

# autsa constitution and rules



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## 1 NAME

- 1.1 The name of the Association shall be “Auckland University of Technology Student Association Incorporated (AUTSA)”.

## 2 MISSION

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

## 3 INTERPRETATION AND DEFINITIONS

In this Constitution, unless inconsistent with the content:

- 3.1 **Academic Year** means the Academic Year of the University commencing with the first day of Semester One and ending with the last day of Semester Two.
- 3.2 **Act** means the Incorporated Societies Act 1908.
- 3.3 **AMINZ** means The Arbitrators and Mediators Institute of New Zealand
- 3.4 **Association** means the “Auckland University of Technology Student Association Incorporated (AUTSA)” also known as “Tāmaki Herenga Tauira”.
- 3.5 **Association Meeting** includes General Meetings, meetings of the Governance Board and meetings of the Student Representative Council.
- 3.6 **Club** means any club, society, association or other body connected with the Association as this Constitution provides.
- 3.7 **Constitution** means this document and its schedules.
- 3.8 A **deemed resignation event** occurs
- (a) Following a vote of no confidence in the President in accordance with clause 7;
  - (b) Following a vote of no confidence in the Vice President in accordance with clause 8;
  - (c) Following a vote of no confidence from the Governance Board in accordance with clause 9; or
  - (d) Following a vote of no confidence from the Student Representative Council in accordance with clause 10.
  - (e) In accordance with clauses 9.14 and 10.11.
- 3.9 **Elected Member** means one of the two members appointed on behalf of the incoming Student Representative Council to the Governance Board.
- 3.10 **Fit and proper person** means a person who:
- (a) Is not an undischarged bankrupt;
  - (b) Is not under the age of 16 years;
  - (c) Has not been convicted of a crime involving dishonesty within the meaning of section 2(1) of the Crimes Act 1961 or, despite such a conviction, has been deemed fit and proper person by the SRC in accordance with the procedure outlined in Schedule 2, in 7(b)(i) to (iv)
  - (d) Has not been disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005;
  - (e) Is not prohibited from being a director or promoter of, or taking part in management of, a company;
  - (f) Is not an individual who is subject to a property order under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation;
  - (g) Is not a director of a body corporate that is being wound up, is in liquidation or receivership, or subject to statutory management; and
  - (h) Has not been deemed by the Governance Board to be an unfit and improper person to hold office.

- 3.11 **General Meeting** includes Ordinary General Meetings and Special General Meetings (as referred to in clause 13 of this Constitution).
- 3.12 **In Committee** means when the Governance Board or Student Representative Council determines that the items or information which are to be discussed are commercially, politically or legally sensitive.
- 3.13 **Independent Member** means an independent, member of the Governance Board, external to the Association and the University.
- 3.14 **Mediation** means a non-binding dispute resolution process in which an independent mediator facilitates negotiation between the parties
- 3.15 **Nominated Portfolio** means any other Office Holder, as shall be determined by the Association on recommendation from the Governance Board from time to time.
- 3.16 **President** means the President of the Association.
- 3.17 **Returning Officer** means an independent person who is appointed by the Student Representative Council who is entrusted with conducting the election, subject to the regulations in Schedule two of this Constitution.
- 3.18 **Semester** means Semester One or Two of the University, the duration of which shall be defined by the University Calendar.
- 3.19 **Student Representative Council** means the Student Representative Council of the Association responsible for executing student objectives, maintaining good order and all things deemed necessary or expedient by the Association, for the fulfilment of their objectives.
- 3.20 **University** means The Auckland University of Technology Incorporated.
- 3.21 **Governance Board** means the Governance Board of the Association.
- 3.22 **Vice President** means The Vice President of the Association, who will assist the President in their duties.
- 3.23 All references to a clause or section in this Constitution are references to clauses or sections within this Constitution unless expressly stated to the contrary.

#### **4 OBJECTIVES**

- 4.1 The principal objectives of the Association shall be:
  - (a) To foster and further the interests of students at the University;
  - (b) To promote activities consistent with objectives 4.1(a) that are beneficial to the University and members of the Association; and
  - (c) To assist any other charity or charitable purposes which the Governance Board determines is appropriate to assist.
- 4.2 All income, assets and property of the Association must be applied only to advance the principal charitable objectives of the Association.

#### **5 POWERS OF THE ASSOCIATION**

- 5.1 To give effect to the principal objectives of the Association, the powers of the Association are:
  - (a) To secure the cooperation of the University in doing so
  - (b) To elect, appoint and nominate such persons as is deemed necessary for the good governance of the Association.
  - (c) To organise such services and activities as the Association considers beneficial to its members.
  - (d) To liaise and work with the administration of the University, to promote the welfare and education of students at the University.
  - (e) To provide a student advocacy and legal information service;
  - (f) To provide a student media service – including but not limited to student publications, marketing communications, information and an online media communications presence that meet student needs.

- (g) To facilitate student employment recruitment service facility giving students access to work opportunities.
- (h) To provide recreational and cultural activities that fosters a dynamic campus environment and vibrant student culture.
- (i) To print, publish and disseminate books, pamphlets and other material including social media that may be of concern or interest to students.
- (j) To invest funds of the Association, as is reasonable and appropriate and as is deemed by the Governance Board to be in the interests of the Association.
- (k) To raise money by any means as is reasonable and proper to support the objectives of the association.
- (l) To borrow money by any means and upon such conditions of security or otherwise as is reasonable and appropriate and as is deemed by the Governance Board to be in the interests of the Association, provided that any interest paid on monies borrowed shall not exceed current commercial rates having regard to the term and nature of any loan.
- (m) To sell, exchange, improve, lease, hire, mortgage, dispose of or otherwise deal with or turn to account any real or personal property of the Association as is reasonable and appropriate and as is deemed by the Governance Board to be in the interests of the Association.
- (n) To employ and remunerate staff as required to meet the objectives of the Association.
- (o) To engage in, prosecute, defend or otherwise take any legal action on behalf of the Association and its members and to expend money and employ solicitors, counsel and other advisers as is reasonable and appropriate.
- (p) To support and develop Clubs as the Association deems reasonable and appropriate.
- (q) To apply for and acquire such licences or permits as the Association deems fit.
- (r) To establish and set membership for all AUT students to enable the Association to further its objectives as required.
- (s) To sign and execute and deliver any deed or document, which may be required to be executed by the Association for furtherance of its objectives.

