's report on the annual financial statements of SOULS' previous accounting period;
 - (iv) setting the annual membership subscription; and
 - (v) consideration of any motions validly proposed by the Executive Committee or a Member.

- (b) The Executive Committee must, at each Annual General Meeting, present the following information:
 - (i) the President's annual report on the affairs of SOULS during the most recently completed accounting period;
 - (ii) the Treasurer's report and financial statements of SOULS for that period, which, if required by the Act, must be audited;
 - (iii) notice of any disclosures of conflicts of interest made by Officers during that period (including details of the nature and extent of the interest and any monetary value of the interest if it can be quantified); and
 - (iv) any other matters required by the Act.
- (c) Minutes must be kept of all proceedings at General Meetings by the Vice President, or in the event of their absence, another Officer of the Executive Committee.

8.3 **Special General Meetings:** The Executive Committee may resolve to call a Special General Meeting at any time, at a date and location fixed by the Executive Committee. The Executive Committee must call a Special General Meeting within 28 days of receiving a written request signed by 20 General Members or 50 Law Students, who are each identified by their first and last names and student identification number, to be held at a date and location fixed by the Executive Committee.

8.4 **Special General Meetings' business:** The Executive Committee resolution or Members' request to call a Special General Meeting must state the business that the Special General Meeting is to deal with. A Special General Meeting will only consider and deal with the business specified in the Executive Committee resolution or Members' request.

8.5 **Bylaws:** Subject to this Constitution, the Bylaws may further provide for General Meeting procedure.

9. PROCEDURE AT GENERAL MEETINGS

9.1 **Notice:** The Executive Committee must give all Members at least 14 days' Notice of any General Meeting and the business to be conducted at the General Meeting. The General Meeting and its business will not be invalidated simply because one or more Members did not receive Notice.

9.2 **Quorum:** No General Meeting may be held unless at least 30 Members attend. This will constitute a quorum. If within half an hour after the time appointed for a meeting a quorum is not present the meeting will be adjourned to a day, time and place determined by the Executive Committee, and if at such adjourned meeting a quorum is not present, those Members present will be deemed to constitute a sufficient quorum.

9.3 **Voting etc:**

- (a) All General and Financial Members may attend, speak and vote in person at General Meetings.

- (b) Subject to the Bylaws, Life Members may attend and speak at General Meetings in person but may not exercise any voting rights.
- (c) The method of voting on motions may be by hands or as determined by the Chairperson. Each General Member will have one vote.
- (d) Unless otherwise required by the Bylaws or this Constitution, all motions at a General Meeting must be decided by Ordinary Resolution.
- (e) The Chairperson of the General Meeting, with assistance from the Returning Officer or scrutineers appointed by the Chairperson (as required), will determine whether any motion has passed.

9.4 **Motions at General Meetings:**

- (a) The Executive Committee may put forward motions for the Members to vote on at a General Meeting, which must be notified to the Members with the Notice of the General Meeting.
- (b) Members may request that a motion be voted on ("**Member's Motion**") at a General Meeting by providing notice to the Executive Committee at least 28 days before that meeting. The Executive Committee must provide Notice of any Member's Motions received seven days before the meeting is to be held.

9.5 **Method of holding the General Meeting:** General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

9.6 **Chairperson:** All General Meetings will be chaired by the President of the Executive Committee ("**Chairperson**"). If the President is absent from the meeting, the meeting must elect a member of the Executive Committee to chair the meeting. A person chairing a General Meeting will not have a casting vote.

9.7 **Powers of the chair:** The Chairperson may:

- (a) with consent of the General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (b) direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive or failing to abide by the directions of the Chairperson be removed from the General Meeting; and
- (c) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.

9.8 **Returning Officer:** Prior to a General Meeting occurring, each member of the outgoing Executive Committee will be appointed as a Returning Officer. The Returning Officer must not be a nominee running for the Executive Committee for the next Executive Term. The role of the Returning Officer is:

- (a) to supervise the counting of any votes cast in relation to a motion conducted by poll and assist in determining whether such a motion has passed;
- (b) to determine and announce the results of the election of the Officers; and
- (c) ensuring the elections are conducted fairly and without prejudice.

