



auckland university students' association

# constitution

MAY 2024



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# PART I

## Principal Provisions

### 1 Name of the Association

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

### 2 Definitions and Interpretation

- (1) In these Rules, unless inconsistent with context:
- (a) **Academic Year** means the academic year of the University of Auckland (for the calendar year in question), commencing with the first day of the Summer Semester and ending with the last day of the Second Semester for the relevant academic year;
  - (b) **Advisory Board** means the Advisory Board to the Executive, constituted in accordance with Part VII of these Rules;
  - (c) **Annual Executive Elections** refers to the annual general ballots by which Executive members are elected;
  - (d) **Annual Report** means the Annual Report of the Association for an Association Year, prepared in accordance with Rule 46;
  - (e) **Annual General Meeting** means a General Meeting held in accordance with Rule 13;
  - (f) **Association** means the Auckland University Students' Association (Incorporated), also known as AUSA, incorporated under the Incorporated Societies Act (registration no. 221373) and registered as a charitable entity under the Charities Act (registration no. CC29797);
  - (g) **Association Year** means the twelve-month period from and including the beginning of the first day of December up to and including the end of the thirtieth day of November of the following calendar year;
  - (h) **Association Secretary** means the General Manager of the Association or any other person appointed by the Executive as Association Secretary in accordance with Rule 51;
  - (i) **AUPISA** means the Auckland University Pacific Islands Students' Association Incorporated, incorporated under the Incorporated Societies Act (registration no. 918665);

- (j) **Charitable Purposes** means purposes that are charitable under the law of New Zealand, as referred to in section 5 of the Charities Act;
- (k) **Charities Act** means the Charities Act 2005, under which the Association is registered as a charitable entity;
- (l) **Common Seal** means the common seal of the Association;
- (m) **Committee of the Whole** means a meeting of the Executive, the Student Council, the Advisory Board or any committee or other body that is closed to Members and the general public, except those persons who, by Resolution of the relevant body, are expressly allowed to remain;
- (n) **Craccum Administration Board** means the board responsible for the Association's Craccum Magazine publication for Students, constituted in accordance with Rule 44;
- (o) **Disability** has the same meaning as that within the University of Auckland Students with Disabilities Disclosure Guidelines;
- (p) **Executive** means the Executive of the Association, comprising the members set out in Rule 17;
- (q) **Executive By-election** or simply **by-election** means a general ballot to fill a vacancy in an Executive position arising during an Association Year for the remainder of that Association Year, or to fill any vacancy caused by a lack of nominations for an Executive position in the Annual Executive Elections;
- (r) **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);
- (s) **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 12;
- (t) **Incorporated Societies Act** means the Incorporated Societies Act 2022, under which the Association is incorporated;
- (u) **International Student** means any person enrolled as an international student of the University in accordance with the University's regulations;
- (v) **Life Member** means a person upon whom life membership of the

Association has been conferred, and whose life membership has not ceased, under Rule 7 or any previous rules of the Association;

- (w) **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;
- (x) **Membership Register** means the register of Members required to be kept and maintained in accordance with Rule 10;
- (y) **Ngā Tauira Māori** means Ngā Tauira Māori Society Incorporated, also known as NTM, incorporated under the Incorporated Societies Act (registration no. 875214);
- (z) **Notice** means a written communication containing all relevant information notified in accordance with Rule 50 and/or any other provision in these Rules as applicable, and **Notify** or **Notified** refers the provision of such Notice;
- (aa) **Objects** means the Charitable Purposes of the Association set out in Rule 3;
- (aa) **Office** means either the Registered Office of the Association under the Incorporated Societies Act (as determined by the Executive) or the position of any member of the Executive or other position referred to in these Rules, depending on context;
- (bb) **Officers** means the persons holding the positions specified in Rule 16 the person who are officers of the Association for the purposes of the Incorporated Societies Act and/or the Charities Act, depending on context;
- (cc) **Officially Recognised Student Group** means any club, society, association, or other body of Students officially recognised in accordance with the provisions of Rule 33;
- (dd) **Policy** means any policy instrument (or similar document, however described) that has been adopted by the Executive in accordance with Rule 19(5);
- (ee) **Postgraduate Student** means a Student studying towards a programme of study at the University that requires a previous tertiary qualification as a prerequisite to entry.
- (ff) **President** means the President of the Association;