## **6. MEMBERSHIP**

### ***Eligibility***

- 6.1 The President of the Association, the Vice President and all students who enroll at the University are deemed members of the Association.

### ***Duration and cessation of membership***

- 6.2 Any member may resign by notice in writing to the President.
- 6.3 Any member not enrolled as a student shall cease to be a member (excluding the President).
- 6.4 Any member may be expelled or excluded from membership by resolution of the Governance Board if the member has brought discredit or disrepute to the Association.
- 6.5 If the Governance Board resolves to expel or exclude a member, the member shall have a right to be heard at a meeting of the Student Representative Council. The Student Representative Council may report to the Governance Board as to whether the member should be expelled or excluded from the Association. The Governance Board will make a final decision.
- 6.6 The Association shall be under no obligation to refund any membership fees.

## **7 PRESIDENT**

- 7.1 A copy of the President's Job Description shall be contained in Schedule Five
- 7.2 The President shall be the official head and spokesperson of the Association and shall represent the best interests of current and future students through overall accountability to the Association.
- 7.3 The President shall receive an annual salary commensurate with services rendered to the Association at no greater than current commercial rates and as further determined in the Job Description drawn up and approved by the Governance Board.
- 7.4 The position of President has a consecutive term of two years. No person can hold the position of President for more than one term.
- 7.5 The President shall cease to hold office, and the position of President will become vacant, if their fixed term Individual Employment Agreement is terminated, in accordance with its terms.
- 7.6 A vote of no confidence in the President may be called if the relationship between either the Student Representative Council or the Governance Board and the President is or becomes unworkable.
- 7.7 A vote of no confidence in the President shall be put to the Governance Board and shall require a majority of the Governance Board to be carried. The President shall be given a right to be heard before the motion is voted on. In the event of an even vote there shall be no casting vote, the status quo will remain. The President must abstain from the vote. No other member can abstain.
- 7.8 If a vote of no confidence in the President is passed at a meeting of the Governance Board, it will be a deemed resignation event, and the President's individual employment agreement will be terminated in accordance with its provisions. The President will cease to hold office and any other associated positions with the Association.
- 7.9 The Vice President of the Association shall be the Acting President until the vacant office is filled as provided in clause 11 of the Constitution.
- 7.10 Should any member of the Association wish to raise an issue or complaint regarding the President, they may do so in writing, to the General Manager, who will determine the nature and extent of the complaint and inform the SRC and/or Governance Board if required.

## **8 VICE PRESIDENT**

- 8.1 A copy of the Vice President's Job Description shall be contained in Schedule Five.
- 8.2 The Vice President shall be the spokesperson of the Association where the President is not able to act, shall support the President, and endeavor always to represent the best interests of current and future students, through overall accountability to the Association.
- 8.3 The Vice President shall receive an annual salary commensurate with services rendered to the Association at no greater than current commercial rates and as further determined in the Job Description drawn up and approved by the Governance Board.
- 8.4 The position of Vice President has a term of one year. No person can hold the position of Vice President for more than two terms, consecutive or otherwise.
- 8.5 The Vice President shall cease to hold office, and the position of Vice President will become vacant, if their fixed term Individual Employment Agreement is terminated, in accordance with its terms
- 8.6 A vote of no confidence in the Vice President may be called if:
  - a) The relationship between either the Student Representative Council and/or the Governance Board and the Vice-President is or becomes unworkable.
- 8.7 A vote of no confidence in the Vice- President shall be put to the Governance Board and shall require a majority of the Governance Board to be carried. The Vice-President shall be given a right to be heard before the motion is voted on. In the event of an even vote there shall be no casting vote, the status quo will remain. The Vice President must abstain from the vote. No other member can abstain.
- 8.8 If a vote of no confidence in the Vice-President is passed at a meeting of the Governance Board, it will

be a deemed resignation event and the Vice President's individual employment agreement will be terminated in accordance with its provisions. The Vice-President will cease to hold office and any other associated positions with the Association.

- 8.9 The vacant office of Vice-President shall be filled in accordance with clause 11 of the Constitution.
- 8.10 Should any member of the Association wish to raise an issue or complaint regarding the Vice President, they may do so in writing, to the General Manager, who will determine the nature and extent of the complaint and inform the SRC and/or Governance Board if required.

## 9 GOVERNANCE BOARD

### *Powers and Responsibilities*

- 9.1 The Governance Board shall be the governing body of the Association, responsible for ensuring the objectives of the Association are met.
- 9.2 The Governance Board shall govern the use of the property and funds of the Association.
- 9.3 The Governance Board has the power to appoint a Secretary to assist the Governance Board with its administrative duties.
- 9.4 The Governance Board may delegate authority and powers to the Student Representative Council, a sub-committee, or any other member of the Association to meet the needs of the Association.
- 9.5 The Governance Board shall determine prior to the first Ordinary General Meeting in each Academic Year:
- (a) what, if any, Nominated Portfolios should be created; and
  - (b) the categories of students that should be eligible for candidature for the Nominated Portfolios (if any).
- 9.6 No determination of the Governance Board under this clause shall be binding until ratified at the first Ordinary General Meeting in each Academic Year.
- 9.7 The Governance Board shall appoint the Returning Officer for elections. The person appointed shall be independent of the Association and shall be entrusted with the conduct of the election, in accordance with the electoral regulations set out in Schedules One and Two of the Constitution.
- 9.8 The Governance Board shall:
- (a) Determine the financial budget for the election which is to be available to the Returning Officer;
  - (b) Consider and decide on all requests from the Returning Officer for an extension to the financial budget; and
  - (c) Fix any remuneration to be paid to the Returning Officer for services.