PART FOUR - MANAGEMENT

10. EXECUTIVE COMMITTEE

- 10.1 **Establishment:** SOULS will be managed by the Executive Committee, who will exercise all powers of SOULS in between General Meetings.
- 10.2 **Composition:** The Executive Committee must consist of a minimum of three and a maximum of 13 Officers, as provided for in the Bylaws.
- 10.3 **Election of Officers:** The election of Officers will be conducted as follows:
- (a) At least 14 days before the Annual General Meeting, the Executive Committee shall give notice to Members of the opening of nominations for Officer roles. The Executive Committee must advise Members of the relevant period for receiving nominations (the "**Nomination Period**").
 - (b) During the Nomination Period, Members will be entitled to nominate a Member in respect of a position on the Executive Committee, by emailing the full name, student ID and email address of the Member seeking election to the Vice President.
 - (c) If there are insufficient nominations received, further nominations may be received from the floor at the Annual General Meeting.
 - (d) Any such nominee must, before election, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in clause 10.8).
 - (e) All elections will be held by digital secret ballot which will be conducted in the two days following the General Meeting ("**Election Period**").
 - (f) Subject to the Bylaws, each General Member will be entitled to one vote in respect of the candidates. Votes must be cast within the Election Period. For the avoidance of doubt, standing in an election does not preclude someone from voting in that same election.
- 10.4 **Election Results:** The results of the voting shall be announced on the Otago Law Facebook page, within one week of the Annual General Meeting by a Returning Officer. In the event of any vote being tied, the tie shall be resolved by the toss of a coin by the Dean of Law.
- 10.5 **Term:** The term of office for all Officers will be one Executive Term.
- 10.6 **Removal:** An Officer will be removed from office immediately if they:

- (a) die or become incapacitated;
- (b) are no longer an Eligible Person under clause 10.8;
- (c) provide written notice to the President of their resignation, or in the event the President resigns, written notice to the Vice President;
- (d) miss three consecutive Executive Committee meetings without apology and a motion is passed at an Executive Committee meeting by at least eight members of the Executive Committee that the Officer has abandoned their office;
- (e) are removed by resolution of the Executive Committee; or
- (f) are no longer able to perform the functions of their office.

10.7 **Too few Executive Committee members:** If at any time there are fewer than three Officers, the Executive Committee may only act:

- (a) to appoint Officers;
- (b) to convene a Special General Meeting; or
- (c) to reasonably respond to any emergency.

10.8 **Eligible Persons:** An Officer must be an Eligible Person. An Eligible Person is a person who is:

- (a) a natural person who is at least 18 years of age;
- (b) a General Member;
- (c) not disqualified from being an officer of an incorporated society under the Act or disqualified from being a director of a company under the Companies Act 1993 or disqualified under clause 10.9.

10.9 **Eligibility:** Officers must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act from being appointed or holding office as an Officer, namely:

- (a) a person who is under 16 years of age;
- (b) a person who is an undischarged bankrupt;
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
- (d) a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act;
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4 of the Act;

- (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) an offence under section 143B of the Tax Administration Act 1994;
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in clause 10.9(e)(i) to (iii); or
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- (f) a person subject to:
- (i) a banning order under subpart 7 of Part 4 of the Act;
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988; or
- (g) a person who is subject to an order that is substantially similar to an order referred to in clause 10.9(f) under a law of a country, state, or territory outside New Zealand that is a country, state, or territory prescribed by the regulations (if any) of the Act.
- 10.10 **Quorum:** A quorum of the Executive Committee is seven currently appointed Officers. No business may be transacted at an Executive Committee meeting if quorum is not present.
- 10.11 **Chair:** The President will serve as Chair of the Executive Committee. In the event of the President's absence from an Executive Committee meeting, the Executive Committee will elect an Officer of the Executive Committee to chair the meeting. In the event of an equality of votes, the Chair will not have a casting vote.
- 10.12 **Conduct of SOULS' affairs:** The Executive Committee will be responsible for the conduct of the SOULS's affairs and have all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of SOULS.
- 10.13 **Exercise of powers:** The powers of the Executive Committee are exercisable by:
- (a) resolution passed at a meeting of the Executive Committee at which a quorum is present; or
 - (b) written resolution signed by a majority of Officers.
- 10.14 **Delegation of powers:** The Executive Committee may delegate to a Subcommittee, an Officer, an employee of SOULS, or to any other person, any one or more of its powers, as contemplated by this Constitution and the Bylaws.
- 10.15 **Contact person:** The Executive Committee must appoint an Officer who is ordinarily resident in New Zealand to act as the SOULS' contact person.

