

The background of the cover is a photograph of the Auckland University of Education's Clock Tower, a tall, white, Gothic-style tower with intricate carvings and two clock faces. The tower is partially obscured by lush green trees and foliage in the foreground. The sky is a clear, bright blue. The overall scene is bright and sunny, with dappled light filtering through the leaves.

AUCKLAND UNIVERSITY STUDENTS' ASSOCIATION INCORPORATED

CONSTITUTION

Anand Naranji Rama
President

George Henry Barton
Education Vice-President

Emily Rose Lorraine McDonald
Engagement Vice-President

First Adopted at a Special General Meeting on 12 April 2019



CONTENTS

PART I – PRINCIPAL PROVISIONS

1	NAME OF THE ASSOCIATION	5
2	DEFINITIONS AND INTERPRETATION.....	5
3	OBJECTS OF THE ASSOCIATION.....	9
4	TE TIRITI O WAITANGI AND NGĀ TAUIRA MĀORI	10
5	THE ASSOCIATION’S RELATIONSHIP WITH AUPISA	11
6	POWERS OF THE ASSOCIATION.....	11
7	STRATEGIC AND ANNUAL PLANS	11

PART II - MEMBERSHIP

8	CATEGORIES OF MEMBERS.....	13
9	DURATION AND CESSATION OF MEMBERSHIP	14
10	NO MEMBERSHIP SUBSCRIPTION, FEE OR LEVY.....	14
11	EXERCISE OF POWERS BY THE MEMBERSHIP.....	14
12	DECISIONS OF GENERAL MEETINGS AND REFERENDA BINDING ON THE EXECUTIVE	16
13	MEMBERSHIP REGISTER	16
14	DOCUMENTS AND INFORMATION AVAILABLE TO ALL MEMBERS	17

PART III - GENERAL MEETINGS AND REFERENDA

15	GENERAL MEETINGS	18
16	ANNUAL GENERAL MEETINGS	19
17	SPECIAL GENERAL MEETINGS	20
18	REFERENDA PROCESS.....	20
19	WHEN REFERENDA IS BINDING ON ASSOCIATION AND EXECUTIVE	22
20	THE ANNUAL REFERENDA.....	22
21	SPECIAL REFERENDA	23
22	ADMINISTRATION OF GENERAL MEETING AND REFERENDA.....	23

PART IV - EXECUTIVE

23	OFFICERS OF THE ASSOCIATION.....	24
24	MEMBERS OF THE EXECUTIVE	24
25	DISQUALIFICATION OF EXECUTIVE MEMBERS AND OTHER OFFICERS.....	25
26	GENERAL POWERS OF THE EXECUTIVE	25
27	EXECUTIVE POWER TO CREATE STATUTES AND POLICIES.....	26
28	NATURE AND TERM OF EXECUTIVE SERVICE	28
29	EXECUTIVE AND EXECUTIVE MEMBERS’ GENERAL OBLIGATIONS.....	29
30	EXECUTIVE OBLIGATION TO CONSULT ADVISORY BOARD.....	29
31	EXECUTIVE MEETINGS.....	30

32	CESSATION OF EXECUTIVE MEMBERSHIP AND VACANCIES	31
----	---	----

PART V - EXECUTIVE ELECTIONS AND BY-ELECTIONS

33	ELECTED POSITIONS ON THE EXECUTIVE	32
34	VOTING ELIGIBILITY AND MEANS OF VOTING.....	32
35	ELIGIBILITY TO RUN FOR ELECTION	33
36	TIMING OF THE ANNUAL EXECUTIVE ELECTIONS	33
37	ANNUAL EXECUTIVE ELECTIONS PROCESS	33
38	CANDIDATE RULES FOR ANNUAL EXECUTIVE ELECTIONS AND BY-ELECTIONS	34
39	DETERMINING AND DECLARING ELECTION RESULTS.....	35
40	DISPUTES REGARDING ELECTION RESULTS.....	36
41	BY-ELECTIONS	36
42	RETURNING OFFICER’S POWER TO INTERPRET	37

PART VI - STUDENT GROUPS AND STUDENT COUNCIL

43	OFFICIAL RECOGNITION OF STUDENT BODIES AND GROUPS.....	37
44	POWERS AND FUNCTIONS OF THE STUDENT COUNCIL	38
45	MEMBERSHIP OF THE STUDENT COUNCIL	38
46	MEETINGS OF THE STUDENT COUNCIL	39
47	CESSATION OF STUDENT COUNCIL MEMBERSHIP	40

PART VII - ADVISORY BOARD

48	PURPOSE, FUNCTIONS AND POWERS OF THE ADVISORY BOARD	40
49	ADVISORY BOARD OBLIGATIONS.....	41
50	MEMBERSHIP OF THE ADVISORY BOARD	41
51	MEETINGS OF THE ADVISORY BOARD	42
52	CESSATION OF ADVISORY BOARD MEMBERSHIP	43

PART VIII - CRACCUM

53	PROVISION OF CRACCUM MAGAZINE.....	44
54	CRACCUM ADMINISTRATION BOARD	45
55	EDITORIAL INDEPENDENCE.....	46

PART IX - GENERAL ADMINISTRATIVE PROVISIONS

56	FINANCIAL AND OTHER REPORTING REQUIREMENTS.....	46
57	ACCOUNTS AND RELATED PROCEDURES	47
58	RECORD KEEPING	47
59	COMMON SEAL AND CONTRACTING.....	47
60	NOTICES FROM/TO THE ASSOCIATION.....	48
61	ASSOCIATION SECRETARY	49

PART X - APPLICATION OF RULES AND RULE CHANGES

62 APPLICATION OF THESE RULES 49
63 CHANGES TO THE RULES 50

PART XI - WINDING UP

64 WINDING UP PROCEDURE 51
65 DISPOSAL OF ASSOCIATION PROPERTY IN THE EVENT OF WINDING UP 51

PART I

Principal Provisions

1 Name of the Association

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

2 Definitions and Interpretation

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

- (a) **Academic Year** means the academic year of the University of Auckland (for the calendar year in question), commencing with the first day of the Summer Semester and ending with the last day of the Second Semester for the relevant academic year;
- (b) **Advisory Board** means the Advisory Board to the Executive, constituted in accordance with Rule 48;
- (c) **Annual Executive Elections** refers to the general ballots by which Executive members are elected, held in August or September each year;
- (d) **Annual General Meeting** means a General Meeting held in accordance with Rule 16;
- (e) **Association** means the Auckland University Students' Association (Incorporated), also known as AUSA, incorporated under the Incorporated Societies Act (registration no. 221373) and registered as a charitable entity under the Charities Act (registration no. CC29797);
- (f) **Association Year** means the twelve month period from and including the beginning of the first day of December up to and including the end of the thirtieth day of November of the following calendar year;
- (g) **Association Secretary** means the General Manager of the Association or any other person appointed by the Executive as Association Secretary;
- (h) **AUPISA** means the Auckland University Pacific Islands Students' Association Incorporated, incorporated under the Incorporated Societies Act (registration no. 918665);
- (i) **Charitable Purposes** means purposes that are charitable under the law of New Zealand, as referred to in section 5 of the Charities Act;

- (j) **Charities Act** means the Charities Act 2005, under which the Association is registered as a charitable entity;
- (k) **Common Seal** means the common seal of the Association;
- (l) **Committee of the Whole** means a meeting of the Executive, the Student Council, the Advisory Board or any committee or other body that is closed to Members and the general public, except those persons who, by Resolution of the relevant body, are expressly allowed to remain;
- (m) **Craccum Administration Board** means the board responsible for the Association's Craccum Magazine publication for Students, constituted in accordance with Rule 54;
- (n) **Executive** means the Executive of the Association, comprising the members set out in Rule 24;
- (o) **Executive By-election** or simply **by-election** means a general ballot in which a vacancy in an Executive position is filled for the remainder of an Association Year;
- (p) **Financial Year** means a calendar year or, if the Association's balance date is changed to a date other than 31 December, the relevant financial reporting period ending on the new balance date (including any interim period of more or less than twelve months on account of the change of balance date);
- (q) **General Meeting** means a general meeting of the Membership of the Association, which may be either an Annual General Meeting or a Special General Meeting as referred to in Rule 15;
- (r) **Incorporated Societies Act** means the Incorporated Societies Act 1908, under which the Association is incorporated;
- (s) **International Student** means any person enrolled as an international student of the University in accordance with the University's regulations;
- (t) **Life Member** means a person upon whom life membership of the Association has been conferred, and whose life membership has not ceased, under Rule 8 or any previous rules of the Association;
- (u) **Member** means a current member of the Association (including any Student who is a Member and any Life Member), and **Members** or **Membership** means, as the context requires, all of the Members of the Association or a sufficient number of Members of the Association to act in accordance with these Rules;