### *Structure*

- 9.9 The Governance Board shall comprise the following members:
- (a) The President
  - (b) The Vice President

### *Elected Members*

- (c) Two members appointed from the incoming Student Representative Council and elected by the incoming Student Representative Council, such appointments to be confirmed before the end of February of the incoming year.

### *Independent Members*

- (d) Three independent members with governance experience. The appointment of the Independent Members is to be carried out by the current President, and two nominated members of the Governance Board, one of whom is to be an Independent Director.

- (i) One Independent Member to be appointed by the 20<sup>th</sup> of December on any given year of term of office.
- (ii) Two Independent Members to be appointed by 31 July of any given term of office.

The General Manager and Advocacy Compliance Manager may be invited to be involved in the shortlisting process, but do not have a vote in the selection of the preferred candidate.

9.10 All Governance Board members must always:

- (a) Be fit and proper persons;
- (b) Adhere to the responsibilities of office as set out in the relevant Governance Manual.
- (c) Comply with all policies applicable to the Governance Board, including but not limited to the Conflicts of Interest Policy (annexed as Schedule Four to this Constitution); and
- (d) Advise the Governance Board in writing as soon as they become aware of any change in circumstances regarding any of the matters set out in paragraphs (a) to (c) above.

9.11 Unless terminated under one of the other provisions of this Constitution, the terms of office for Governance Board members are as follows:

- (a) For the President, two years beginning on 1 January and ending on 31 December.
- (b) For the Vice President, one year beginning on 1 January and ending on 31 December.
- (c) For the Student Representative Council representatives, one year beginning on 1 January and ending on 31 December.
- (d) For the Independent members, an initial two- or three-year term as appropriate.
- (e) On completion of the initial term, serving Independent members may be appointed through a majority vote of the Student Representative Council for subsequent terms (length of term to be determined at the designated SRC meeting).

9.12 If a member's position is filled in accordance with clause 11 below, the term of office shall only be for the remainder of the term of office, for the position being filled.

### ***Resignations, Votes of No Confidence, and Vacancies***

#### *Resignations and Deemed Resignations*

9.13 Any Governance Board Member may resign from the Governance Board. Such resignation must be:

- (a) In writing;
- (b) Provided to the President; and
- (c) Presented at the next Governance Board meeting.

9.14 If the above criteria are met, the Governance Board must accept the resignation by resolution and record the resignation in the minutes of the meeting. Once the resolution has been passed, the resignation is effective immediately.

9.15 A member of the Governance Board shall be deemed to have resigned from the Governance Board if, at any time during the term of office they:

- (a) Are not a fit and proper person
- (b) Are the President or Vice President and is deemed to have resigned in accordance with clauses 7 or 8 respectively;
- (c) Are absent from three consecutive meetings of the Governance Board without notifying or obtaining leave of absence from the President; or
- (d) Are a member of the Student Representative Council and resigns or is deemed to have resigned in accordance with clause 10.



### *Votes of No Confidence*

- 9.16 If, after three months from the commencement of their term of office, a Governance Board member is or has been absent from more than 50% of Governance Board meetings, the Governance Board may call for a vote of no confidence in that member. This clause applies even if the Governance Board member has notified the President of the reasons for any absences.
- 9.17 In the event a Governance Board member (other than the President or Vice-President) fails to adhere to the responsibilities of office as set out in the member's Job Description, the Governance Board may call for a vote of no confidence.
- 9.18 A vote of no confidence must have a majority to be carried.
- 9.19 Once a vote of no confidence is passed the member is removed from both the Governance Board and Student Representative Council and all other associated positions, as applicable.

### *Vacancies*

- 9.20 All vacancies on the Governance Board are to be filled in accordance with clause 11.

### *Association Property*

- 9.21 Upon the departure of any member of the Governance Board, all property belonging to the Association, the University, and any other property obtained during their appointment, must be returned immediately to the Association's registered office.

## **10 STUDENT REPRESENTATIVE COUNCIL**

### *Powers and Responsibilities*

- 10.1 The Student Representative Council shall take such action as may be necessary to promote and represent the interests of students, provided that always it is acting in the best interests of the Association.
- 10.2 The Student Representative Council shall have any other powers and responsibilities that have been delegated to it by the Governance Board.

### *Structure*

- 10.3 The Student Representative Council shall be elected in accordance with the provisions of this Constitution and the electoral regulations as set out in Schedules One and Two of this Constitution.
- 10.4 The Student Representative Council shall comprise the following members:
- (a) The President;
  - (b) The Vice President;
  - (c) Up to 9 Office Holders, consisting of:
    - (i) a Maori Affairs Officer;
    - (ii) a Pasifika Affairs Officer;
    - (iii) a Diversity Officer;
    - (iv) a Postgraduate Officer
    - (v) a Disability Affairs Officer; and
    - (vi) A Mature Students' Officer
    - (vii) An International Officer
    - (viii) up to two other Nominated Portfolio Officers (if any);
  - (d) One Faculty Representative from each Faculty of the University in operation at the time of the election; and

- (e) One Campus Representative from each Campus of the University in operation at the time of the election;

All Student Representative Council members must always:

- (a) Be fit and proper persons;
- (b) Be current members of the Association;
- (c) Be a current student of AUT (excluding the President)
- (d) Adhere to the responsibilities of office as set out in the relevant Job Descriptions for each member, as approved by the Governance Board. The Governance Board may amend or alter the Job Descriptions at its discretion;
- (e) Comply with all policies applicable to the Student Representative Council including but not limited to the Conflicts of Interest Policy (annexed as Schedule Three to this Constitution);
- (f) Meet the prerequisites for membership of the Student Representative Council as set out in clause 10.8 below; and
- (g) Advise the Student Representative Council in writing as soon as they become aware of any change in circumstances regarding any of the matters set out in paragraphs (a) to (f) above.