- (gg) **Queer person** means any person who identifies as lesbian, gay, bisexual, trans, queer, intersex, asexual, fa'afafine, takataapui, non-cis or otherwise as a member of the queer community;
- (hh) **Resolution**
- (i) means a decision on a motion regarding any business or other matter at a meeting (be it a General Meeting or a meeting of the Executive, the Student Council, the Advisory Board or any subcommittee or other body) that is carried by the requisite majority, which will be a simple majority of the attendees at the meeting who are entitled to vote on the matter unless a Supermajority or other higher majority (or unanimity) is expressly required under these Rules in relation to the relevant matter; and
  - (ii) includes a written resolution in lieu of a resolution at a meeting if expressly permitted under these Rules, signed or approved in writing by a simple majority of the relevant body or by a Supermajority or other higher majority (or unanimously) if a Supermajority or other higher majority (or unanimity) is expressly required under these Rules in relation to the relevant matter;
- (ii) **Returning Officer** means the person appointed by the Executive to oversee the administration of an election;
- (jj) **Rules** means the rules of the Association as set out in this Constitution and, as the context requires, includes any subsequent lawful change to such rules;
- (kk) **Semester** refers, as the context requires, to one or either of the First and Second Semesters of the University's Academic Year for the calendar year in question;
- (ll) **Special General Meeting** means a General Meeting held in accordance with Rule 14;
- (mm) **Student** means any person who, at the relevant time, is enrolled as a student of the University in a programme of study in accordance with the University's regulations;
- (nn) **Student Council** means the Student Council constituted in accordance with Rules 35 and 36;
- (oo) **Supermajority** means:

- (i) in relation to a Resolution at a meeting (be it a General Meeting or a meeting of the Executive, the Student Council, the Advisory Board or any subcommittee or other body), a majority comprising at least two thirds of the attendees at the meeting who are entitled to vote on the relevant matter; and
- (ii) in relation to a written Resolution (if expressly permitted under these Rules), a majority comprising at least two thirds of the total membership of the relevant body; and

(pp) **University** means the University of Auckland.

- (2) The use of the singular will imply and include the plural, except where context requires otherwise.
- (3) The use of the word "their" as a gender-neutral singular pronoun for an individual does not imply, unless context otherwise requires, a reference to a group of persons.
- (4) References to any legislation include any amendments to, or any regulations, orders in council or other instruments made under, such legislation and include any corresponding replacement legislation and any amendments to, or any regulations, orders in council or other instruments made under, such replacement legislation.
- (5) Where any dispute arises as to the interpretation of these Rules, the Executive will 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 and provide equitable access to services which deliver free, confidential, and professional advice and advocacy to students in need. These services will foremost relate to barriers encountered by students at the University, but should also extend beyond this,



depending on the needs identified in the student body and the expertise of personnel hired to meet this purpose;

- (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) 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 Tauria 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 will use its best endeavours to maintain a Memorandum of Understanding (or similar document, however described) with Ngā Tauria Māori which will 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 Tauria 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 will use its best endeavours to maintain a Memorandum of Understanding (or similar document, however described) with AUPISA which will 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.

## **PART II**

### **Membership**

#### **6 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 with their explicit consent upon completion and submission to the Association of a properly completed application form (whether hard copy or electronic) designated for that purpose by the Executive.
- (4) In relation to Life Members:
  - (a) all Presidents of the Association, upon relinquishment of Office, are entitled to become Life Members, provided that they consent to becoming a Life Member and to be included on the Membership Register; 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, and the person must consent to become a Life Member and to be included on the Membership Register, provided that the appointment of any such person as a Life Member must be approved by a Resolution of the Executive and the Resolution must record the Executive's grounds for the appointment.

#### **7 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) they cease to be a student of the University of Auckland in the case of student members
- (2) Cessation of membership does not preclude a person from subsequently becoming a Member (including a Life Member).

## **8 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.

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

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

practicable, at a Special General Meeting held as soon as reasonably practicable after that Annual General Meeting);

- (e) to receive the results of the Annual Executive Election and any Executive By- elections conducted to elect members of the Executive (which are to be received at the next General Meeting after the relevant election);
- (f) to approve the appointment of auditors of the Association, who must be duly qualified as Chartered Accountants within the meaning of the New Zealand Institute of Chartered Accountants Act 1996 and meet any applicable requirements under the Charities Act, who 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.

## **10 Membership Register**

- (1) The Association Secretary will keep and maintain a Membership Register containing a list of all Members for any Association Year which will 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) The name of each person who has ceased to be a member in the previous 7 years, and the corresponding date on which they ceased to be a member; and
  - (g) any other Member detail that the Association is required to include as part its membership records.
- (2) The Association Secretary will only provide access to the Membership Register to those members of the Executive and Association personnel who require access to the Membership Register for the purpose of their role and work for the Association. Members may seek further information as to the extent of the Membership Register being shared, from the Association Secretary.

- (3) Any member of the Executive running for election for another Association Year will 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.

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

- (a) The Association Secretary will ensure that the following documents and information are made available to all Members of the Association at all times:
  - (b) the Rules;
  - (c) any Policies adopted by the Executive;
  - (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 46;
  - (f) the minutes of all General Meetings;
  - (g) the results of all Annual Executive Elections and By-elections conducted in accordance with these Rules; and
  - (h) any other document or information that the Executive determines, by Resolution, is to be made available to all Members.
- (2) The Association Secretary will also be responsible for ensuring that any relevant forms or notices mentioned under these Rules are made available to all Members at all times.
- (3) The Association Secretary's responsibility to ensure that the documents and information referred to in this Rule 11 be made available to all Members means that, at a minimum and without derogating from any other Notice requirements in relation to the relevant document or information under these Rules, the Association Secretary must:
  - (a) upload, or direct their delegate to upload, the relevant document or information to the Association's website; and

- (b) if reasonably practicable, post, or direct their delegate to post, the relevant document or information, or notification that the document or information can be found on the Association's website, to the Association's social media.