- (v) **Membership Register** means the register of Members required to be kept and maintained in accordance with Rule 13;
- (w) **Ngā Tauira Māori** means Ngā Tauira Māori Society Incorporated, also known as NTM, incorporated under the Incorporated Societies Act (registration no. 875214);
- (x) **Notice** means a written communication containing all relevant information notified in accordance with Rule 60 as applicable, and **Notify** or **Notified** refers the provision of such Notice;
- (y) **Objects** means the Charitable Purposes of the Association set out in Rule 3;
- (z) **Office** means either the Registered Office of the Association under the Incorporated Societies Act (as determined by the Executive) or the position of any member of the Executive or other position referred to in these Rules, depending on context;
- (aa) **Officers** means the persons holding the positions specified in Rule 23 or the person who are officers of the Association for the purposes of the Incorporated Societies Act and/or the Charities Act, depending on context;
- (bb) **Officially Recognised Student Group** means any club, society, association, or other body of Students officially recognised by the Association in accordance with the provisions of Rule 43;
- (cc) **Policy** means any policy instrument that has been adopted by the Executive in accordance with Rule 27(1)), and for which the title includes the word Statute at the end;
- (dd) **President** means the President of the Association;
- (ee) **Queer person** means any person who identifies as lesbian, gay, bisexual, trans, queer, intersex, asexual, fa'afafine, takataapui, non-cis or otherwise as a member of the queer community;
- (ff) **Referendum** means a referendum of the Membership conducted in accordance with these Rules;
- (gg) **Resolution**
 - (i) means a decision on a motion regarding any business or other matter at a meeting (be it a General Meeting or a meeting of the Executive, the Student Council, the Advisory Board or any subcommittee or other body) that is carried by the requisite majority, which shall be a simple majority of the attendees at the meeting who are entitled to vote on the

matter unless a Supermajority or other higher majority (or unanimity) is expressly required under these Rules; and

- (ii) includes a written resolution in lieu of a resolution at a meeting if expressly permitted under these Rules, signed or approved in writing by a simple majority of the relevant body unless a Supermajority or other higher majority (or unanimity) is expressly required;
- (hh) **Returning Officer** means, as the context requires, the person appointed by the Executive to oversee the administration of an election and/or a referendum;
- (ii) **Rules** means the rules of the Association as set out in this Constitution and, as the context requires, includes any subsequent lawful change to such rules;
- (jj) **Semester** refers, as the context requires, to one or either of the First and Second Semesters of the University's Academic Year for the calendar year in question;
- (kk) **Special General Meeting** means a General Meeting held in accordance with Rule 17;
- (ll) **Student** means any person who, at the relevant time, is enrolled as a student of the University in a programme of study in accordance with the University's regulations;
- (mm) **Student Council** means the Student Council constituted in accordance with Rule 44;
- (nn) **Statute** means any policy instrument that has been adopted by the Executive in accordance with Rule 27(1) and designated as a Statute;
- (oo) **Supermajority** means:
 - (i) in relation to a Resolution at a meeting (be it a General Meeting or a meeting of the Executive, the Student Council, the Advisory Board or any subcommittee or other body), a majority comprising at least three-quarters of the attendees at the meeting who are entitled to vote on the relevant matter; and
 - (ii) in relation to a written Resolution (if expressly permitted under these Rules), a majority comprising at least three-quarters of the total membership of the relevant body; and
- (pp) **University** means the University of Auckland.

- (2) The use of the singular will imply and include the plural, except where context requires otherwise.
- (3) The use of the word "their" as a gender-neutral singular pronoun for an individual does not imply, unless context otherwise requires, a reference to a group of persons.
- (4) References to any legislation include any amendments to, or any regulations, orders in council or other instruments made under, such legislation and include any corresponding replacement legislation and any amendments to, or any regulations, orders in council or other instruments made under, such replacement legislation.
- (5) Where any dispute arises as to the interpretation of these Rules, the Executive shall issue a final interpretation by way of Resolution.

3 Objects of the Association

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

charitable entity under the Charities Act, the Objects are to be read and construed:

- (a) as widely and liberally as possible; and
 - (b) as principal objects of the Association.
- (3) In accordance with the Association's incorporation under the Incorporated Societies Act, its charitable status and its registration as a charitable entity under the Charities Act, the Association is not established, and must not operate, for the private pecuniary profit of any individual (and in particular for the pecuniary gain of its Members).
- (4) For the avoidance of doubt, Rule 3(3) does not preclude:
- (a) the Association benefitting its Members or other Students, or any other person, in the course of pursuing its Objects; or
 - (b) the Association paying or providing consideration to any person, including any Member or other Student, for the supply of any goods and/or services (including any lending or other financial services) to or for the benefit of the Association in the course of pursuing its Objects, provided that the consideration is not more than a reasonable market or arm's length amount for the supply.

4 Te Tiriti o Waitangi and Ngā Tauira Māori

- (1) The Association will give effect to Te Tiriti o Waitangi and its principles, insofar as they can be applied to the business and affairs of the Association, and in particular must comply with Rule 4(4).
- (2) The text of both the Te Reo Māori and English versions of the Treaty of Waitangi as set out in the First Schedule to the Treaty of Waitangi Act 1975 is deemed to be incorporated by reference into these Rules and will be treated as the text of Te Tiriti for the purposes of these Rules.
- (3) In the event of any inconsistencies or inaccuracies in translation as between the Te Reo Māori and English versions of Te Tiriti and The Treaty, the Te Reo Māori version will prevail.
- (4) In order to give effect to Te Tiriti and its principles, the Association shall use its best endeavours to maintain a Memorandum of Understanding (or similar document, however described) with Ngā Tauira Māori which shall be deemed to be incorporated by reference into these Rules and binding on the Association. The Memorandum of Understanding may be replaced, repealed or amended by agreement between the Executive and the executive (or equivalent governing body) of Ngā Tauira Māori, provided that the replacement, repeal or amendment is approved by Resolution of the Executive, carried by a Supermajority, and any agreed replacement or amendment must be recorded in writing by the parties.

5 The Association's Relationship with AUPISA

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

6 Powers of the Association

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

7 Strategic and Annual Plans

- (1) In order to promote and facilitate continuity and consistency in relation to the Association's pursuit of its Objects, the Association, through the Executive, must adopt in accordance with this Rule 7:
 - (a) a Strategic Plan that sets goals and provides direction in relation to the Association's proposed means of achieving its Objects over a four year period; and
 - (b) an Annual Plan that provides more detailed direction in relation to how a particular Executive plans on advancing and achieving the goals and direction set by the Strategic Plan during the relevant Association Year.
- (2) In relation to the Strategic Plan for each four year period:
 - (a) the first Strategic Plan is to be adopted by the Executive no later than the end of Semester One of 2019, with a replacement Strategic Plan

then being adopted in 2023 and every fourth year thereafter in accordance with these Rules;

- (b) the first Strategic Plan will be brought into effect once it is adopted by a Resolution of the Executive for the year of adoption that is carried by a Supermajority, and must be Notified to Members as soon as reasonably practicable after its adoption and presented to Members at the next available General Meeting;
 - (c) apart from the first Strategic Plan:
 - (i) the Executive for the year prior to the year of adoption of a Strategic Plan shall commence, and the Executive for the year of adoption of the Strategic Plan shall complete, the preparation of a draft Strategic Plan, which must be completed no later than week three of the first half of Semester One of the year of adoption and must be informed by consultation with Members, Students, the University, the Advisory Board and the Student Council;
 - (ii) the final Strategic Plan will be brought into effect once it is adopted by a Resolution of the Executive for the year of adoption that is carried by a Supermajority, provided that the relevant Executive may only adopt the final Strategic Plan after it has received and seriously considered the advice of the Advisory Board and the Student Council;
 - (iii) the final Strategic Plan must be adopted no later than the end of the first half of Semester One of the year of adoption and the final Strategic Plan must be Notified to Members as soon as reasonably practicable after its adoption, and must be presented to Members at the Annual General Meeting held in the year of adoption or a Special General Meeting if required; and
 - (d) each Strategic Plan shall be binding on the Association and all Executives from the date that it is brought into effect until the adoption of a replacement Strategic Plan.
- (3) An Executive serving for a term to which a Strategic Plan applies may, by Resolution, amend the Strategic Plan, provided that:
- (a) the Resolution must be carried by a Supermajority, after having received and seriously considered the advice of the Advisory Board and the Student Council;
 - (b) the advice of the Advisory Board and Student Council must be recorded in the official minutes of the relevant Executive, Advisory Board and Student Council meetings; and
 - (c) any approved amendment to a Strategic Plan must be Notified to Members as soon as reasonably practicable after its approval.

- (4) In relation to the Annual Plan for each Association Year:
- (a) each Executive must prepare and adopt an Annual Plan, by Resolution;
 - (b) each Annual Plan must be aligned with the Strategic Plan, or proposed Strategic Plan, that will apply to the completion of the relevant Association Year;
 - (c) each Executive must adopt an Annual Plan as soon as reasonably practicable after the election of the relevant Executive and in any event no later than the beginning of Semester One after the Annual Executive Elections for the election of the relevant Executive; and
 - (d) the Executive may, by Resolution carried by a Supermajority, amend the Annual Plan; and
 - (e) each Annual Plan, and any amendment to any Annual Plan, must be Notified to Members as soon as reasonably practicable after its adoption or approval, and the Annual Plan must be presented to Members at the Annual General Meeting held in the relevant Association Year.