10.5 Unless the Term of Office is terminated under one of the other provisions of this Constitution, the Terms of Office for Student Representative Council members are as follows:

- (a) For the President, two years beginning on 1 January and ending on 31 December;
- (b) For the Vice President, one year beginning on 1 January and ending on 31 December;
- (c) For the Office Holders, one year beginning on 1 January and ending on 31 December;
- (d) For the Faculty Representatives, one year beginning on 1 January and ending on 31 December; and
- (e) For the Campus Representative(s), one year beginning on 1 January and ending on 31 December.

10.6 If the Student Representative Council member's position is filled in accordance with clause 11 below, the term of office shall only be for the remainder of the term of office of the position being filled.

10.7 Prerequisites for Membership of Student Representative Council:

- (a) The President must be enrolled in at least one paper each semester of the first Academic Year of office. The President is exempt from this requirement in the second year of their term of office if they graduate from the University during that year.
- (b) The Vice President must be enrolled in at least one paper in each semester throughout their term of office.
- (c) Office Holders must identify with the group they represent in both the year they seek election and throughout the term of office.
- (d) Faculty Representatives must be enrolled in a programme taught by the Faculty they wish to represent in the year they seek election and throughout the term of office.
- (e) Campus Representatives must take at least 50% of their papers at the Campus they wish to represent in the year they seek election and throughout the term of office.

### ***Resignations, Vacancies and Votes of No Confidence***

#### ***Resignations and Deemed Resignations***

10.8 Any Student Representative Council member may resign from the Student Representative Council.

Such resignation must:

- (a) Be in writing;
- (b) Provided to the President; and
- (c) Presented at the next Student Representative Council meeting.

10.9 If the above criteria are met, the Student Representative Council must accept the resignation by resolution and record the resignation in the minutes of the meeting. Once the resolution has been passed, the resignation is effective immediately and the member is removed from office.

- 10.10 A member of the Student Representative Council shall be deemed to have resigned from the Student Representative Council if, at any time during the term of office:
- (a) They are not a fit and proper person;
  - (b) They are not a current member of the Association;
  - (c) Is the President or Vice President and is deemed to have resigned in accordance with clauses 7 or 8 respectively;
  - (d) They fail to comply with the prerequisites of membership as set out in clause 10.8 above; or
  - (e) They are absent from three consecutive meetings of the Student Representative Council without notifying or obtaining leave of absence from the President.

#### ***Votes of No Confidence***

- 10.11 If, after three months from the commencement of their term of office, a Student Representative Council member is or has been absent from more than 50% of Student Representative Council meetings, the Student Representative Council may call for a vote of no confidence in that member. This clause applies even if the Student Representative Council member has notified the President of the reasons for any absences.
- 10.12 In the event a Student Representative Council member (other than the President or Vice- President) fails to adhere to the responsibilities of office as set out in the member's Job Description, the Student Representative Council may call for a vote of no confidence.
- 10.13 A vote of no confidence must have a majority to be carried.
- 10.14 Once a vote of no confidence is passed, the member is removed from both the Governance Board and Student Representative Council and all other associated positions, as applicable.
- 10.15 Should any member of the Association wish to raise an issue or complaint about a Student Representative Council member (excluding the President or Vice President) they may do so in writing to the President, who will determine the nature and extent of the complaint and inform the SRC and/or Governance Board if required.

#### ***Vacancies***

- 10.16 All vacancies on the Student Representative Council are to be filled in accordance with clause 11.

#### ***Association Property***

- 10.17 Upon the departure of any member of the Student Representative Council, all property belonging to the Association, the University, and any other property obtained during their appointment, must be returned immediately to the Association's registered office.

### **11 VACANCIES AND LACK OF CANDIDATES**

- 11.1 Vacancies on the Governance Board and Student Representative Council are to be filled in accordance with this section.
- 11.2 The Governance Board and Student Representative Council must fill any vacancies as soon as practicable.
- 11.3 For the avoidance of doubt, the appointment of a new Governance Board or Student Representative Council member is only for the remainder of the term of office of the position

#### ***Vice President***

- 11.4 If only the position of Vice President becomes vacant, the Student Representative Council must elect one of its numbers to the position of Vice President.
- 11.5 In the event of both President and Vice President becoming vacant concurrently (within three

months of the next scheduled election), their positions will be filled by the two remaining student members of the Governance Board.

- 11.6 If the scheduled election is more than three (3) months after the President and Vice President positions become vacant, a Special Election will be undertaken to elect the new President and Vice President.

#### *Other Student Representative Council Members*

- 11.7 If there is a vacancy in the position of Office Holder, Faculty Representative or Campus Representative, the Student Representative Council must give written notice of the vacancy to the Association as soon as possible.
- 11.8 In the event of the above happening, any person may, subject to the provisions of this Constitution, apply in writing to the Student Representative Council to fill the vacancy.
- 11.9 The Student Representative Council shall consider and vote on such application at the next Student Representative Council meeting.
- 11.10 If there is no candidate for the position of Office Holder, Faculty Representative or Campus Representative or no person is elected for any of these positions, the Student Representative Council may elect a person to fill the vacant position at its discretion.

#### *Elected Member of Governance Board*

- 11.11 If a vacancy occurs in one of the positions on the Governance Board which is held by a Student Representative Council member (excluding the President or Vice President), the Student Representative Council may by majority elect one of its number to the position.

#### *Independent Member of Governance Board*

- 11.12 In the event there is a vacancy in one of the positions on the Governance Board for an Independent Member, the President and two nominated members of the Governance Board, one of whom is to be an Independent Director, shall appoint a new Independent Member.

## **12 STUDENT REPRESENTATIVE ON UNIVERSITY COUNCIL**

- 12.1 The President of the Association shall be the Association's nominee to fill the role of Student Representative on the University Council.
- 12.2 The Vice President shall be the Association's second nominee to fill the role of Student Representative on the University Council.
- 12.3 If the second representative resigns, is removed from office or is deemed not to be an acceptable candidate by the University Council, a replacement shall be appointed by the Student Representative Council to represent the interests of students of the University.