## PART III

### General Meetings

#### 12 General Meetings

- (1) There are two kinds of General Meetings, namely:
  - (a) Annual General Meetings; and
  - (b) Special General Meetings.
  
- (2) General Meetings may be held by a quorum of Members:
  - (a) being assembled together at the time and place (being a place on, or as close as possible to, the University campus that is suitable for such a meeting) appointed for the meeting; or
  - (b) participating in the meeting at the time appointed for the meeting by means of audio, or audio and visual, or electronic communication, so long as such means facilitate the identification of participants as Members, enable all participants in the meeting to hear each other during the meeting and enable votes to be cast by participants; or
  - (c) a combination of both of the methods described in paragraphs (a) and (b);

provided that unless it is impossible or not reasonably practicable to do so an Annual General Meeting must involve, or include, assembly together at the time and place appointed for the meeting under paragraph (a), and provided also that a General Meeting must not be held exclusively by other means under paragraph (b) unless such means are reasonably accessible to all Members. References in these Rules to Members attending or being present at a General Meeting include participation in a meeting by other means under paragraph (b)
  
- (3) The quorum for all General Meetings will be at least eighty Members present at the opening of the meeting, or where the Membership of the Association is less than one hundred, at least 10 of the Members present at the opening of the meeting.
  
- (4) If the necessary quorum is not present within 30 minutes of the time appointed for the opening of the General Meeting, the meeting may not open, no business may be discussed or dealt with, and the meeting will be void for all purposes. No General Meeting will lapse for want of quorum once opened.
  
- (5) General Meetings will transact business by means of Resolutions of the Members, for which purpose:
  - (a) every Member attending a General Meeting will be entitled to one vote;



and

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

### **13 Annual General Meetings**

- (1) An Annual General Meeting will be held each Association Year during a teaching week before the mid-semester break of Semester Two, and not later than 6 months after the Association's balance date.
  
- (2) Each Annual General Meeting will be called by a Notice to all Members issued by the Association-Secretary pursuant to a Resolution of the Executive that determines the date and time at which, and the place at which and/or the means by which, the meeting is to be held.

- (3) Each Annual General Meeting will transact all applicable business noted in these Rules including any general business which may be raised at an Annual General Meeting. The following information must be presented at each Annual General Meeting:
- (a) An annual report of the operations and affairs of the Association during its most recently completed accounting period; and
  - (b) The audited financial statements of the Association for that period; and
  - (c) Notices of the disclosures of interests made during that period, including a brief summary of the matters, or types of matters, to which these disclosures relate.

#### **14 Special General Meetings**

- (1) Special General Meetings must be called at any time during a teaching week in Semester One or Two to transact any business for which a General Meeting may validly be called, by either:
- (a) A motion of the Advisory Board, made because a supermajority of the Advisory Board's members consider that the Executive has not followed the written advice provided to them under rule 22 (1) and is likely to commit an egregious error to the detriment of the Association and/or its members, directing the Association Secretary to issue a Notice to Members calling the meeting that states the date and time at which, and the place at which and/or the means by which, the meeting is to be held and the business raised, or
  - (b) a Resolution of the Executive directing the Association Secretary to issue a Notice to Members calling a Special General Meeting that states the date and time at which, and the place at which and/or the means by which, the meeting is to be held, and the business for which the meeting is being called, or
  - (c) at least fifty Members presenting a signed petition to the Executive to call a Special General Meeting that states the business they wish to have transacted, in which case a Special General Meeting must be called as soon as reasonably practicable and the Executive must direct the Association Secretary to issue a Notice to Members calling the meeting that states the date and time at which, and the place at which and/or the means by which, the meeting is to be held and the business raised by the petitioning Members and, if applicable, any business raised by the Executive, for which the meeting is being called, or
- (2) The Executive must submit a Resolution directing the Association Secretary to issue a Notice to Members calling a Special General Meeting that states the date and time at which, and the place at which and/or the means by which, the meeting is to be held, for any matter in which 50% or more of the members of the Executive Committee are prohibited from voting because of their interests in the matter.

- (3) Each Special General Meeting will only transact any business of the type noted in Rule 9(2) that has been Notified when the meeting was called.

## **15 Administration of General Meeting**

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

## **PART IV**

### **The Executive**

#### **16 Officers of the Association**

The Officers of the Association, are:

- (1) the President;
- (2) the Education Vice-President (Undergraduate), who must be an Undergraduate Student at the University of Auckland;
- (3) The Education Vice-President (Postgraduate), who must be a Masters Student, or Doctoral Student (PhD or named Doctorate) at the University of Auckland, or who will commence a programme of Masters or Doctoral study at the University of Auckland no later than the start of the next full semester subsequent to the start of their term;
- (4) the Finance and Operations Vice-President;
- (5) the Engagement Vice-President; and
- (6) The Wellbeing and Equity Vice-President.