10.16 Executive Committee meeting procedure:

- (a) The Executive Committee will meet not less than once a month during the university term as defined in the University's academic calendar.
- (b) At least three Working Days' prior written notice of all Executive Committee meetings must be given to each Officer. This notice requirement may, however, be waived for any Executive Committee meeting or meetings if all Officers agree to the waiver.
- (c) The Chair will ordinarily chair each Executive Committee Meeting unless otherwise decided by the Executive Committee in accordance with clause 10.11.
- (d) A resolution of the Executive Committee must be passed by a majority of the votes of the Officers present and entitled to vote unless this Constitution or the Bylaws provide otherwise. Each Officer will have one vote.
- (e) Minutes must be kept of all proceedings at Executive Committee meetings by the Vice President, or in the event of their absence, another Officer of the Executive Committee.
- (f) Except where otherwise provided for by this Constitution or the Bylaws, the Executive Committee may regulate its own procedure.

10.17 Bylaws: Subject to this Constitution, the Bylaws may further provide for the appointment, eligibility and removal of Officers, composition of the Executive Committee, appointment of the Contact Person of the Executive Committee and any Executive Committee meeting procedures.

11. BYLAWS

11.1 Bylaws: The Executive Committee, from time to time, may make and amend Bylaws and policies for the conduct and control of the SOULS' activities and code of conduct applicable to Members, by 75% resolution providing that any Bylaws, guidelines, policies or codes are not inconsistent with the Act or this Constitution.

11.2 Bylaws to be binding: The Bylaws will be binding on all Members, Officers, officers and employees of SOULS.

12. SUBCOMMITTEES

12.1 Establishment: The Executive Committee may establish one or more Subcommittees on any basis that the Executive Committee determines.

12.2 Disestablishment: The Executive Committee may disestablish a Subcommittee at any time.

12.3 Membership: The Executive Committee may appoint or remove Subcommittee members by resolution. Subcommittee members are required to be Members. Each subcommittee must be made up of one or more Officers and may include Faculty of Law representatives who need not be a Member.

- 12.4 **Reporting:** Each Subcommittee will report to, and be under the supervision of, the Executive Committee.
- 12.5 **Powers:** No Subcommittee may, without express approval of the Committee:
- (a) commit SOULS to any financial expenditure or bind SOULS to any legal obligation; or
 - (b) further delegate any of its powers, unless permitted by the Bylaws.
- 12.6 **Other obligations and rights:** The Bylaws may further provide for the appointment, eligibility and removal of Subcommittee members, composition of the Subcommittees and any Subcommittee meeting procedures.

13. INDEMNITY AND INSURANCE

- 13.1 **Indemnities:** Subject to clause 13.2, every Officer, Member or employee of SOULS (each an "**Indemnified Person**") will be indemnified by SOULS:
- (a) in respect of liability to any person other than SOULS for any act or omission in their capacity as an Officer, Member or employee, and costs incurred by them in defending or settling any claim or proceeding relating to any such liability;
 - (b) in respect of an Officer only, any liability (other than a criminal liability) that arises due to a failure to comply with a duty imposed on the Officer in their capacity as an officer under the Act or the common law, and costs incurred by the Officer for any claim or proceeding relating to that liability; and
 - (c) for any costs incurred by the Indemnified Person in any proceeding that relates to liability for any act or omission in the Indemnified Person's capacity as an Officer, Member or employee of SOULS in which judgment is given in the Indemnified Person's favour, or in which the Indemnified Person is acquitted, or which is discontinued,

and such indemnity will continue in force, despite any subsequent revocation or amendment of this clause, in relation to any liability which arises out of any act or omission by an Officer, Member or employee prior to the date of such revocation or amendment. Nothing in this clause 13.1 will prevent SOULS and an Indemnified Person from entering into any supplementary deed or agreement specifying additional terms or limitations relating to this indemnity.