## **13 GENERAL MEETINGS**

#### *Ordinary General Meetings*

- 13.1 The Association shall hold, at a minimum, two Ordinary General Meetings.
- 13.2 The Ordinary General Meetings must be held at a date and place at the University to be fixed by the Governance Board, in consultation with the Student Representative Council.
- 13.3 One Ordinary General Meeting should be held before the end of May and have the following items on the agenda: Present, Apologies, Minutes of the Previous Meeting, President's Report, Audited Accounts from the previous year, Appointment of Auditors for the current year and Nominated Portfolios (if applicable).

- 13.4 One Ordinary General Meeting should be held before the end of October and have the following items on the agenda: Present, Apologies, Minutes of the Previous Meeting, the annual Association membership fee (if any) and the annual budget of the Association.
- (a) If a majority decision on any membership fee cannot be reached, the membership fee (if any) will remain the same.
  - (b) If a majority decision on the budget cannot be reached, the Governance Board shall be delegated responsibility for preparing and confirming the annual Association budget.

#### *Procedure for General Meetings*

- 13.4.1 The procedure to be adopted at each General Meeting is set out in the Procedure for Association Meetings in Schedule Four of this Constitution.

#### *Special General Meetings*

- 13.5 A Special General Meeting may be convened at any time during a Semester.
- 13.6 A Special General Meeting may be held:
- (a) at any time that the Governance Board or the Student Representative Council thinks fit;
- 13.7 A Special General Meeting shall be held:
- (b) where an issue arises that requires the input of the entire membership and is too serious or urgent to wait until the next Ordinary General Meeting
  - (c) within three weeks after receipt by the President of a requisition in writing, stating the purpose for which the meeting is required, the proposed resolution(s) to be put to the members, and signed by not less than thirty members of the Association.

#### *Procedure for Special General Meetings*

The procedure to be adopted at each Special General Meeting is set out in the Procedure for Association Meetings in Schedule Four of this Constitution

## **14 MEETINGS OF THE GOVERNANCE BOARD AND STUDENT REPRESENTATIVE COUNCIL**

- 14.1 Meetings of both the Governance Board and Student Representative Council will ideally be held at least once a month during Semesters One and Two. The time and date of the meeting shall be agreed by a majority of the Governance Board or Student Representative Council (as appropriate).
- 14.2 A Special Meeting of the Student Representative Council or the Governance Board must be held within seven days after receipt by the President of a requisition in writing, stating the purpose for which the meeting is required and signed by at least:
- 14.2.1 Three members of the Governance Board; or
  - 14.2.2 Five members of the Student Representative Council.
- 14.3 The procedure to be adopted at each Governance Board and Student Representative Council meeting is set out in the Procedure for Association Meetings in Schedule Three of this Constitution.

## **15 ACCOUNTS AND FINANCIAL ADMINISTRATION**

#### *Accounts*

- 15.1 The financial year for the Association shall begin on January 1st and end on December 31st in each year.
- 15.2 The Association shall at its first Ordinary General Meeting in each year appoint an Auditor for the

current financial year who shall be a member of the Institute of Chartered Accountants of New Zealand. The Auditor must not be a current member of the Association.

- 15.3 The Governance Board shall arrange for the preparation of the Association's Accounts for each financial year and shall arrange to have them audited by the Auditor. A copy of these shall be available free of charge to any Association member upon request.
- 15.4 A copy of the audited accounts shall be presented to the University Council each year.

#### *Financial Administration*

- 15.5 All income and property of the Association shall be applied solely towards the charitable objectives of the Association.
- 15.6 Nothing expressed or implied in this Constitution shall permit the activities of the Association to be carried out for the private pecuniary profit of an individual.
- 15.7 Any person who is a member of the Association shall not be able to determine, or materially influence in any way, any income, benefit, advantage that they may receive as the result of employment by the Association and such persons shall not participate in any deliberations and proceedings, by which such income benefit or advantage is determined.

## **16 CONSTITUTION**

- 16.1 A current copy of the Constitution shall be made available on the Association's website always.
- 16.2 Where any dispute or difference arises out of or in connection with this Constitution, either party to the dispute may initiate a resolution process, by way of written notice to the Governance Board.
- 16.3 Upon receipt of the notice, the Governance Board may arrange a channel, which could include a meeting between the parties concerned. If the resolution is not possible, the dispute may be referred to AMINZ to appoint a suitable mediator. The mediation will be conducted in accordance with the Mediation Protocol of AMINZ.
- 16.4 If the mediation is terminated without a settlement agreement being signed, the dispute may be referred to arbitration in accordance with the current Arbitration Protocol of AMINZ. The arbitration shall be by one arbitrator to be agreed upon by the parties and if agreement is not possible, then either party shall be entitled to ask AMINZ to appoint a suitable arbitrator. The award by the arbitrator is to be final and binding on the parties.

## **17 ALTERATION OF CONSTITUTION**

- 17.1 Any member may propose an alteration of this Constitution by drawing up amendments or a complete set of new rules in accordance with the Act, provided that any alteration, amendment or addition to the Constitution shall not affect the charitable status of the Association.
- 17.2 A copy of any proposed amendments, alterations or additions must be provided to the General Manager, the Advocacy and Compliance Manager, and SRC for consideration prior to presentation to the Governance Board.
- 17.3 Any amendments, alterations or additions to this Constitution must be approved by the Governance Board who may appoint an independent lawyer for advice.
- 17.4 Ratification of any amendment, alteration or additions must be made at the next General Meeting and by a majority of least 75% of the student members of the Association present at the general meeting.
- 17.5 A copy of any changes or alterations to the Constitution shall be presented to the University Council after the changes or alterations have been ratified.
- 17.6 A copy of any changes or alterations shall also be delivered forthwith to:
- (a) The Registrar of Incorporated Societies, in accordance with the requirements of the Act, and

- shall take effect as from the time of registration; and
- (b) The Charities Commission, in accordance with the requirements of the Charities Act 2005.