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

#### **17 Members of the Executive**

The members of the Executive are:

- (1) all Officers under Rule 16;
- (2) the Women's Rights Officer, who must be a self-identifying woman;
- (3) the Queer Rights Officer, who must be a self-identifying Queer Person;
- (4) the International Students' Officer, who must be an International Student;
- (5) the Postgraduate Students' Officer, who must be a Postgraduate Student at the University of Auckland or who will commence a programme of postgraduate study at the University of Auckland no later than the start of the next full semester subsequent to the start of their term;
- (6) The Disability Rights Officer, who must be a self-identifying student with a disability;
- (7) the Pacific Island Students' Officer, as appointed or elected under the rules of AUPISA; who in the case of multiple Officers, have one vote which must be

exercised jointly, unless only one Officer attends a meeting of the Executive in which case they may exercise the vote unless AUPISA has determined otherwise; and

- (8) both Tumuaki of Ngā Tauira Māori (also referred to as the Māori Student Officers), as appointed or elected under the rules of Ngā Tauira Māori, who 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 Tauira Māori has determined otherwise; and
- (9) after an Annual Executive Election has been held, the President-elect (provided they are not already a member of the current Executive), who will not have the power to vote;

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

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

- (1) All persons named in Rules 16 and 17, and the Association Secretary, must comply with all eligibility requirements for an officer under the Incorporated Societies Act 2022 and the Charities Act 2005, namely that they must be:
  - (a) a natural person;
  - (b) who has consented in writing to be an Officer, Member of the Executive, or the Association Secretary, as applicable; and
  - (c) who undertakes and certifies that they are not disqualified from being elected or appointed or otherwise holding office under s47 (3) of the Incorporated Societies Act 2022 or under s36B (2) of the Charities Act 2005.
- (2) a person who is disqualified under rule 18 (1) 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
- (3) a person who becomes disqualified under rule 18 (1) 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.

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

privileges, powers and controls in relation to the business and affairs of the Association and must oversee any such delegation, and may amend or discontinue any such delegation at any time.

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

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

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

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

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

limitation of liability, indemnification and insurance will 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.

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

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

- (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 or 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.

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

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



- (e) entering into any deed or other contractual agreement with the University of Auckland; or
  - (f) any matters of such legal or commercial significance to the Association in respect of which any reasonable Member would expect the Executive to consult with the Advisory Board; and
  - (g) any other matters in respect of which the Advisory Board is required to be consulted under these Rules.
- (2) The Executive may exercise its powers contrary to the advice given by the Advisory Board.
- (3) The Advisory Board must provide its advice to the Executive on the matters listed in Rule 22 (1) (a) to (g) in writing; and the Executive must demonstrate that it has seriously considered this advice by responding in writing.

## **23 Executive Meetings**

- (1) The Executive must meet at least once per month during the Association Year.
- (2) The Executive will determine the dates and times, and the places at which and/or means by which, it will meet, within the requirements of these Rules, provided that:
- (a) the Executive may permit its members to participate in any meeting of the Executive by means of audio, or audio and visual, communications instead of or in addition to attending a place set for the meeting (and any members participating in this way must be treated as attending the meeting), provided that such communications enable all attendees to hear each other at all times;
  - (b) all Executive members must generally be provided with at least two days' Notice of any meeting of the Executive (by way of Notice of a schedule of meetings or Notice of the particular meeting);
  - (c) all Executive members must be provided with at least one day's Notice of, in general terms, the nature of the business to be transacted at any meeting;
  - (d) the President may call an emergency meeting, which may be held exclusively by suitable audio, or audio and visual communications and in respect of which all Executive members must be given as much notice as possible if:
    - (i) the business to be transacted is of such urgency that it is impossible or not reasonably practicable for the Executive to deal with the matter at the next regular meeting of the Executive; and

- (ii) it is impossible or not reasonably practicable to comply with Rules 23(2)(b) and (c).
- (3) The Association Secretary will be entitled to attend, and be Notified of, all Executive meetings, but will not be entitled to vote (in their capacity as Association Secretary) and may be excluded by the Executive from part of a meeting
- (4) Executive meetings will be Notified to Members and all Members of the Association, and members of the public, will 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 prejudicial to the legitimate interests of that individual or group of individuals.
- (5) Nothing in Rule 23(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 will be the President and, in their absence, whoever the Executive chooses to be Chair.
- (7) Except as specified in Rule 17, 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 will be members in attendance who carry more than half of the total number of votes of members of the Executive.