- 13.2 **Exceptions:** An indemnity conferred by clause 13.1(a) will not apply in respect of:
- (a) any criminal liability;
 - (b) in respect of an Officer, a liability that arises in respect of a breach out of the duty to act in good faith and in the best interests of SOULS; or
 - (c) in respect of an employee or Member, a liability that arises in respect of a breach of any fiduciary duty owed to SOULS.

An indemnity conferred by clause 13.1 will not apply in respect of any liability or costs in respect of which an indemnity is prohibited by any legislation or law.

- 13.3 **Insurance:** SOULS may, with the prior approval of the Executive Committee, effect insurance for an Officer, Member or employee of SOULS, in respect of:
- (a) liability, not being criminal liability, for any act or omission in such capacity;
 - (b) costs incurred by them in defending or settling any claim or proceeding relating to any such liability; or
 - (c) costs incurred by them in defending any criminal proceedings that have been brought against the Officer, Member or employee in relation to any act or omission in his or her capacity as an Officer, Member or employee and in which they are acquitted.

- 13.4 **Definitions:** In this clause 13, words given extended meanings in the Act have those extended meanings.

14. INTERESTS OF OFFICERS

- 14.1 **Disclosure of Interests:** An Officer must comply with the Act (relating to disclosure of interest of officers) but failure to comply with that section does not affect the operation of clause 14.2.

- 14.2 **Personal involvement of Officers:** Notwithstanding any rule of law or equity to the contrary, but subject to the Act (relating to avoidance of transactions in which an Officer is Interested) and section 36(4)(a) of the Financial Reporting Act 2013 (prohibiting a director from acting as auditor of a specified entity), an Officer may:

- (a) contract with SOULS in any capacity;
- (b) be a party to any transaction with SOULS;
- (c) have any direct or indirect personal involvement or Interest in any transaction or arrangement to which SOULS is a party or in which it is otherwise directly or indirectly interested or involved;
- (d) become a director or other officer of, or otherwise Interested in, any corporation promoted by SOULS or in which SOULS may be directly or indirectly Interested; and
- (e) retain any remuneration, profit or benefits in relation to any of the foregoing,

and no contract or arrangement of any kind referred to in this clause may be avoided by reason of an Officer's Interest.

- 14.3 **Interested Officers may not vote:** An Officer who is Interested in a transaction entered into, or to be entered into, by SOULS may not:

- (a) vote on any matter relating to the transaction; or
- (b) sign a document relating to the transaction on behalf of SOULS.

- 14.4 **Interested Officers may take part in discussions:** Despite clause 14.3, an Officer who is Interested in a transaction may:

- (a) attend a meeting of the Executive Committee at which any matter relating to the transaction arises;
- (b) take part in any discussion of the Executive Committee and be present at the time of the decision of the Executive Committee (unless the Executive Committee decides otherwise); and
- (c) be included among the Officers present at the meeting for the purposes of a quorum.

14.5 **Executive Committee to call Special General Meeting:** If, in respect of a matter, 50% or more Officers are prevented from voting under clause 14.3, the Executive Committee must call a Special General Meeting to determine that matter.

PART FIVE – ADMINISTRATIVE AND OTHER MATTERS

15. RECORDS

15.1 **Register of Members:** The Executive Committee must keep an up-to-date register of Members, recording for each Member their name, contact details and any other information required by this Constitution, the Bylaws or prescribed by the Act.

15.2 **Register of interests:** The Executive Committee must at all times maintain an up-to-date register of interests disclosed by Officers, as required by the Act.

15.3 **Member access to records:** At any time, a Member may make a written request to SOULS for information held by it in accordance with the Act. The Executive Committee may provide that information or refuse to provide that information, in each case, in accordance with the Act.