PART II

Membership

8 Categories of Members

- (1) There are two categories of Members, namely:
- (a) Student Members; and
 - (b) Life Members.
- (2) All such Members may exercise the privileges and rights of membership and, subject to the Incorporated Societies Act and any other applicable law, no such Member will be liable for any debt, liability or expense of the Association on account of their position as a Member.
- (3) In relation to Student Members, all Students of the University are entitled to become Members of the Association, and will become Members of the Association upon completion and submission to the Association of a properly completed application form (whether hard copy or electronic) designated for that purpose by the Executive.
- (4) In relation to Life Members:
- (a) all Presidents of the Association, upon relinquishment of Office, are entitled to become Life Members, provided that they served a full term of Office as President and they consent to becoming a Life Member; and

- (b) any other person, whether currently or previously a Member of the Association or not, whom the Executive considers, on reasonable grounds, should be appointed a Life Member on account of their commitment and service to the Association and its Objects is entitled to become a Life Member, provided that the appointment of any such person as a Life Member must be approved by a Resolution of the Executive carried by a Supermajority and the Resolution must record the Executive's grounds for the appointment, and the person must consent to becoming a Life Member.
- (5) A past President becoming a Life Member and the appointment of any Life Member by the Executive must be Notified to Members as soon as reasonably practicable.

9 Duration and Cessation of Membership

- (1) A person ceases to be a Member immediately upon:
 - (a) their death; or
 - (b) the Association's receipt of a Notice from the person stating their desire to resign their membership; or
 - (c) in the case of persons who attain membership under Rule 8(3), the earlier of:
 - (i) the Association Secretary determining, based on a Notice from the person or otherwise, that the person is not, and will not become, a Student for the current Association Year; and
 - (ii) the fourth anniversary of the person attaining membership under Rule 8(3).
- (2) For the avoidance of doubt, cessation of membership does not preclude a person from subsequently becoming a Member (including a Life Member).

10 No Membership Subscription, Fee or Levy

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

11 Exercise of Powers by the Membership

- (1) The Membership is entitled:
 - (a) to exercise certain powers, and direct the Executive in relation to its exercise of the Association's powers, through:
 - (i) Resolutions at General Meetings held in accordance with these Rules; and

- (ii) voting in Referenda held in accordance with these Rules; and
 - (b) in conjunction with any other participating Students, elect the Executive (which conducts and controls the business and affairs of the Association on behalf of the Members) through voting at Annual Executive Elections and Executive By-elections held in accordance with these Rules.
- (2) Subject to the requirements and restrictions under these Rules and any other applicable law, the Membership may exercise the following powers at a General Meeting:
 - (a) to amend, repeal, replace and adopt new provisions of these Rules;
 - (b) to remove any member of the Executive through a motion of no confidence in that member, provided that the motion of no confidence must be approved by a Resolution of Members carried by a Supermajority;
 - (c) to receive the Annual Report of the Association for each Association Year as referred to in Rule 56 (which are to be received at the next Annual General Meeting after the end of the relevant reporting period, unless otherwise permitted under these Rules);
 - (d) to receive the audited accounts/financial statements for the Association for each Financial Year as referred to in Rule 56 (which are to be received at the next Annual General Meeting after the end of the relevant reporting period, unless otherwise permitted under these Rules);
 - (e) to receive the results of the Annual Executive Election and any Executive By-elections conducted to elect members of the Executive (which are to be received at the next General Meeting after the relevant election);
 - (f) to approve the appointment of auditors of the Association, who must be duly qualified as Chartered Accountants within the meaning of the New Zealand Institute of Chartered Accountants Act 1996 and meet any applicable requirements under the Charities Act, who shall remain as the Association's auditors until changed by a later Resolution of Members at a General Meeting;
 - (g) to confirm and approve the minutes of any previous General Meeting; and
 - (h) to approve, or direct the Executive in relation to, any other business or matter properly put to the Membership at a General Meeting.
- (3) The Membership may exercise the following powers through voting in a Referendum conducted in accordance by these Rules:
 - (a) to transact any of the following business that would have otherwise been transacted at a General Meeting had it not been for the fact that the meeting was inquorate;

- (i) to receive the Annual Report of the Association for an Association Year;
 - (ii) to receive the audited accounts/financial statements for the Association for a Financial Year; and
 - (iii) to receive the results of an Annual Executive Election or any Executive By-elections conducted to elect members of the Executive; and
- (b) to make binding and non-binding recommendations to the Executive and the Association.

12 Decisions of General Meetings and Referenda binding on the Executive

Unless these Rules expressly provide otherwise, all Resolutions of the Membership at General Meetings and the results of a Referenda are binding on the Association and the Executive.

13 Membership Register

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

- (5) Upon request, Members will be given reasonable and prompt access to, or confirmation of, their personal details included on the Membership Register or included as part of any other records maintained by the Association.

14 Documents and Information Available to All Members

- (1) The Association-Secretary shall ensure that the following documents and information are made available to all Members of the Association at all times:
- (a) the Rules;
 - (b) the current Strategic Plan, including any amendments to the Strategic Plan;
 - (c) the current Annual Plan, including any amendments to the Annual Plan;
 - (d) the Association's Memoranda of Understanding (or equivalent documents) with Ngā Tauira Māori, AUPISA and other Officially Recognised Student Groups, Faculty and School Associations who are members of the Student Council;
 - (e) the latest versions of all documents referred to in Rule 56;
 - (f) any Statutes or Policies adopted by the Executive which do not pertain to strictly internal matters that would reasonably be confidential to any organisation's internal administration;
 - (g) the minutes of all Executive Meetings, provided that:
 - (i) the Minutes must be a true, accurate and comprehensive account of the decision-making taken by the Executive, and accepted by the Executive at a subsequent meeting;
 - (ii) where the Executive resolves to move into the Committee of the Whole, the business transacted while constituted as a Committee of the Whole does not need to be precisely detailed but must be explained in broad terms capturing the essence of what was discussed; and
 - (iii) where the Executive resolves to accept and adopt any minutes of its Sub-Committees, such minutes must be included in the Minutes of the Executive's Meeting;
 - (h) the minutes of all General Meetings; and
 - (i) the results of all Annual Executive Elections, By-elections and Referenda conducted in accordance with these Rules; and
 - (j) any other document or information that the Executive determines, by Resolution, is to be made available to all Members.

- (2) The Association Secretary shall also be responsible for ensuring that any relevant forms or notices mentioned under these Rules are made available to all Members at all times.
- (3) The Association Secretary's responsibility to ensure that the documents and information, including forms and notices, referred to in this Rule 14 to be made available to all Member means that, at a minimum and without derogating from any other Notice requirements in relation to the relevant document or information under these Rules, the Association Secretary must:
 - (a) upload, or direct their delegate to upload, the relevant document or information to the Association's website;
 - (b) if reasonably practicable, post, or direct their delegate to post, the relevant document or information, or notification that the document or information can be found on the Association's website, to the Association's social media; and
 - (c) ensure that all such documents and information are reasonably available, in hard copy, at the Association's premises, for any Member to review such documents and information at the relevant premises upon request.

PART III

General Meetings and Referenda

15 General Meetings

- (1) There are two kinds of General Meetings, namely:
 - (a) Annual General Meetings; and
 - (b) Special General Meetings.
- (2) The quorum for all General Meetings will be at least one hundred Members present at the opening of the meeting, or where the Membership of the Association is less than one hundred, at least ten percent of the Members present at the opening of the meeting.
- (3) If the necessary quorum is not present within 15 minutes of the time appointed for the opening of the General Meeting, the meeting may not open, no business may be discussed or dealt with, and the meeting will be void for all purposes. No general meeting will lapse for want of quorum once opened, provided that at all times there are at least eighty Members in attendance or, where the Membership of the Association is less than one hundred, at least ten percent of the Members are in attendance.
- (4) No General Meeting may be called that would begin at a time other than between 10 am and 4 pm on a day on which lectures are scheduled for all Faculties during Semester One or Two, and must be held on a University campus.

- (5) General Meetings will transact business by means of Resolutions of the Members, for which purpose:
 - (a) every Member attending a General Meeting will be entitled to one vote; and
 - (b) Member voting on any matter will be by way of:
 - (i) voice (with the outcome to be declared by the Chair); or
 - (ii) if so determined by the Chair, show of hands (with the outcome to be declared by the Chair); or
 - (iii) if so determined by the Chair, ballot or division (with the outcome to be declared by the Chair).
- (6) The Chair of all General Meetings will be the President or, in their absence, the next available Officer or member of the Executive listed after the President in Rules 23 and 24. Where no members of the Executive listed in Rule 23 are present, the Members at the meeting may resolve to appoint any Member present as Chair for the duration of that meeting.
- (7) Members must be given no less than ten days' Notice of the date, time and place at which a General Meeting will be held, such Notice to be issued by the Association Secretary.
- (8) No General Meeting will be void, or any business at such meeting invalidly transacted, by reason of any Member not being aware of the meeting, provided all Notice requirements under these Rules were met.
- (9) The Association Secretary, or their delegate, will be responsible for minuting all business transacted at General Meetings, and a copy of which minutes must be promptly made available to all Members in accordance with Rule 14.
- (10) General Meetings will, subject to the provisions of these Rules, be empowered to regulate their own procedure in accordance with rulings of the Chair.