## **18 OTHER MATTERS**

### *Clubs*

- 18.1 No body or group of students shall be deemed to have corporate existence within the University and shall not be capable of receiving a grant from the Association, until such a body has been granted affiliation to the Association.
- 18.2 Applications for affiliation shall be made in writing to the President or their nominee. The terms and conditions of the affiliation are as set by the Governance Board.
- 18.3 An application will not be considered unless the club, society, or other similar body provides a service to students that are not currently provided by an existing club, society or other similar body.

### *Registered Office*

- 18.4 The Registered Office of the Association is Level 2, WC Building, Auckland University of Technology, 59-67 Wellesley Street, Auckland.
- 18.5 If the location of the registered office is changed, the President shall notify:
- (a) The Registrar of Incorporated Societies, in accordance with the Act; and
- (b) The Charities Commission, in accordance with the Charities Act 2005.

### *Common Seal and Attestation of Documents*

- 18.6 The Association shall have a Common Seal held at its registered office.
- 18.7 Whenever the Common Seal is required to be affixed to any deed or document or other instrument, the Seal shall be affixed in the presence of the President and any two members of the Governance Board who shall sign the document or instrument to which the seal is to be affixed.
- 18.8 The Governance Board shall have the power to adopt a new Common Seal at its discretion.

### *Dissolution*

- 18.9 If the Association is dissolved, it shall be dissolved in accordance with the provisions of Section 24 of the Act.
- 18.10 On the winding up of the Association, all surplus assets after payments of costs, debts and liabilities shall vest in the University upon trust for such charitable purposes within New Zealand as the University may in its discretion decide.

### *Revocation*

- 18.11 These rules shall revoke all previous rules of the Association.

# APPENDICES

## **SCHEDULE ONE**

Association Electoral Regulations

## **SCHEDULE TWO**

Candidate Nomination Form and Declaration Form

## **SCHEDULE THREE**

Conflicts of Interest

## **SCHEDULE FOUR**

Procedure for Association Meetings

## **SCHEDULE FIVE**

President and Vice President Job Descriptions



## ASSOCIATION ELECTORAL REGULATIONS

### *Scope of Regulations*

- 1 The election of the members of the Student Representative Council shall be held in the manner prescribed in these regulations.

### *Returning Officer*

#### *General*

- a) The Returning Officer shall be independent of the Association. (To clarify: Shall not be an employee of the Association or a member of the Governance Board)
- b) The Returning Officer shall appoint such assistants as they think fit.
- c) The Returning Officer shall be entrusted with the conduct of the election.
- d) The Returning Officer shall decide all matters relating to the conduct of an election not dealt with in this schedule.

### *Powers and Duties of the Returning Officer*

- 2 The Returning Officer shall do all things they consider necessary, expedient or advisable for the proper conduct of the election including:
  - (a) Determining the design and content of all forms and official information pertaining to the running of the election.
  - (b) Providing sufficient ballot papers or otherwise for the running of the election.
  - (c) Excluding from voting all persons who do not appear to be duly authorised to vote.
  - (d) Providing for the peaceful nature and secrecy of the ballot.
  - (e) Directing and regulating the manner of voting and of recording votes.
  - (f) Arranging for and supervising the counting of votes and disallow votes not recorded in the specified manner or not sufficiently clear in their opinion; and
  - (g) When a ballot is required, on the completion of the counting of votes, retaining and securely keeping all votes and relevant electronic records until the expiry of the appeal period, or until determination of any inquiry arising out of the election, and at the end of that time take steps to effectively and destroy all ballot papers and delete all records of ballots cast electronically.
- 3 The Returning Officer may appoint assistants as they think fit.

### *Substitute Returning Officer*

- 4 If for any reason the Returning Officer is unable to fulfil the duties of the office at an election the Governance Board shall appoint a substitute who for the purposes of that election shall be the Returning Officer.

### *Financial Budget for the Election*

- 5 The Returning Officer shall be provided with a budget prepared by the Governance Board. The Returning Officer shall run the election within the constraints of this Budget. Any extra expenditure must be approved by the Governance Board.

## **Election**

### *Timing of Election and Associated Steps*

- 6 The election shall be held at a time to be determined by the Governance Board. The Governance Board shall also determine the time for each step to be completed which shall generally follow the following timetable:

<b>ACTIVITY</b>	<b>GUIDELINE OF TIMINGS</b>
Appointment of Returning Officer	Before end of Semester One
Notification of Election	Week One of Semester Two
Nominations Open	Week Two of Semester Two
Nominations Close	Week Four of Semester Two
Campaigning Period Opens	Week Six of Semester Two
Ballot Commences	Week Eight of Semester Two
Campaigning Period Closes	Week Nine of Semester Two
Ballot Closes	Week Nine of Semester Two

### **Notice of Election**

- 7 The Returning Officer shall give notice of an election at least five days prior to the opening of nominations.
- 8 Notice of an election shall be posted on notice boards throughout the University and shall state:
- the positions open for candidature;
  - who is eligible to stand for each position;
  - who is eligible to vote for each position;
  - the closing date for the nominations; and
  - the time and date of the election.

### **Positions open for candidature**

- 9 The election for the Vice President, Office Holders, Campus Representatives, Faculty Representatives and Nominated Portfolios (if any) shall occur every year.
- 10 The election for President of the Association shall occur every two years. The election for President shall be held concurrently with the election for the Vice President, Office Holders, Campus Representatives, Faculty Representatives and Nominated Portfolios (if any).

### **Eligibility**

- 11 To be eligible for election, a candidate must be:
- a current member of the Association;
  - a current student of the University;
  - a fit and proper person;
  - not previously removed from the Student Representative Committee
  - if standing for the positions of President or Vice-President, the candidate must attend a preliminary briefing session held by the General Manager, the President, a member of the SRC (not standing for election) and an Independent Director of the Governance Board. The Returning Officer will publish the time and date for the briefing session together with the Notice of the election.
  - if elected, as President or Vice President, upon taking up their employment with AUTSA, not be employed by another employer that represents a conflict of interest with AUTSA.