15.4 **Withdrawal of access to information request:** If SOULS requires the Member to pay a charge for the information under clause 15.3, the Member may withdraw the request, and must be treated as having done so unless, within 10 Business Days after receiving notification of the charge, the Member informs SOULS:

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

16. FINANCE

16.1 **Balance date:** The balance date and end of financial year of SOULS will be **31 October** each year.

16.2 **Financial records:** The Officer holding office of the Treasurer will cause to be maintained proper financial records, including producing annual financial statements in accordance with the Act.

16.3 **Transaction approval:** All financial transactions of SOULS will be approved by any two of the following:

- (a) the President;
- (b) the Vice President; or
- (c) the Treasurer.

16.4 **Income, benefit or advantage to be applied to charitable purposes:** Any income, benefit or advantage will be applied to the charitable purposes of SOULS and not for the private financial gain of any person.

16.5 **Restrictions on benefits to and influence by Interested persons:** No Member or person associated with a Member of SOULS will derive any income, benefit or advantage from SOULS where they can materially influence the payment of the income, benefit of advantage except where that income, benefit or advantage is derived from:

- (a) professional or other contractual services to SOULS rendered in the course of business charged at no greater rate than current market rates; or
- (b) interest on any money lent at no greater rate than current market rates.

16.6 **Borrowing limits:** No more than \$10,000.00 may be borrowed by SOULS unless a motion is passed at a General Meeting authorising the borrowing, as contemplated by clause 4.1.

17. DISPUTE RESOLUTION

17.1 **Raising disputes:** Any Member or Officer may raise a grievance or complaint against another Member (or their Representatives or agents), Officer, the Executive Committee or SOULS, in respect of that Member's involvement in SOULS' activities by providing written notice to the Executive Committee ("**Complaint**").

17.2 **Decision not to progress matter:** The Executive Committee may decide to not proceed with a Complaint raised under clause 17.1 if:

- (a) the matter is trivial;
- (b) the matter does not appear to disclose any misconduct, breach of the Constitution or Bylaws or damage to that member's rights or interests;
- (c) the Complaint is without foundation or there is no apparent evidence to support it;
- (d) the person who has made the Complaint has an insignificant interest in the matter;
- (e) the conduct, incident or issue has already been dealt with and investigated on behalf of SOULS; or
- (f) there has been undue delay in making the Complaint,

and that decision will be final and binding on the parties. The Executive Committee must advise the Member or Officer of a decision reached under this clause 17.2.

17.3 **Disciplinary proceedings:** The Executive Committee may initiate a disciplinary procedure against a Member regarding alleged misconduct or contravention of the Constitution or the Bylaws.

- 17.4 **Disputes Panel:** Upon receipt of a Complaint from a Member or following the initiation of a disciplinary procedure (each a "**Dispute**"), the Executive Committee will appoint three persons to form a disputes panel ("**Disputes Panel**") to hear the matter and propose a resolution to the Executive Committee. No person may be appointed to the Disputes Panel or otherwise act as a decision maker in relation to a matter if two or more Officers or members of the Disputes Panel consider there are reasonable grounds to believe they may not be impartial or able to consider the matter without a predetermined view.
- 17.5 **Dispute procedure:** The Disputes Panel must conduct the hearing and determination of the Dispute in accordance with the Act, including conducting the hearing in accordance with the principles of natural justice and any minimum requirements imposed by the Act.
- 17.6 **Bylaws:** The Bylaws may further provide for the dispute resolution procedure.
- 17.7 **Executive Committee to approve outcome:**
- (a) After receiving the proposed resolution from the Disputes Panel, the Executive Committee will determine whether to approve the proposed resolution or not.
 - (b) If there are reasonable grounds to believe that an Officer may not be impartial or able to consider the matter without a predetermined view, that Officer must be excluded from voting on the proposed resolution, but they may be included among the Officers present at the meeting for the purposes of a quorum.
 - (c) If a majority of Officers are excluded from voting on a proposed resolution under clause 17.7(b), the Committee must either:
 - (i) call a Special General Meeting for the purposes of voting to approve or reject the proposed resolution; or
 - (ii) delegate the decision to approve the recommendation to a Subcommittee or any other person under clause 17.8.
 - (d) The decision of the Executive Committee or a General Meeting to approve or reject a recommendation from the Disputes Panel is final and will not be subject to the review under this clause 17.
- 17.8 **Executive Committee may delegate approval of outcome:** The Executive Committee may delegate the approval of any resolution proposed by the Disputes Panel to a Subcommittee, or any other person, and the decision to approve or reject a recommendation will be final and binding as if made by the Executive Committee under clause 17.7, provided that the Executive Committee may not delegate to any person or group of people if there are reasonable grounds to believe that a decision maker may not be impartial or able to consider the matter without a predetermined view.
- 17.9 **Other remedies:** Nothing in this Constitution will affect a person's right to pursue alternate dispute resolution remedies.