16 Annual General Meetings

- (1) An Annual General Meeting will be held each Association Year during Semester One.
- (2) Each Annual General Meeting will be called by a Notice to all Members issued by the Association-Secretary pursuant to a Resolution of the Executive that determines the date, time, and place at which the meeting is to be held.
- (3) Each Annual General Meeting will transact all applicable business noted in Rule 11(2), including any general business which may be raised at an Annual General Meeting.

17 Special General Meetings

- (1) Special General Meetings may be called at any time to transact any business for which a General Meeting may validly be called, by either:
 - (a) a Resolution of the Executive directing the Association Secretary to issue a Notice to Members calling a Special General Meeting that states the date, time and place at which the meeting is to be held, and the business for which the meeting is being called; or
 - (b) at least twenty Members presenting a signed petition to the Executive to call a Special General Meeting that states the business they wish to have transacted, in which case a Special General Meeting must be called as soon as reasonably practicable and the Executive must direct the Association Secretary to issue a Notice to Members calling the meeting that states the time, date and place at which the meeting is to be held and the business raised by the petitioning Members and, if applicable, any business raised by the Executive, for which the meeting is being called.
- (2) Each Special General Meeting will only transact any business of the type noted in Rule 11(2) that has been Notified when the meeting was called.

18 Referenda Process

- (1) There are two kinds of Referenda, namely:
 - (a) Annual Referenda; and
 - (b) Special Referenda.
- (2) All Referenda questions, whether asked in an Annual Referendum or a Special Referendum, must meet the following requirements:
 - (a) that the question can be answered “yes” or “no”;
 - (b) that the question is not:
 - (i) contrary to the Objects or charitable status of the Association;
 - (ii) unlawful;
 - (iii) offensive;
 - (iv) frivolous;
 - (v) vexatious;
 - (vi) biased;
 - (vii) unfair in its effect, or potential effect, on an individual or group of individuals; or

- (viii) substantially similar to another question that has been asked in a previous Referendum within the last 12 months; and
 - (c) that the question complies with Rule 18(3).
- (3) Questions may be put to the Membership:
 - (a) in the case of Annual Referenda:
 - (i) in a form submitted by one Member and signed in support by at least nine other Members that is Notified to the Association Secretary; or
 - (ii) by Resolution of the Executive; and
 - (b) in the case of Special Referenda,
 - (i) in a form submitted by one Member and signed in support by at least forty nine other Members that is Notified to the Association Secretary; or
 - (ii) by Resolution of the Executive carried by a Supermajority.
- (4) Where a question is put forward for a Referendum by Members in accordance with Rule 18(3):
 - (a) the President, Engagement Vice-President and Treasurer-Secretary shall first determine whether or not the question complies with Rule 18(2) and decide either to:
 - (i) allow the question if they determine that it complies with Rule 18(2); or
 - (ii) decline the question if they consider it does not comply with Rule 18(2), provided that they give a formal notice to the submitting Member stating their reasons for doing so; and
 - (b) if the question is declined, the submitting Member and/or any signatory Member may then appeal that decision to the Executive and shall be entitled to address the Executive to explain why they believe their question complies with Rule 18(2). The Executive will then issue a determination, consistent with natural justice, by Resolution, which the President, Engagement-Vice-President and Treasurer-Secretary must abstain on, which shall be final; and
 - (c) if the Executive considers it necessary or appropriate to do so before making such determination, it may seek legal advice from an appropriately qualified solicitor regarding compliance with Rule 18(2) and make such legal advice available to Members.
- (5) Where a question is put forward for a Referendum by Resolution of the Executive in accordance with Rule 18(3), the Executive must be satisfied that the question complies with Rule 18(2) and, if the Executive considers it necessary or appropriate to do so before making such determination, it may seek legal advice from an appropriately qualified solicitor regarding

compliance with Rule 18(2) and make such legal advice available to Members.

- (6) Voting in all Referenda shall be conducted electronically, and, if that is not possible, through paper ballots, and must be held on days on which lectures are scheduled in all faculties of the University, in accordance with these Rules.

19 When Referenda is binding on Association and Executive

- (1) A result in relation to a question in a Referendum is binding on the Association and the Executive, subject to any provision in these Rules or General Meeting resolution to the contrary, if:
 - (a) 2% or more of all Members cast a vote in relation to that Referendum question; and
 - (b) the number of votes cast for the “yes” and “no” responses were greater than the number of abstentions recorded; and
 - (c) the question does not relate to any matter of governance, administration, finance, personnel, or the recognition of any student group (except where any such matter is business unable to be transacted at an inquorate General Meeting that was put to a Referendum under Rule 11(3), in which case the result of the Referendum will be binding, provided that the requirements under Rule 19(1)(a) and (b) are met); and
 - (d) the question does not relate to any matter affecting, or potentially affecting, the Association in relation to maintaining its incorporation or compliance under the Incorporated Societies Act and/or its charitable status.
- (2) Where the result in relation to a question in a Referendum is binding on the Executive and the Association, the President or their delegate is responsible for ensuring that the Executive and the Association immediately takes the appropriate action to implement the Referendum result. The President must report to all Members on progress with these steps within two weeks of the Referendum concluding.
- (3) Where the result in relation to a question in a Referendum is not binding on the Executive or the Association, the President or their delegate will bring the result of the Referendum to the attention of the Executive as soon as reasonably practicable. The Executive will then make any decisions it considers necessary or appropriate in respect of the Referendum result, while noting that the Executive must exercise its own independent judgement as to how to proceed.

20 The Annual Referenda

- (1) Each Annual Referendum shall be conducted at the same time, and for the same period of time, as the Annual Executive Elections held in each Association Year for electing members of the Executive for the following Association Year.

- (2) The Returning Officer for the Annual Referenda shall be the same person appointed to be the Returning Officer for the Annual Executive Elections.
- (3) Calls for questions for the Referendum from Members will be put to the Membership at the same time, and for the same duration, as calls for nominations to run for election to an Executive role, and shall close at the same time as when calls for nominations to run for election close. The Association Secretary shall ensure there is a Notice calling for questions.
- (4) Any Member may speak to any questions put to Referenda and address the Membership before they decide to vote, in the same forum and at the same time as those nominated to run for an Executive position, provided that they speak according to the standing orders set down by the Chair of that forum, who shall be the Returning Officer under this Rule.

21 Special Referenda

- (1) A Special Referendum may be held at any time during the Association Year during a time when lectures are held and will last for three days commencing at 9am on the date set down for commencement and finishing on 5pm on the last day that the Special Referendum takes place.
- (2) The Executive shall appoint a Returning Officer for the Referendum, provided that the Executive must be satisfied that the Returning Officer is not a person whom a reasonable Member would consider to be incapable of acting as an impartial and fair Returning Officer.
- (3) The Executive shall, by Resolution, set down a time when a Special Referendum is to commence, once they have resolved to hold a Special Referendum by a Resolution carried by a Supermajority or have received a form signed by fifty Members of the Association requesting that a question be put forward for a Referendum in accordance with Rule 1818(3).
- (4) The Executive shall also, by Resolution, set down a time, place and date that is no later than one day before the Special Referendum is set to commence for a forum to be held in which any Members may speak to the Special Referendum question or questions, according to the standing orders set down by the Chair of that forum, who shall be the Returning Officer for the Referendum.
- (5) A Special Referendum may include more than one question where the Executive determines that it is more convenient to put multiple questions to a Special Referendum provided that the questions are consistent with these Rules.

22 Administration of General Meeting and Referenda

The Executive shall be empowered to adopt a Statute setting out further requirements for the administration of General Meetings and Referenda, including the Standing Orders for General Meetings and for any forums associated with the Referenda process.

PART IV

The Executive

23 Officers of the Association

The Officers of the Association shall be:

- (1) the President;
- (2) the Education-Vice President;
- (3) the Treasurer-Secretary, who must have previously served as the Treasurer of an Officially Recognised Student Group at the University of Auckland;
- (4) the Engagement Vice-President; and
- (5) the Welfare Vice-President;

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

24 Members of the Executive

The members of the Executive are:

- (1) all Officers under Rule 23;
- (2) the Campaigns Officer;
- (3) the Women's Rights Officer, who must be a self-identifying woman;
- (4) the Queer Rights Officer, who must be a self-identifying Queer Person;
- (5) the International Students' Officer, who must be an International Student;
- (6) the Satellite Campuses' Officer;
- (7) the Design Officer;
- (8) the Pacific Island Students' Officer, as appointed or elected under the rules of AUPISA,
- (9) both Tumuaki of Ngā Taurira Māori (also referred to as the Māori Student Officers), as appointed or elected under the rules of Ngā Taurira Māori, who shall have one vote which must be exercised jointly, unless only one Tumuaki attends a meeting of the Executive in which case they may exercise the vote unless Ngā Taurira Māori has determined otherwise; and
- (10) after an Annual Executive Election has been held, the President-elect (provided they are not already a member of the current Executive), who shall not have the power to vote;

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

25 Disqualification of Executive Members and Other Officers

The members of the Executive under Rule 24, and any other person treated as an officer of the Association for the purposes of the relevant legislation (for example, the Association Secretary), must not be disqualified from acting as an officer of a society incorporated under the Incorporated Societies Act or as an officer of a charitable entity registered under the Charities Act, and:

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

26 General Powers of the Executive

- (1) Subject to the provisions of these Rules, the conduct and control of the business and affairs of the Association is vested in the Executive, which has:
 - (a) full and complete power over and control of all business and activities of the Association, and may exercise any and all of the powers of the Association in order to advance and achieve its Objects;
 - (b) the power to control and invest the funds of the Association, and shall, in accordance with any Statutes and Policies it may authorise concerning financial matters, authorise all expenditure; and
 - (c) the power to authorise execution, signing or endorsement (by way of affixing of the Common Seal of the Association or otherwise) of securities and other documents, receipts, releases and discharges.
- (2) Except as provided for by these Rules, the Executive will transact its business at meetings of the Executive and decide on matters by way of Resolutions at such meetings, held in accordance with Rule 31.
- (3) The Executive may transact any of its business outside of a meeting of the Executive by way of Resolution in writing, signed or approved in writing by email or by other secure electronic means, provided that:
 - (a) the Resolution concerns a matter of such urgency that it is impossible or not reasonably practicable for the Executive to deal with the matter at a meeting of the Executive; and
 - (b) the Resolution does not:
 - (i) authorise the expenditure of more than \$5000 in aggregate; or authorise the Association incurring a liability of more than

\$5000 in aggregate or authorise the Association incurring a liability or contingent liability greater than \$5000 or

- (ii) change any Statute or Policy, unless the change in Statute or Policy is necessitated by the fact that the Statute or Policy is contrary to New Zealand law or these Rules, and the Executive has received and seriously considered the advice of the Advisory Board and Student Council in the case of Statutes, and the Advisory Board in the case of Policies.
- (4) The Executive may delegate any or all of its privileges, powers and controls in relation to the business and affairs of the Association to a Sub-Committee of the Executive or a member of the Executive, provided that:
- (a) the Resolution delegating to any Sub-Committee contains terms of reference which state:
 - (i) the name of the Sub-Committee;
 - (ii) the purpose of the Sub-Committee;
 - (iii) the reporting requirements, if any, of the Sub-Committee;
 - (iv) the chair and membership of the Sub-Committee and the manner for appointments, replacements, and the removal of members (as applicable);
 - (v) the lifespan of the Sub-Committee or, alternatively, the fact that the Sub-Committee is to be a standing Sub-Committee of the Executive; and
 - (vi) any further matters pertinent to the good governance and efficient administration of the Sub-Committee and the activities and affairs of the Association; and
 - (b) the Resolution delegating to any Executive member contains equivalent terms of reference, to the extent applicable to the delegation; and
 - (c) the Executive remains ultimately responsible for any or all of its privileges, powers and controls in relation to the business and affairs of the Association and must oversee any such delegation, and may amend or discontinue any such delegation at any time.

27 Executive Power to Create Statutes and Policies

- (1) The Executive may create Statutes and Policies consistent with these Rules to aid in the administration and business of the Association by a Resolution carried by a Supermajority which shall be binding on all members of the Executive, all Members and all other personnel of the Association, provided that:

- (a) no Statutes may be adopted, repealed or amended by the Executive until after it has received and seriously considered the advice of the Advisory Board and the Student Council; and
 - (b) no Policies may be adopted, repealed or amended by the Executive until after it has received and seriously considered the advice of the Advisory Board.
- (2) The Executive shall have the discretion to decide whether a policy instrument should be a Statute or a Policy for the purposes of these Rules, provided that the Executive must adopt a Statute or Statutes:
 - (a) on the roles and responsibilities, remuneration (if applicable), job descriptions, and requirements for reporting and performance for members of the Executive;
 - (b) on the Standing Orders for General Meetings and meetings of:
 - (i) the Executive;
 - (ii) the Student Council;
 - (iii) the Advisory Board;
 - (iv) the Craccum Administration Board, and
 - (v) any Sub-committee created by any of the bodies listed above; and.
 - (c) on the identification and management of conflicts of interest.
- (3) For the avoidance of doubt, nothing in Rule 27(1) prevents the Executive from passing a Resolution, carried by Supermajority, to adopt, repeal or amend a Statute or Policy where such adoption, repeal or amendment is contrary to the advice of the Advisory Board and/or the Student Council, provided that:
 - (a) in the case of adopting and or making changes to Statutes, the advice of the Advisory Board and Student Council is recorded in Minutes of those committees' meetings for Members to see alongside the Statute that has been adopted, repealed or amended by the Executive, provided that the Statute does not pertain to strictly internal matters that would reasonably be confidential to any organisation's internal administration; and
 - (b) in the case of adopting and or making changes to Policies, the advice of the Advisory Board is recorded in Minutes of those committees' meetings for Members to see alongside the Policy that has been adopted, repealed or amended by the Executive; provided that the Policy does not pertain to strictly internal matters that would reasonably be confidential to any organisation's internal administration.
- (4) Nothing under this Rule prevents the Executive from creating Terms of Reference, Guidelines and Procedures, or conferring the power to create any

Terms of Reference, Guideline or Procedure under a Statute or Policy, by way of Resolution.

28 Nature and Term of Executive Service

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

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

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

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

29 Executive and Executive Members' General Obligations

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

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

30 Executive Obligation to Consult Advisory Board

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

- (2) For the avoidance of doubt, nothing in Rule 30(1) prevents the Executive from determining that it will exercise its powers or otherwise act contrary to any advice given by the Advisory Board, so long as the Executive receives and seriously considers such advice from the Advisory Board first and that it documents that it is acting contrary to the advice of the Advisory Board in the minutes of the relevant meeting of the Executive at which such determination is made.

31 Executive Meetings

- (1) The Executive must meet at least:
- (a) once per fortnight during Semesters One and Two during the periods during which lectures are scheduled in all faculties;
 - (b) once during the mid-semester breaks during Semesters One and Two; and
 - (c) once per month at all other times.
- (2) The Executive will determine the dates, times and places at which it will meet, within the requirements of these Rules, provided that:
- (a) the Executive may permit its members to participate in any meeting of the Executive by means of audio, or audio and visual, communications instead of attending the place set for the meeting (and any members participating in this way must be treated as attending the meeting), provided that such communications enable all attendees to hear each other at all times;
 - (b) all Executive members must generally be provided with at least two days' Notice of any meeting of the Executive;
 - (c) all Executive members must be provided with at least one day's Notice of, in general terms, the nature of the business to be transacted at any meeting;
 - (d) the President may call an emergency meeting, which may be held exclusively by suitable audio, or audio and visual communications and in respect of which all Executive members must be given as much notice as possible if:
 - (i) the business to be transacted is of such urgency that it is impossible or not reasonably practicable for the Executive to deal with the matter at the next regular meeting of the Executive; and
 - (ii) it is impossible or not reasonably practicable to comply with Rules 31(2)(b) and (c).
- (3) The Association Secretary will be entitled to attend, and be Notified of, all Executive meetings, but will not be entitled to vote (in their capacity as

Association Secretary) and may be excluded by the Executive from part of a meeting if the Executive has reasonable grounds for doing so.

- (4) Executive meetings will be Notified to Members and all Members of the Association, and members of the public, shall be entitled to attend Meetings of the Executive (including by audio, or audio and visual, communications, if the Executive so determines), except where an emergency meeting is called that cannot reasonably facilitate Member attendance or the Executive resolves to move into a Committee of the Whole, which the Executive may resolve to do if it considers that:
 - (a) the business to be discussed concerns commercially or legally sensitive information pertaining to the Association; and/or
 - (b) the business to be discussed pertains to an individual or particular group of individuals such that a public meeting of the Executive would be fundamentally unfair.
- (5) Nothing in Rule 31(4) allows the Executive to not disclose in the minutes of its meetings any motions where the Executive has loaned or expended any of the Association's funds or incurred any liability on behalf of the Association.
- (6) The Chair of all meetings of the Executive shall be the President and, in their absence, whoever the Executive chooses to be Chair.
- (7) Except as specified in Rule 24, each member of the Executive attending an Executive meeting is entitled to one vote on any motion at the meeting, and the quorum for commencing and continuing Executive meetings shall be members in attendance who carry more than half of the total number of votes of members of the Executive.

32 Cessation of Executive Membership and Vacancies

- (1) Members of the Executive shall cease to be members of the Executive and cease to hold any other roles they have by virtue of being a member of the Executive when:
 - (a) they complete their term of service;
 - (b) they miss more than two meetings of the Executive without being excused by a motion of leave being granted by the Executive;
 - (c) they give Notice resigning from their office to the President (or, in the case of the President, to the Association Secretary), provided that at least two weeks' notice is given before the effective date of their resignation;
 - (d) they are removed from office by the Membership by way of a motion of no confidence at a General Meeting;
 - (e) they die; or
 - (f) they become disqualified from holding office under Rule 25.

- (2) In the event of a vacancy arising in relation to any position on the Executive other than the President during an Association Year, the Executive must:
 - (a) delegate the functions and responsibilities of the vacated position to another member or members of the Executive until such time as the vacancy is filled following a By-election (if applicable) or Annual Executive Election; and
 - (b) call for a By-election to be held as soon as is practicable to fill the vacancy, if a By-election is required in accordance with these Rules.
- (3) In the event of a vacancy in the office of President, the Executive must appoint an Executive member as Acting President for either the remainder of the Association Year or, in the event that the President is temporarily unable to fulfil their duties, until the President is able to fulfil their duties, at the discretion of the Executive. The Executive member assuming the office of Acting President shall then resign their original office and trigger a By-election under these Rules for their original office (if applicable).
- (4) For the avoidance of doubt, the Acting President may exercise all duties, functions, powers, privileges and responsibilities of the office of President, but shall not become President in their own right.