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

- (1) Members of the Executive will 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 do not attend three 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 18.
- (2) In the event of a vacancy arising in relation to any position on the Executive other than the President during an Association Year or prior to the Executive taking office, the Executive must:
- (a) if the vacancy arises more than six months before the term of office for the Executive position would end, call for a by-election to be held as soon as practicable during Semester One or Semester Two to fill the vacancy and delegate functions and responsibilities of the vacated position to other Executive members in the interim; or
  - (b) If the vacancy arises less than six months before the term of office for the Executive position would end, appoint any Member of the Association to that Executive role provided that they are eligible to be a member of the Executive under these rules.
- (3) Members appointed by the Executive under Rule 24(2) will exercise all duties, functions, powers and privileges of the Executive position to which they have been appointed until the end of the remainder of term of office for that Executive position.
- (4) In the event of a vacancy in the office of President, the Executive must appoint an Executive member as Acting President for either the remainder of the Association Year or, in the event that the President is temporarily unable to fulfil their duties, until the President is able to fulfil their duties, at the discretion of the Executive. The Executive member assuming the office of Acting President for the remainder of an Association Year will then resign their original office and Rule 24(2) will apply to the vacancy in relation to their original office.
- (5) The Acting President may exercise all duties, functions, powers, privileges and responsibilities of the office of President.

## **PART V**

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

#### **25 Elected Positions on the Executive**

All positions on the Executive are elected positions, except for:

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

#### **26 Voting Eligibility and Means of Voting**

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

#### **27 Eligibility to Run for Election**

- (1) Any Member will be eligible for nomination for election (including re-election), and for election, to an elected position on the Executive provided that:
  - (a) at the time of their nomination, they are a Student;
  - (b) they complete and submit to the Association a nomination provided by the Association Secretary;
  - (c) they are not disqualified, and do not become disqualified, from holding office under Rule 18; and
  - (d) they satisfy any other requirements, including completing and submitting any further documents, that may be reasonably set by the Executive (for example, to enable the Association to comply with any legislative obligation and/or any relevant requirements agreed between the Association and the University).

- (2) Where any disputes arise as to whether or not a Member is eligible for nomination for election or re-election, the Executive will instruct the Association Secretary to investigate. The decision of the Executive will be final.

## **28 Annual Executive Elections Process**

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

## **29 Determining and Declaring Election Results**

- (1) At the conclusion of polling, the Returning Officer will have all votes counted immediately and will, as soon as is practicable, give to the Association Secretary the results, which the Association Secretary will include in a Notice confirming the person elected to each elected position on the Executive, if any, and a statement as to the number of valid votes cast for each candidate, and any options of “no vote” and “no confidence” cast for each position. The highest polling candidate will be elected unless the vote for no confidence polled higher, in which case a casual vacancy will immediately exist.
- (2) In elections or by-elections which use paper ballots, only the Returning Officer and the candidates’ scrutineers are to be present at the counting and recounting of votes, which is to take place in a location determined by the Returning Officer. No other person will be present unless the Returning Officer has approved their presence.
- (3) In elections or by-elections which use electronic ballots, 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 from the election. The record of votes will be deleted at the end of the three-week period or at the end of such further period as is required to resolve any enquiry or dispute arising out of the election.

- (4) In elections or by-elections which use paper ballots, votes will be retained in a packet which will be securely fastened and sealed with the signature of the Returning Officer and at least one other assistant to the Returning Officer, which will be used for the determination of any enquiry arising out of the election. The record of votes will 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.
- (6) In elections or by-elections where multiple candidates for the same position have all polled highest in receiving an equivalent number of votes, and no candidate concedes, a run-off election for that position alone will be held as soon as is practically possible. During a run-off election, rules 26 to 32 will apply, and:
  - (a) only candidates' names will appear on ballots;
  - (b) "no vote" and "no confidence" voting options will not appear on ballots;
  - (c) Only candidates who qualify for the run-off election under rule 29 (6) may participate.

### **30 Disputes regarding Election Results**

- (1) Any candidate submitting a signed form to the Association Secretary with the signatures of fifty Members, or any Member submitting a signed form to the Association Secretary with the signatures of one hundred Members, may, so long as they do so within five days of the Annual Executive Elections closing:
  - (a) In elections or by-elections which use paper ballots, 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 request the Executive to hold a new election in respect of any Executive position, where the candidate or Member has reasonable grounds to suggest that:
    - (i) the winning candidate met one or more of the bases for disqualification under Rule 19 but was never disqualified;

and/or

- (ii) the Returning Officer acted in a manner that would cause any reasonable Member to doubt that they acted fairly and impartially and that the winning candidate was knowingly and materially advantaged as a result.
- (2) The Executive, with all members of the Executive seeking re-election for the particular role or roles in question abstaining, must act according to the principles of natural justice and determine its position by Resolution setting out their reasons for procuring or not procuring a recount of votes or holding or not holding a new election for any particular Executive position.
- (3) Any new election will be held and administered in a manner consistent with the provisions of these Rules, and any relevant Policies, relating to Annual Executive Elections.

### **31 By-elections**

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

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

The Returning Officer for either the Annual Executive Elections or any by-election will have the power to interpret and act at their discretion under Rules 26 to 32.

## **PART VI**

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

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

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

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

- (1) There will be a Student Council, the purpose of which is 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 will, 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;
- (d) review the performance of the Executive for their term of office; and
- (e) Read and consider any relevant reports submitted by subcommittees created by way of Executive Resolution.