- 12 A candidate may stand for more than one position. A candidate is only eligible to hold one position. Candidates must specify on their nomination form their order of preference if successful in being elected to more than one position.
- 13 An individual may not stand for election if they have previously been removed from the Student Representative Committee
- 14 The Association shall ascertain that all candidates meet the eligibility requirements set out in clause 11 of this Schedule, where appropriate. The Association shall determine eligibility based on:
- a) the official record of the candidate held in the University student administration database.
  - b) an authorised Police Check and Credit Check in the case of candidates for President and Vice President; which must be satisfactory to the Governance Board.
- In such cases where candidates fail to meet the requirements of the above, the Returning Officer shall terminate their candidature.

### ***Nominations***

- 15 Nominations for the positions open for candidature must be lodged with the Returning Officer by the date specified in the Notice of Election which shall be no later than four weeks prior to the first polling date of the election.
- 16 Any person seeking election to the Student Representative Council must nominate themselves as a candidate for the position(s) and are required to have the formal support of two AUTSA members.
- 17 Once nominations have closed the Returning Officer shall inform members of the names of all candidates and the positions they are standing for.
- 18 A candidate may withdraw their nomination by written request to the Returning Officer any time as of right up to 4:30pm on the next business day after applications close or later at the discretion of the Returning Officer.
- 19 If after applications close there is only one candidate for any position, the Returning Officer shall declare that candidate as being the successful nominee and will not include their name on the ballot paper. However, that candidate shall not be deemed to have been elected until a resolution to that effect has been passed at a General Meeting of the Association.

### ***Campaign Conduct***

- 20 A candidate may spend no more than \$250 on campaigning prior to the election, including the value of any donations. The Returning Officer may request information to verify the amount of expenditure for each candidate.
- 21 A candidate may spend no more than \$250 on campaigning during the election, including the value of any donations. Donations may be monetary, or the normal market value of any services provided to the candidate. A full breakdown of expenses and donations must be provided to the Association at the end of the voting period and will be made available to all candidates. The Returning Officer may request further information to verify the amount of expenditure and the value of any donations for each candidate. Failure to provide this information when requested will result in the removal of the candidate from the ballot.
- 22 A candidate may begin to campaign from the opening of the campaigning period but must remove all physical campaign material by the date specified by the Returning Officer. Campaign material includes, but is not limited to, posters, leaflets, banners, chalk marks and other advertising material. Candidates must strictly abide by University rules in relation to placement of such material.

- 23 Candidates are permitted to campaign:
  - (a) in person during the election period; and
  - (b) using electronic communications (for example, by email and social media). Sending of emails from University email addresses apart from the candidate's own assigned University student email address is not permitted under any circumstances.
- 24 Candidates must respect voters' rights to privacy, including the use of email and social media, and must not manipulate, coerce or otherwise attempt to unduly influence voters.
- 25 Candidates must not offer monetary or other financial inducements to voters in return for votes. Alcohol related inducements of any kind are strictly prohibited and will result in a severe vote penalty.
- 26 Candidate conduct during the election campaign and voting period must not compromise the political neutrality of Association operations or the University. It is the responsibility of the candidate to check with the Association, the University and the Returning Officer before undertaking any action that may affect this neutrality.
- 27 Further to 26 above, candidate use of the AUTSA logo in any form (including clothing) or any other activity which implies endorsement of the candidate by the Association is not permitted in any campaign advertising material or campaign activities.
- 28 Candidates who are also employees of the Association are strictly prohibited from using any Association resources in relation to their campaign.
- 29 Candidates who are Student Representative Council members must not use activities related to their position for promoting their own, or any other candidate's campaign.
- 30 Candidates who do not abide by these regulations may be subject to vote penalties or elimination, at the discretion of the Returning Officer.

#### **Ballot Papers**

- 31 Ballot papers shall be in the form decided on from time to time by the Returning Officer in accordance with directions set by the Governance Board. For the avoidance of doubt and without limitation, ballot papers may be made available to voters electronically by the Returning Officer.
- 32 Any ballot paper not adhering strictly to the instructions given to voters shall be examined by the Returning Officer. If, in the Returning Officer's opinion, a ballot paper does not show a clear vote for the appropriate number of candidates it shall be declared invalid.

#### **Voting**

- 33 All students residing in New Zealand and enrolled at the University in the week prior to the election ballot, based upon the official records held in the University student administration database, shall be eligible to vote for all positions that are subject to the election.
- 34 The successful candidate shall be the candidate polling the highest number of votes. If there is a tied vote the Returning Officer shall call another ballot for that position.

#### **Complaints**

- 35 Any voter is entitled to lodge a formal complaint about candidate conduct during the campaign period and voting period where they believe these Regulations have been breached. Such complaints must be in writing with clear evidence of the breach and must not be vexatious in nature. The written complaint must be received by the Returning Officer before the close of the ballot.
- 36 It is the sole responsibility of the Returning Officer to determine if a breach of these Regulations has occurred or not. The Returning Officer will consult with the Association's Advocacy and Compliance Manager on breaches if required.

- 37 Where a breach of these Regulations is determined, it shall be categorized by the Returning Officer as minor, moderate or major in nature. The following maximum penalties may be applied by the Returning Officer under each category:
- i) Minor up to 10 votes per breach deducted
  - ii) Moderate up to 50 votes per breach deducted
  - iii) Major disqualification from ballot

### ***Appeals***

- 38 If a dispute arises in relation to the result of the election, the decision of the Returning Officer shall be final, subject to any appeal decision under the provision of this rule.
- 39 Any appeal against the conduct or result of the election shall be notified to the Governance Board and Returning Officer within forty-eight hours of the announcement of the result.
- 40 Any such appeal shall be in writing and state the grounds for the appeal which must relate to previously raised matters under Clauses 35 – 37 above.
- 41 On receipt of the appeal, the Governance Board shall investigate the matter and determine the outcome as it considers appropriate. The Governance Board may appoint an independent advisor, to assist the Governance Board in making its decision.
- 42 If the election is held invalid a written notice to this effect must be given. The Governance Board shall take immediate steps to hold a fresh election.
- 43 The decision of the Governance Board shall be final and there shall be no appeal from its decision.