PART V

Executive Elections and By-Elections

33 Elected Positions on the Executive

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

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

34 Voting Eligibility and Means of Voting

- (1) All Members and other Students are eligible to vote for candidates to fill each elected position on the Executive, either through the Annual Executive Elections or any Executive By-elections.
- (2) Such elections will be conducted by way of a general electronic ballot (unless the Association is unable to provide a general ballot by electronic means in which case the Association shall resort to a general paper ballot).
- (3) Members and other Students participating in such elections will be entitled to vote for any candidate for any elected position, to vote no confidence in any such candidate, or to not vote in relation to any elected position.

35 Eligibility to Run for Election

Any Member shall be eligible for nomination for election, election and re-election to an elected position on the Executive, provided that:

- (1) at the time of their nomination they are still a Student at the University;
- (2) they are not disqualified, and do not become disqualified, from holding office under Rule 25;
- (3) they complete and submit to the Association a nomination form provided by the Association Secretary with three signatures of other Members supporting their nomination, for one and only one elected position on the Executive; and
- (4) they satisfy any other requirements, including completing and submitting any further documents, that may reasonably be set by the Executive (for example, to enable the Association to comply with any legislative obligation and/or any relevant requirements agreed between the Association and the University).

36 Timing of the Annual Executive Elections

- (1) The Annual Executive Elections must take place over five days of voting during a time when lectures are held for all faculties of the University, commencing at 9am on the Monday of that five day period and finishing at 4pm on the Friday of that five day period.
- (2) The Annual Executive Elections must take place during a time when lectures are held in either August or September.

37 Annual Executive Elections Process

- (1) The Executive shall, by Resolution, set down the dates and times when the Annual Executive Elections are to take place and appoint a Returning Officer for such elections, who must not be:
 - (a) an employee of the Association; or
 - (b) any person whom a reasonable Member would consider to be incapable, by virtue of their relationship with the Executive or otherwise, of acting as an impartial and fair Returning Officer.
- (2) Nominations will open one month before the date that the Annual Executive Elections are set down to finish and close two weeks before the date that the Annual Executive Elections are set to commence. It is the Association Secretary's job to ensure that a Notice calling for nominations is put to the Membership.
- (3) Candidates shall be entitled to commence campaigning (which, for the avoidance of doubt, includes the creation of social media pages, the distribution of flyers, banners and posters and the ability for candidates to speak to Members and Students either in person or through any media) on the first Monday after nominations close and after the Association Secretary

has issued a Notice confirming all the candidates for each elected position on the Executive.

- (4) Candidates must conclude campaigning at the same time as the Annual Executive Elections finish.

38 Candidate Rules for Annual Executive Elections and By-elections

- (1) Candidates may spend up to but no more than \$500 for the purposes of campaigning, provided that:
 - (a) candidates must record all expenditure incurred by them for the purposes of campaigning at the market rate for such expenditure, and not at the rate they managed to procure any goods or services if that rate was for free, or substantially below the market rate; and
 - (b) candidates must ensure that as soon as the Annual Executive Elections or Executive By-elections are over and polling concludes that all posters, banners and flyers are removed and either destroyed or placed into recycling.
- (2) All candidates running for election are required to produce a report detailing all expenditure incurred by them during the election for the purposes of campaigning and must give that report to the Returning Officer within one hour after polling concludes. Failure to give the Returning Officer the report on time shall result in a 10% deduction in the total number of votes that a candidate receives.
- (3) Where a candidate is a current member of the Executive, they may not use any power, privilege or right that they derive by virtue of being a member of the Executive to give them a material advantage in the relevant election and must immediately, upon nomination, disclose any such powers, privileges or rights that could give them such a material advantage. The Returning Officer must, and is empowered to, suspend and/or alter any powers, privileges or rights that could give any candidates who are current members of the Executive a material advantage, so that such members of the Executive do not derive a material advantage, from the commencement of campaigning to the conclusion of the election period.
- (4) Every candidate who, in the opinion of the Returning Officer (after the Returning Officer has investigated the matter and produced a report outlining their decision on the matter consistent with the principles of natural justice), does any of the following shall be disqualified:
 - (a) spending above \$500 under Rule 38(1);
 - (b) breaching Rule 38(3) by purposefully failing to disclose and/or by materially advantaging themselves in the relevant election by failing to disclose and/or using a power, privilege or right that they derive by virtue of being a current member of the Executive;
 - (c) campaigning using, or campaigning on the basis of, racism, sexism, homophobia, transphobia, ableism, ageism and/or the incitement of violence; or

- (d) cheating, in any way, with the intention that the number of ballots counted in their name differs from the actual number of ballots validly cast in their name.
- (5) Candidates shall be required to speak to those Members present at a Candidates Forum to be held at a time, place and date determined by the Returning Officer, provided that the date of the Candidates Forum is not before nominations for election close and not after the time when the relevant election commences.
- (6) Any Member or candidate may draw to the attention of the Returning Officer anything that suggests, or make an official complaint to the Returning Officer requesting, that a candidate should be disqualified under Rule 38(4). It shall be at the Returning Officer's discretion as to whether the complaint or comment necessitates an enquiry under Rule 38(4).

39 Determining and Declaring Election Results

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

40 Disputes regarding Election Results

- (1) Any candidate submitting a signed form to the Association Secretary with the signatures of fifty Members, or any Member submitting a signed form to the Association Secretary with the signatures of one hundred Members, may, so long as they do so within two weeks of the Annual Executive Elections closing:
 - (a) request the Executive to procure a recount of the votes for the election of any Executive position, by appointing an independent scrutineer to conduct a recount, where the candidate or Member has reasonable grounds to suggest that the results of the election were counted incorrectly; and/or
 - (b) request the Executive to hold a new election in respect of any Executive position, where the candidate or Member has reasonable grounds to suggest that a reasonable Member would consider that:
 - (i) the winning candidate met one or more of the bases for disqualification under Rule 38(4) but was never disqualified; and/or
 - (ii) the Returning Officer acted in a manner, or was not a person compliant with Rule 37(1), such that it would cause any reasonable Member to doubt that they acted fairly and impartially and that the winning candidate was knowingly and materially advantaged as a result.

Any new election would be held for a period of five days during a time when lectures are held for all faculties that is no later than three weeks before an Executive commences office under these Rules. A new Returning Officer would be appointed in accordance with Rule 37(1) who would call for nominations no later than five weeks before an Executive commences office under these Rules. Campaigning would commence when nominations close, one week after nominations open, and would terminate on the last day of voting.

- (2) The Executive, with all members of the Executive seeking re-election for the particular role or roles in question abstaining, must act according to the principles of natural justice and determine its position by Resolution setting out their reasons for procuring or not procuring a recount of votes or holding or not holding a new election for any particular Executive position.

41 By-elections

- (1) Where a vacancy in an Executive role occurs earlier than three months before the date that the Executive finishes their term of office, the Executive is required to call an Executive By-election to fill the Executive role.
- (2) Executive By-elections shall run for five days during which lectures are held for all faculties of the University, commencing at 9am on a date to be set by the Executive and concluding at 5pm on the fifth day of polling.

- (3) As soon as Notice of resignation of any person who has held an Executive role is received or the vacancy of an Executive role is acknowledged at a meeting of the Executive, if a By-election is required the Executive must:
 - (a) adopt a Resolution setting the date during a time when lectures are held for which the five day By-election shall commence to fill an Executive vacancy, provided that it is no later than one month after and no earlier than three weeks after the Executive has acknowledged the Executive vacancy;
 - (b) direct the Association Secretary to issue a Notice calling for nominations to run for the vacated Executive role commencing two weeks before the By-election is set to be held, with the nomination period closing one week after it commences; and
 - (c) appoint a Returning Officer, in accordance with the same conditions that apply under Rule 37(1).
- (4) The Returning Officer shall have the power to set the time, place and date of the Candidates Forum for the Executive By-election, provided that it is not before nominations for election close, and not after the time when the By-election commences.
- (5) The Returning Officer shall act as according to Rule 39 in order to determine and declare the results of the Executive By-election.
- (6) For the avoidance of doubt, Rule 38 applies to candidates running for election in a By-election under this Rule.

42 Returning Officer's power to Interpret

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

PART VI Student Groups and the Student Council

43 Official Recognition of Student Bodies and Groups

- (1) The Association will work with the University in relation to the ongoing support of Student bodies and groups, and in particular Officially Recognised Student Groups, and for this purpose may enter into any deed or other contractual agreement, or any other arrangement, with the University.
- (2) The official recognition of any Student body or group so that it becomes an Officially Recognised Student Group, and the withdrawal of any such recognition, will be conducted by the University's Clubs Support Committee, or its succeeding body, in accordance with that body's terms of reference and/or any other policies, procedures or other instruments developed jointly by the Association and the University in relation to that committee and/or the official recognition of Student bodies and groups.