### **35 Membership of the Student Council**

- (1) All members of the Executive are members of the Student Council.
- (2) All Faculty Associations, School Associations and other Officially Recognised Student Groups of a representative nature (including Ngā Tauira 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 will 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 will 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.

### **36 Meetings of the Student Council**

- (1) The Student Council must meet at least once a month for all months which wholly or partly fall in either Semester One or Two but may meet more regularly at its discretion.
- (2) The date and time of Student Council meetings will 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 an 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 35(2) giving at least ten days' Notice convening a meeting of the Student Council.
- (3) The Chair of all Student Council meetings is the President or, in their absence:
  - (a) One of the Education Vice-Presidents; or
  - (b) if both Education Vice-Presidents are absent, an official representative of a member of the Student Council chosen by the Student Council at the meeting.
- (4) Each member of the Executive attending a Student Council meeting (excluding the Tumuaki of Ngā Taurira Māori) and the official representative or representatives of any association or group member of the Student Council at such a meeting (including the Tumuaki of Ngā 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 will be persons in attendance who carry more than half of the total number of votes on the Student Council.
- (5) Associations or Officially Recognised Student Groups attending Student Council meetings and which have multiple Presidents (or equivalent representatives) exercise their voting rights jointly and do not receive more than a single vote per Association or Officially Recognised Student Group.
- (6) The Student Council will have the power to administer its own affairs and will agree to Terms of Reference and Standing Orders that the Executive will either adopt as, or incorporate into, a Policy.
- (7) Meetings of the Student Council are conducted as a Committee of the Whole, such that all strangers not expressly granted speaking rights and the right to attend Student Council meetings will be excluded.

### **37 Cessation of Student Council Membership**

Any association or group that is a member of the Student Council under Rule 35(2) ceases 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**

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

- (1) There will be an Advisory Board constituted to advise the Executive, comprised of volunteer experts with governance, administration, finance, legal or other relevant expertise, with whom the Executive will consult when it considers that it requires assistance in relation to its governance of the Association or when such consultation is required under these Rules.
- (2) The Advisory Board will offer its advice to the Executive as it sees fit.
- (3) The purposes of the Advisory Board are to:
  - (a) help the Executive ensure that the Association is financially sustainable, legally compliant, and acting according to best practice;
  - (b) hold the Executive to account in their governance decision-making, to ensure that the Executive's decisions are reasonable;
  - (c) hold and provide institutional knowledge and continuity regarding the Association; and
  - (d) supplement the knowledge of the Officers of the Association and other members of the Executive regarding governance, administration, finance and other legal, regulatory, and compliance matters relevant to the Association; and
  - (e) To assist the Executive in meeting its legal obligations to have a dispute resolution and complaints process.
- (4) The Advisory Board has 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) The Advisory Board does 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, except to the extent described in rule 14 (1) (a).

### **39 Advisory Board Obligations**

All members of the Advisory Board will:

- (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.

### **40 Membership of the Advisory Board**

- (1) There must be at least five and no more than ten members of the Advisory Board who will 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 undischarged bankrupt;
  - (b) a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992;
  - (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) convicted of any criminal 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 preserve institutional knowledge and continuity.
- (4) The Chair of the Advisory Board will be determined by the members of the Advisory Board.
  - (5) Members of the Advisory Board are eligible to apply for reappointment at the end of their term of appointment.
  - (6) Members of the Advisory Board are not compensated for their service on the Advisory Board but will be entitled to receive reimbursement of all reasonable expenses properly incurred in connection with their service as a member of the Advisory Board.

**41 Meetings and Business of the Advisory Board**

- (1) The Advisory Board is empowered to adopt a board charter or similar document (however described), which it may amend, repeal or replace at its discretion, which regulates the nature of the Advisory Board’s business, the procedure to be followed at any Advisory Board meetings and any other related matters as determined by the Advisory Board.
- (2) The Advisory Board will provide its advice to the Executive as it sees fit, whether informally via email or other electronic written communication or via a Resolution adopted at a meeting.
- (3) The President and any other Officers will:
  - (a) have the right to attend and speak at all Advisory Board meetings; and
  - (b) prepare for, attend and report to the Executive regarding meetings of the Advisory Board.
- (4) The Advisory Board will have the authority to regulate its own procedure at its meetings (including participation/attendance by way of suitable audio, or audio and visual, communications), provided that:
  - (a) all members of the Advisory Board and persons with a right of attendance be treated in accordance with the requirements of natural justice at all times; and

- (b) no member of the Advisory Board is prevented from bringing a motion of no confidence in the Chair of the Advisory Board.
- (5) The Advisory Board meets as a Committee of the Whole, notwithstanding that all Officers are permitted to be in attendance.
- (6) The minutes and advice of the Advisory Board are confidential to the Executive and the Advisory Board, unless these Rules require otherwise or the Executive determines otherwise. No member of the public, Member or Student may request to see Advisory Board minutes or advice.