18. METHOD OF CONTRACTING

- 18.1 **Deeds:** A deed which is to be entered into by SOULS may be signed on behalf of SOULS by:

- (a) two or more Officers; or
- (b) an Officer, or any person authorised by the Executive Committee, whose signature must be witnessed; or
- (c) one or more attorneys appointed by SOULS.

18.2 **Other written contracts:** An obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by SOULS, may be signed on behalf of SOULS by a person acting under the express or implied authority of SOULS.

18.3 **Other obligations:** Any other obligation or contract may be entered into on behalf of SOULS in writing or orally by a person acting under the express or implied authority of SOULS.

19. LIQUIDATION, WINDING UP AND DISTRIBUTION OF SURPLUS ASSETS

19.1 **Removal from the register:** If SOULS has ceased operating, discharged its debts and liabilities to its known creditors and distributed its surplus assets in accordance with this Constitution, the Executive Committee may apply to the Registrar of Incorporated Societies to remove SOULS from the register.

19.2 **Obligations during liquidation etc:** If SOULS is placed into liquidation, receivership or statutory management, each Member's liability to SOULS will be limited to the balance of any annual subscription, fee or levy unpaid at the time the order for the appointment of a liquidator, receiver, statutory manager is made.

19.3 **Distribution of assets:** If SOULS is wound up, liquidated or removed from the Register of Incorporated Societies, or a resolution to do so is passed by the Members at a General Meeting, no distribution of surplus assets may be made to any Members but instead must be made to OUSA, as a not-for-profit entity that has a similar charitable purpose to SOULS, as defined in section 5(1) of the Charities Act. Any surplus assets of SOULS distributed to OUSA will be held on trust by OUSA until a body with similar objectives to SOULS is formed at the University.

20. AMENDMENTS TO THE CONSTITUTION

20.1 **Amendment at General Meeting:** SOULS may amend or replace this Constitution at a General Meeting by resolution approved by two-thirds of Members present and voting.

20.2 **Amendments to clause 4.1:** Notwithstanding clause 20.1, clause 4.1 and this clause 20.2 may only be amended with the written consent of 90% of Members of SOULS. Any provision that is inconsistent with clause 4.1 or this clause 20.2 will be considered void and of no effect.

20.3 **Proposed motions to amend the Constitution:** Any proposed motion to amend or replace this Constitution must be:

- (a) signed by 75% of Members present; or
- (b) approved by the Executive Committee.

- 20.4 **Accompanying information:** Any motion to amend the Constitution must be accompanied by a written explanation for the reasons for the proposal, and any recommendations the Executive Committee has.
- 20.5 **Notification of amendments:** The Executive Committee will within one month register any such alteration, addition or rescission with the Registrar of Incorporated Societies, and the Charities Commission as required by section 40 of the Charities Act.
- 20.6 **Minor technical amendments:** The Executive Committee may, by majority resolution, amend this Constitution if the amendment has no more than a minor effect, corrects errors or makes similar technical amendments:
- (a) The Executive Committee must provide notice to every Member of SOULS stating the text of the amendment and that each Member has a right to object to the amendment.
 - (b) If no objection is received within 10 Working Days after the date the notice is served, the Executive Committee may make the amendment.
- 20.7 **Updates to the Act:** If, following replacement or amendment of the Act, this Constitution is no longer consistent with the Act, the Executive Committee may, by resolution, amend this Constitution to the extent required to make it consistent with the Act.