- (3) The Executive may adopt a Statute, Policy or other such policy instrument (for example, procedures or terms of reference) to provide for the administration of official recognition of Student bodies and groups, provided that such policy instruments are consistent with these Rules and the Association's arrangements with the University.
- (4) No body or group of Students may receive a grant from Association funds, and the Association will not support the granting of any funds intended for the improvement of Students' experiences and the furthering of Students' interests, unless that body or group is an Officially Recognised Student Group or, in the Executive's opinion, it is a body or group that is capable of securing such official recognition.

44 Powers and Functions of the Student Council

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

45 Membership of the Student Council

- (1) From the Executive, the persons who hold office as President, Education Vice-President, Welfare Vice-President, President-elect and International Students' Officer, and the Tumuaki of Ngā Taura Māori shall be members of the Student Council.
- (2) All Faculty Associations, School Associations and other Officially Recognised Student Groups of a representative nature (including Ngā Taura Māori and AUPISA) that have entered into, or are in the process of entering into, a Memorandum of Understanding with the Association establishing their membership of the Student Council shall be members of the Student Council, for which purpose any such association or group will be represented at Student Council meetings by their Presidents, including both or several co-

Presidents where applicable or necessary, or analogous leaders (who may, where necessary, be represented by their designated alternates, who must be members of their organisation's Executive or analogous management or leadership committee).

- (3) The Association shall use its best endeavours to ensure that the Student Council includes Faculty Associations, School Associations and other Officially Recognised Student Groups of a representative nature that reflect and represent the diversity of the Student body.

46 Meetings of the Student Council

- (1) The Student Council must meet at least once a month for all months which wholly or partly fall in either Semester One or Two but may meet more regularly at its discretion.
- (2) The date, time and location of Student Council meetings shall be:
 - (a) in the case of the first Student Council meeting of an Association Year, determined by, and Notified by or on behalf of, the President, with members of the Student Council being given at least ten days' Notice of the meeting;
 - (b) subsequently determined by a schedule of regular meetings made and circulated by the Education Vice-President, to be agreed at the first Student Council meeting of the Association Year;
 - (c) in the event that an emergency meeting is required, determined by, and Notified by or on behalf of, the President with members of the Student Council being given at least two days' Notice of the meeting; or
 - (d) where there has been a failure to have a Student Council meeting in accordance with these Rules, determined by at least three members of the Student Council who are members under Rule 45(2)) giving at least ten days' Notice convening a meeting of the Student Council.
- (3) The Chair of all Student Council meetings shall be the President or, in their absence:
 - (a) the Education Vice-President; or
 - (b) if the Education Vice-President is absent, an official representative of a member of the Student Council chosen by the Student Council at the meeting.
- (4) Each member of the Executive attending a Student Council meeting (excluding the Tumuaiki of Ngā Taurira Māori) and the official representative or representatives of any association or group member of the Student Council at such a meeting (including the Tumuaiki of Ngā Taurira Māori) will be entitled to one vote on any motion at the meeting, and the quorum for the commencement and continuation of all Student Council meetings shall be persons in attendance who carry more than half of the total number of votes on the Student Council.

- (5) The Student Council shall have the power to administer its own affairs and shall agree to a Terms of Reference and Standing Orders that the Executive shall either adopt or incorporate into a Statute.
- (6) Meetings of the Student Council shall be conducted as a Committee of the Whole, such that all strangers not expressly granted speaking rights and the right to attend Student Council meetings shall be excluded.

47 Cessation of Student Council Membership

Any association or group that is a member of the Student Council under Rule 45(2) shall cease to be a member of the Student Council if the association or group is wound up or its Memorandum of Understanding establishing Student Council membership with the Association is terminated and it is not in the process of entering into any new Memorandum of Understanding.

PART VII The Advisory Board

48 Purpose, Functions and Powers of the Advisory Board

- (1) There shall be an Advisory Board constituted to advise the Executive, to be comprised of volunteer experts with governance, administration, finance, legal and other relevant expertise, with whom the Executive shall consult when it considers that it requires assistance in relation to its governance of the Association or when such consultation is required under these Rules.
- (2) The Advisory Board will offer its advice to the Executive by way of meetings under Rule 51.
- (3) The purposes of the Advisory Board are to:
 - (a) help the Executive ensure that the Association is financially sustainable, legally compliant, and acting according to best practice;
 - (b) hold the Executive to account in their governance decision-making, to ensure that the Executive's decisions are reasonable;
 - (c) hold and provide institutional knowledge and continuity regarding the Association; and
 - (d) supplement the knowledge of the Officers of the Association and other members of the Executive regarding governance, administration, finance and other legal, regulatory, and compliance matters relevant to the Association.
- (4) The Advisory Board shall have the power to convene an emergency meeting of the Executive to advise and consult the Executive as a whole if the Advisory Board considers that the Officers, who attend all Advisory Board Meetings on the behalf of the Executive as a whole, are not relaying, or are causing the Executive to not seriously consider, the advice given to the Executive by the

Advisory Board, provided that the Chair of the Advisory Board must give a reasonable period of Notice to all members of the Executive through the Association Secretary.

- (5) For the avoidance of doubt, the Advisory Board shall not have the power to contravene, circumvent or disallow the Executive's exercise of any of its powers under these Rules, including where the Executive exercises any of its powers in a manner that is contrary to the advice of the Advisory Board.

49 Advisory Board Obligations

All members of the Advisory Board shall:

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

50 Membership of the Advisory Board

- (1) There shall be at least three and no more than seven members of the Advisory Board who shall be appointed to that position by Resolution of the Executive for terms not exceeding three years.
- (2) All members of the Advisory Board must not be, and will immediately cease to be members if they become:
 - (a) an undeclared or declared bankrupt;
 - (b) a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or subsequent enactment;
 - (c) prohibited from being an officer of an incorporated society or a charitable entity under the Incorporated Societies Act or the Charities Act;
 - (d) prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;
 - (e) guilty of any offence involving fraud or dishonesty; or
 - (f) subject to a property order made under the Protection of Personal and Property Rights Act 1988.

- (3) In making appointments to the Advisory Board, the Executive will:
 - (a) make appointments on the basis of an applicant's:
 - (i) demonstrable expertise, knowledge and experience in relation to the governance of charitable entities and/or incorporated entities comparable to the Association;
 - (ii) capacity to provide insights and improvements regarding the Association's governance; and
 - (iii) suitability to the role, having regard to any other reasonable and proper criteria that the Executive may adopt;
 - (b) have regard to the desirability of ensuring that Advisory Board members have a range of desirable subject matter knowledge; and
 - (c) have regard to the desirability of ensuring that retirements from the Advisory Board are staggered in order to aid in preserving institutional knowledge and continuity.
- (4) The Chair of the Advisory Board shall be determined by the members of the Advisory Board.
- (5) Members of the Advisory Board are eligible to apply for reappointment at the end of their first term of appointment, but may not:
 - (a) serve more than two consecutive terms; or
 - (b) serve for more than six years out of any ten year period.
- (6) Members of the Advisory Board are not compensated for their service on the Advisory Board but will be entitled to receive reimbursement of all reasonable expenses properly incurred in connection with their service as a member of the Advisory Board.

51 Meetings of the Advisory Board

- (1) The Advisory Board provides its advice by way of meetings which the Officers of the Advisory Board attend. The Advisory Board's advice is to be documented in the minutes of meetings of the Advisory Board.
- (2) The Advisory Board shall meet a minimum of eight times per Association Year, in each case at a time, date and place set by the Advisory Board at its first meeting of the Association Year or a subsequent meeting, and may, at its discretion, meet more frequently.
- (3) The President and any other Officers shall:
 - (a) have the right to attend and speak at all Advisory Board meetings; and

- (b) prepare for, attend and report to the Executive regarding meetings of the Advisory Board.
- (4) The President or their delegate will be responsible for bringing to the Advisory Board's attention all matters in respect of which the Executive is required to receive and seriously consider the advice of the Advisory Board.
- (5) The Advisory Board will have the authority to regulate its own procedure at its meetings (including participation/attendance by way of suitable audio, or audio and visual, communications), provided that:
 - (a) all members of the Advisory Board and persons with a right of attendance be treated in accordance with the requirements of natural justice at all times; and
 - (b) no member of the Advisory Board is prevented from bringing a motion of no confidence in the Chair of the Advisory Board.
- (6) The Advisory Board meets as a Committee of the Whole, notwithstanding that all Officers are permitted to be in attendance.
- (7) The minutes of the Advisory Board are, for the avoidance of doubt, confidential to the Executive alone, unless these Rules require otherwise, or the Executive determines otherwise, in relation to any Advisory Board advice. No member of the public, Member or Student may request to see Advisory Board minutes.

52 Cessation of Advisory Board Membership

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

- (1) die;
- (2) submit their resignation in writing to the President or Chair of the Advisory Board;
- (3) become disqualified under Rule 50(2);
- (4) complete their term of office for which they were appointed, and do not obtain or are ineligible for reappointment; or
- (5) are removed by unanimous Resolution of the other members of the Advisory Board or the Executive, which removal may occur only because the member removed:
 - (a) has committed a material or sustained breach of their obligations under these Rules or their conditions of appointment; or
 - (b) is found by either the Advisory Board or the Executive to have acted in a fraudulent, dishonest or other manner which, in the opinion of the relevant body, brings or is likely to bring the Association into disrepute or otherwise frustrate the Association's pursuit of its Objects.