## **42 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 40(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 Advisory Board 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**

#### **43 Provision of Craccum Magazine**

- (1) The Association provides to its Members a publication, currently called Craccum Magazine, which aims to cover content of interest to the Membership and Students of the University.
- (2) The Association provides Craccum Magazine through:
  - (a) the Craccum Administration Board which has the powers of, and is 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, one individual to be Editor, or two individuals to be co-Editors of Craccum, to be employed by the Association in that role for the Association Year;
    - (ii) overseeing and administering the provision of Craccum and reviewing the performance of the Editor of Craccum and the Craccum Editorial Team;
    - (iii) 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;
    - (iv) ensuring that Craccum observes best practice editorial and technical standards; and
    - (v) 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) funding, at the discretion of 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.

#### 44 Craccum Administration Board

- (1) The Craccum Administration Board is comprised of:
  - (a) the Engagement Vice-President;
  - (b) the Association Secretary;
  - (c) one independent industry expert in the fields of journalism, publication or content creation;
  - (d) one academic member of staff from the University who specialises generally in the field of journalism, communications or media studies; and
  - (e) The incumbent Editor or co-Editors of Craccum, who exercise any voting rights jointly in the case of co-Editors.
- (2) Members of the incumbent Craccum Editorial Team have the right to attend and speak at Craccum Administration Board meetings, with the prior express permission of the Chair, but will not have the right to vote in relation to Resolutions of the Craccum Administration Board.
- (3) The Executive will appoint, by Resolution, one independent industry expert in the fields of journalism, publication or content creation and the one academic member of staff from the University who specialises generally in either journalism, communications or media studies on the Craccum Administration Board, for terms not exceeding three years. These members may be reappointed at the Executive's discretion.
- (4) The Chair of the Craccum Administration Board is the Engagement Vice-President, or, in their absence or in substitution thereof, another member of the Craccum Administration Board chosen by the Craccum Administration Board.
- (5) Members of the Craccum Administration Board will cease to be Members when:
  - (a) they die;
  - (b) they submit a letter of resignation to the Association Secretary;
  - (c) in the case of being a member appointed for a term, they finish their term and are not reappointed by way of Executive Resolution;
  - (d) they become a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992;
  - (e) they are convicted of any criminal offence involving fraud or dishonesty;
  - (f) they become subject to a property order made under the Protection of Personal and Property Rights Act 1988;



- (g) They are removed by the Executive, by way of a Resolution carried by majority, on the basis that they have deceived or misled the Association and the Craccum Administration Board or have abused their powers of office;
  - (h) In the case of a member appointed under rule 44 (1) (c), they cease to be working in the fields of journalism, publication, or content creation;
  - (i) in the case of a member appointed under rule 44 (1) (d), they cease to be employed by the University as an academic specialising generally in the fields of journalism, communications, or media studies.
- (6) The Craccum Administration Board is 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.

## **45 Editorial Independence**

The Editor or co-Editors of Craccum 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 and the laws of New Zealand, and does not result in legal, reputational and/or financial trouble for the Association.

## **PART IX**

### **General Administrative Provisions**

#### **46 Financial and Other Reporting Requirements**

- (1) The President or their delegate will 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 is responsible for ensuring that the above documents are provided in a timely manner to any New Zealand government organisations, the University, or any other person required by these rules or the laws of New Zealand.

#### **47 Accounts and Related Procedures**

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

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

#### **48 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.

#### **49 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 will 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 will 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.

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

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

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

## **51 Association Secretary**

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

## PART X

### Application of Rules and Rule Changes

#### 52 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 15 May 2024, and they repeal and replace all previous rules of the Association.
- (2) 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 6(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 Tauira Māori immediately prior to these Rules coming into effect will be the initial Memorandum of Understanding between Ngā Tauira Māori and the Association for the purposes of Rule 4(4);
  - (d) the Memorandum of Understanding between the Association and AUPISA immediately prior to these Rules coming into effect will 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.

#### 53 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 in writing of, and given reasonable opportunity to review, any proposed change, for which purpose any proposed change must be Notified to Members no less than ten days prior to the relevant General Meeting;
  - (b) prior to Members being Notified in accordance with Rule 53(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 53(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 53(1), whether proposed by the Executive or by a sufficient number of Members under the subsequent provisions of this Rule 53, 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 53(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 53(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 53(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.
  - (6) The Executive may, by way of written resolution, adopt minor or technical amendments to the constitution by submitting notice to all Members of the proposed amendment and advising all members of the right to object to the amendment. If no objection is received within 20 working days of the notice being submitted, the amendment may be adopted. If any objection is received within 20 working days of notice being submitted, the amendment may not be adopted under this rule.

## **PART XI**

### **Winding Up**

#### **54 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 55.

#### **55 Disposal of Surplus Assets in the Event of Winding Up**

In the event of the winding up of the Association, in accordance with Rule 54 or otherwise, all the real and personal property of the Association after payment of all costs, debts and liabilities, will not be distributed among the Members but will 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 55(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 55(1) and (2) are too narrow, any Charitable Purposes within New Zealand connected with the University and its Students, as determined by the University.

## Part XII

### Contact Person and Dispute Resolution

#### 56 Contact Person

- (1) The Association will appoint as its contact persons for the Registrar of Incorporated Societies:
  - (a) The Association Secretary; and
  - (b) The President; and
  - (c) Optionally one other Association officer or personnel who is 18 years or older and ordinarily resident in New Zealand.
- (2) The Executive Committee must meet as soon as possible to appoint at least one contact person, who is 18 years or older and ordinarily resident in New Zealand, if all of the persons described in rule 56 (1) (a) to (c) have vacated their position as contact persons; and must notify the Registrar of this change within 20 working days of the vacancy.

#### 57 Dispute Resolution

- (1) The Association must maintain a disputes resolution policy in accordance with the Incorporated Societies Act 2022.
- (2) A dispute will only be resolved under this section where:
  - (a) it is between parties identified in ss38 (a) (i) to (vi) of the Incorporated Societies Act 2022; and
  - (b) It concerns an allegation or set of allegations about conduct identified in ss38 (b) (i) to (iv) of the Incorporated Societies Act 2022.
- (3) The Association will have a Complaints Subcommittee, to convene as necessary, and which consists of:
  - (a) The President, who will be the Chair; and
  - (b) The Association Secretary; and
  - (c) One other member of the Executive Committee.



- (4) To make a complaint, a complainant must submit in writing to the Complaints Subcommittee a statement establishing:
  - (a) Their specific grounds for complaint, including the subject(s) of their complaint;
  - (b) Any evidence supporting their complaint;
  - (c) Their proposed resolution or resolutions for the complaint; and
  - (d) Details of any witnesses whose testimony is material to the complaint.
- (5) Once submitted, the scope of a complaint may not be expanded, or altered other than to the extent of the complainant wishing to withdraw their complaint, which must be done by way of writing to the Complaints Subcommittee.
- (6) Upon receipt of a complaint, the Complaints Subcommittee must acknowledge its receipt and convene a meeting as soon as practically possible to discuss handling of the complaint. At this meeting the Complaints Subcommittee may:
  - (a) Dismiss the complaint on the grounds that:
    - (i) it is trivial; or
    - (ii) made without supporting evidence; or
    - (iii) made by a complainant with an insignificant interest in the matter; or
    - (iv) the matter has already been addressed and resolved; or
    - (v) the complaint has been made with an unreasonable delay;
  - (b) and communicate the reason for dismissal to the complainant/s; and
  - (c) Undertake to seek independent advice, which may be of a legal nature, as to how to handle the complaint.
- (7) Where a member of the Complaints Subcommittee is a complainant, subject of, or material witness to, a complaint, they must recuse themselves from any discussion of that complaint and the Executive will appoint someone to replace them and fulfil their functions for that specific complaint.
- (8) In investigating a complaint, the Complaints Subcommittee
  - (a) Must:

- (i) Allow the subject/s of the complaint to know the specifics of the complaint against them, including who has submitted the complaint, in compliance with the principles of natural justice, and collect the response of the subject/s of the complaint as a matter of evidence; and
  - (ii) Within 20 working days of receipt of a complaint, prepare a written report evaluating the weight and credibility of all evidence examined during the investigation, including a recommendation as to whether the complaint should be dismissed or upheld, and how it should be resolved if upheld.
- (b) May:
  - (i) Interview the complainant/s to clarify anything raised in a written submission made under rule 57 (3); and
  - (ii) Interview any witnesses (with their consent) identified in a submission made under rule 57 (3) (d) or from the response made under rule 57 (8) (a) (i).
- (9) The Complaints Subcommittee is able to bind the Association, including the Executive, to follow the recommendations made by a report submitted under rule 57 (8) (a) (ii), to the extent that the recommendations in the report are:
  - (a) Reasonable; and
  - (b) Lawful; and
  - (c) Consistent with this Constitution.
- (10) The complainant/s must be advised of their right to appeal a complaint outcome, which can be made in writing to the Advisory Board within 20 working days of being communicated the outcome of a report made under rule 57 (8) (a) (ii). The complainant/s must clearly establish their grounds for submitting an application for appeal.
- (11) Upon receipt of an application for appeal, the Advisory Board must:
  - (a) Review the original complaint, any other evidence, and the Complaints Subcommittee report consistent with the principles of natural justice; and
  - (b) Prepare a report of their findings, including whether they agree or disagree with the findings of the Complaints Subcommittee report and their corresponding justifications, to be submitted to the Executive within 20 working days of receiving an application for appeal.

- (12) The Executive is obliged to follow the recommendations made by the Advisory Board under rule (11) (b); or must provide written justification for dissenting from these recommendations. The Executive's decision, which must then be communicated to the appellant/s, is final and binding on the Association, provided that it is:
- (a) Reasonable; and
  - (b) Lawful; and
  - (c) Consistent with this Constitution.
- (13) Nothing in this section precludes a complainant from exercising other legal rights to dispute resolution, but the Association makes no undertaking or guarantee that costs associated with this alternative dispute resolution will be covered, partially or in full.
- (14) Where another section of the Constitution provides an alternative process for complaints or dispute resolution, such as under Part V, that complaints process will supersede this one.