PART VIII

Craccum

53 Provision of Craccum Magazine

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

54 Craccum Administration Board

- (1) The Craccum Administration Board shall be comprised of:
 - (a) the President;
 - (b) the Design Officer;
 - (c) two independent industry experts in the fields of journalism, publication and content creation;
 - (d) one academic member of staff from the University who specialises in either Media Studies or Communications; and
 - (e) the Editor of Craccum.
- (2) The Association's Information Technology, Design Manager and Commercial Marketing Manager (or other Association personnel having any such role, as determined by the Executive) and members of the Craccum Editorial Team shall have the right to attend and speak at Craccum Administration Board meetings but shall not, for the avoidance of doubt, have the right to vote in relation to Resolutions of the Craccum Administration Board.
- (3) The Executive shall appoint, by Resolution, the two independent industry experts in the fields of journalism, publication and content creation and the one academic member of staff from the University who specialises in either Media Studies or Communications on the Craccum Administration Board, for terms not exceeding three years. For the avoidance of doubt, these members may be reappointed at the Executive's discretion.
- (4) The Chair of the Craccum Administration Board shall be the Design Officer, or, in their absence or in substitution thereof, another member of the Craccum Administration Board chosen by the Craccum Administration Board.
- (5) Members of the Craccum Administration Board will cease to be Members when:
 - (a) they die;
 - (b) they submit a letter of resignation to the Design Officer;
 - (c) in the case of being a member appointed for a term, they finish their term;
 - (d) they become a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or subsequent enactment;
 - (e) they are found guilty of any offence involving fraud or dishonesty;
 - (f) they become subject to a property order made under the Protection of Personal and Property Rights Act 1988; or

- (g) they removed by the Executive, by way of a Resolution carried by Supermajority, on the basis that they have deceived or misled the Association and the Craccum Administration Board or have abused their powers of office.
- (6) The Craccum Administration Board shall be empowered to regulate its own affairs, exercises of its powers and procedures at its meetings (including participation/attendance by way of suitable audio, or audio and visual, communications), provided that:
 - (a) all exercises of the Craccum Administration Board's powers or any determinations or advice made or given are made by Resolution of the Craccum Administration Board, and noted in the minutes of its meetings and;
 - (b) all members of the Craccum Administration Board and persons with a right of attendance be treated in accordance with the requirements of natural justice at all times; and
 - (c) no member of the Craccum Administration Board is prevented from bringing a motion of no confidence in the Chair of the Craccum Administration Board.

55 Editorial Independence

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

PART IX

General Administrative Provisions

56 Financial and Other Reporting Requirements

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

organisations, the University or any other person pursuant to any legislation or any deed, contract or other arrangement.

- (2) The Association Secretary shall be responsible for ensuring that the above documents are provided to any New Zealand government organisations, the University or any other person in a timely manner.

57 Accounts and Related Procedures

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

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

58 Record Keeping

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

59 Common Seal and Contracting

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

60 Notices from/to the Association

- (1) In relation to any requirement under these Rules for the Association or the Association Secretary, or any other officer or personnel of the Association, to give Notice to Members or to any Member or other individual or body:
 - (a) Notices to all Members:
 - (i) must be put onto, and accessible to Members on, the Association's website and, insofar as reasonably practicable, all relevant social media used by the Association at the relevant time;
 - (i) must be put onto the Association's physical noticeboard maintained by the Association at the University;
 - (ii) insofar as reasonably practicable, must be advertised in an issue of Craccum; and
 - (iii) may be issued or brought to the attention of Members by email, post, posters and/or any other form of communication or media;
 - (b) Notices to any particular Member or other individual or body may be emailed, delivered, posted or otherwise issued to any email, postal or physical address that has been provided by the Member (as recorded on the Membership Register or otherwise) or by the relevant individual or body (including any representative of such body) to the Association.
- (2) In relation to any requirement under these Rules for any Notice to be given to the Association, the Association Secretary, the Executive or any member of the Executive, or other officer or personnel of the Association, such Notice may be:
 - (a) emailed, delivered, posted or otherwise issued to the Association's Office or any other physical, postal or email address for communication recorded on the Incorporated Societies Act or Charities Act registers; or
 - (b) emailed, delivered, posted or otherwise issued to the Association's email, physical or postal address recorded on the Association's website, or, if expressly permitted by the Association, submitted via the Association's website or by any other means of written communication.

61 Association Secretary

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

PART X

Application of Rules and Rule Changes

62 Application of these Rules

- (1) The Rules as set out in this Constitution come into effect once they have been registered under the Incorporated Societies Act following their approval by resolution at a General Meeting conducted under the previous rules dated 1 June 2018, and they repeal and replace all previous rules of the Association.
- (2) For the avoidance of doubt and unless the context requires otherwise, in relation to the transition to these Rules:
 - (a) all Members under the previous rules of the Association at the time these Rules come into effect remain as Members of the Association under these Rules (as if they had attained membership under Rule 8(3), except in the case of Life Members), unless and until their membership ceases under these Rules;
 - (b) each member of the Executive and any other Office holder elected or appointed under those previous rules of the Association will continue to hold office until they cease to hold office under these Rules, by way of resignation or otherwise;
 - (c) the Memorandum of Understanding between the Association and Ngā Taurira Māori included in the Tenth Schedule to the previous rules, immediately prior to these Rules coming into effect, shall be the initial Memorandum of Understanding between Ngā Taurira Māori and the Association for the purposes of Rule 4(4);
 - (d) the Memorandum of Understanding between the Association and AUPISA included in the Thirteenth Schedule to the previous rules, immediately prior to these Rules coming into effect, shall remain in place as a Memorandum of Understanding between the Association and AUPISA, for the purposes of Rule 5;
 - (e) all acts commenced under any previous rules are and will remain valid and may be completed in accordance with the previous rules as if those rules remained in force; and
 - (f) any deed or other contractual arrangement, including any memorandum of understanding, that the Association has entered into

with the University or any other association, organisation or person remains in effect, in accordance with its terms.

63 Changes to the Rules

- (1) The Rules may be changed by adding to, amending or repealing any or all of the Rules by a Resolution of the Members at a General Meeting approving the change, which must be carried by a Supermajority, provided that:
 - (a) all Members must be Notified of, and given reasonable opportunity to review, any proposed change no later than three weeks before the relevant General Meeting;
 - (b) prior to Members being Notified in accordance with Rule 63(1)(a), the proposed change must be reviewed by an appropriately qualified solicitor engaged by the Executive to confirm that, in the solicitor's opinion, the change would not adversely affect the Association in relation to its incorporation or compliance under the Incorporated Societies Act and/or in relation to maintaining its charitable status;
 - (c) the appropriately qualified solicitor's confirmation must be Notified to all Members when the Members are Notified of the proposed changes in accordance with Rule 63(1)(a); and
 - (d) no purported change will be valid or effective if it adversely affects the Association in relation to its incorporation or compliance under the Incorporated Societies Act and/or its charitable status.
- (2) Changes to the Rules, as referred to in Rule 63(1), whether proposed by the Executive or by a sufficient number of Members under the subsequent provisions of this Rule 63, will not be put to the Membership for approval, and will not be effective if approved by the Membership at a General Meeting, if the confirmation referred to in Rule 63(1)(1)(b) is not, or cannot be, obtained.
- (3) The Executive may propose changes to these Rules to be approved by the Membership at a General Meeting in accordance with Rule 63(1), if the Executive so determines by Resolution.
- (4) Any Member or Members may propose changes to these Rules to be approved by the Membership at a General Meeting in accordance with Rule 63(1), where the Member or Members provide a Notice to the Association Secretary stating the proposed changes to these Rules that is signed or endorsed by at least one hundred Members, and the Executive must act upon such Notice as soon as reasonably practicable.
- (5) The Association Secretary will be responsible for providing a copy of any approved change to these Rules and/or a copy of the Constitution incorporating any such change, and any other relevant materials and documentation, to any relevant New Zealand government organisation, and if required to the University or any other person, in order to comply with any legislative or other requirement applicable to the Association.

PART XI Winding Up

64 Winding Up Procedure

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

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

and such Resolutions may also confirm the Membership's position on the disposal of Association property in accordance with Rule 65.

65 Disposal of Association Property in the Event of Winding Up

In the event of the winding up of the Association, in accordance with Rule 0 or otherwise, all the real and personal property of the Association after payment of all costs, debts and liabilities, shall not be distributed among the Members but shall be transferred to the University upon trust to be held and applied for the following Charitable Purposes within New Zealand:

- (1) the endowment of scholarships, grants or other bursaries allowing for greater access to education on the part of students who may otherwise be precluded from studying or otherwise achieving their academic potential at the University by reason of hardship or other adversity; or
- (2) if the Association, having consulted with the University, determines that the Charitable Purposes specified in Rule 65(1) are too narrow, Charitable Purposes that are the same as, or as close as possible to, the Objects of the Association; or
- (3) if the Association, having consulted with the University, determines that the Charitable Purposes specified in Rule 65(1) and (2) are too narrow, any Charitable Purposes within New Zealand connected with the University and its Students, as determined by the University.