### Format of Nomination Form

The design and provision of the candidate nomination form is the responsibility of the Returning Officer and shall generally contain the following:

- Candidate Name
- Candidate Student ID
- Position(s) nominated
- Candidate Supporter One Name
- Candidate Supporter One Student ID
- Candidate Supporter Two Name
- Candidate Supporter Two Student ID
- Candidate acknowledgement and declaration

The above information is required from all candidates, in accordance with the Constitution and Rules of Auckland Student Movement at Auckland University of Technology Incorporated (the Constitution).

If the above information is not provided in full and is not signed and witnessed by two other members of AUTSA, this candidate nomination form will be invalid, and the candidate will be ineligible for election.

### **By submitting the following Candidate Nomination Attestation form, the candidate acknowledges and agrees as follows:**

1. The candidate consents to Auckland University of Technology (AUT) and AUTSA collecting and holding the information on this form for enabling the candidate to participate in elections for positions within AUTSA in accordance with the Constitution, and to assess the candidate's qualifications for holding and performing any office, and to form part of any employment and or taxation records that may be kept by AUTSA if the candidate becomes or remains an employee of AUTSA. AUT and AUTSA recognise that the candidate retains all rights to access their information in accordance with the Privacy Act 1993.
2. The candidate understands that there is no guarantee that the candidate will be successful in any election campaign, or will be appointed to any office, or offered any employment by AUTSA or AUT.
3. The candidate agrees to abide by the provisions of the Constitution, including as amended from time to time.
4. The candidate agrees that if they are elected to office, they will be offered employment by AUTSA on terms suitable to AUTSA and which are in accordance with the Constitution, and the candidate agrees to accept such terms of employment.
5. During the candidate's election campaign, and if elected to office, the candidate agrees not to make any statements of an untrue or defamatory nature, or which would expose AUTSA to legal risk or liability, or which would publicly disclose information confidential to AUTSA which may be, or come into, the candidate's possession.
6. If elected to office, the candidate agrees to foster and further the interests of all students at AUT, and to promote and protect the interests and rights of all students, in accordance with the Constitution.
7. If applicable, the candidate agrees to the Association undertaking a Police Vetting Check as part of confirming candidate eligibility under the following process:
  - 7(a) The two candidates with the most votes upon close of voting will be required to undertake the Police Vetting Check
  - 7(b) If the check reveals an adverse result the following procedure shall apply at first instance:
    - (i) The President shall call a full meeting of the SRC for the consideration of this matter at which

said candidate shall have the opportunity to address the SRC on their current circumstances and suitability

(ii) In the interests of allowing candidates a fair opportunity, a candidate with a conviction involving dishonesty within the meaning of the Crimes Act 1961 may be deemed a fit and proper person by a unanimous decision of the SRC after hearing the candidate

(iii) The SRC shall consider the candidate's submissions, circumstances and suitability and upon a unanimous decision, may declare said candidate a fit and proper person.

(iv) The decision of the SRC shall be final.

notwithstanding this, the candidate understands they may be removed as a candidate and any votes cast for them disallowed.

7(c) If both the candidates are deemed unfit or improper, the next candidates with the most votes shall be considered under the process in 7(a) and (b).

7(d) In the unlikely event that four consecutive candidates are deemed unfit/improper under this clause, the SRC and Governance Board reserve the right to call another election if necessary.

### CANDIDATE DECLARATION

Submission of this form means that I have read and understood the above terms and conditions and wish to become a candidate for election to a position at AUTSA in accordance with the Constitution.

I further declare that there is nothing to my knowledge that will result in a negative Police Vetting Check or Credit Record Check.

I, ..... [full name of candidate], have read and understood the above terms and conditions, and wish to become a candidate for election to a position at AUTSA in accordance with the above terms and in accordance with the Constitution.

#### Candidate

Signature:	Date:
Name [please print]:	Student ID:

#### Witness 1

Signature:	Date:
Name [please print]:	Student ID:

#### Witness 2

Signature:	Date:
Name [please print]:	Student ID:

## CONFLICTS OF INTEREST

- 1 For the purposes of this policy:  
“**Matter**” means a contract or proposed contract or arrangement or dealing with the Association.  
“**Person**” means an employee of the Association or a member of the Student Representative Council or the Governance Board.

### Conflict of Interest

- 2 For the purposes of this policy, a Conflict of Interest arises in respect of a matter when a person can be shown to have actual bias or apparent bias.
- 3 A person may be found to have actual bias when a person’s decision or act in relation to a matter could give rise to an expectation of financial gain or loss (that is more than trivial) to the person (and/or to the person’s parent(s), child(ren), spouse, civil union partner, de facto partner, business partner(s), debtor(s) or creditor(s).
- 4 A person can be shown to have apparent bias when a person’s official duties or responsibilities to the Association in relation to a matter could reasonably be said to be affected by some other interest or duty that the person has.  
A person’s other “interest or duty” includes;
  - (a) the interests of that person’s parent(s), child(ren), spouse, civil union partner or de facto partner that may be affected by the matter at issue;
  - (b) other personal or professional commitments the person may have that could impact on the person’s ability to carry out the position in the best interests of the Association; and
  - (c) the interests of someone with whom the person has a close, personal relationship where there is a real danger of personal favoritism.
- 5 There is no Conflict of Interest where the person’s other interest or duty is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in carrying out their responsibilities.

### Potential Conflict of Interest

- 6 For the purposes of this policy, a Potential Conflict of Interest arises when a person has an interest in a matter, but it is not clear if that interest is material.

### Disclosure

- 7 Any employee of the Association with a Conflict of Interest or a Potential Conflict of Interest must identify the conflict or potential conflict and disclose it to the General Manager in a timely and effective manner. The General Manager must then disclose the Conflict of Interest or Potential Conflict of Interest at the next meeting of the Governance Board.
- 8 A member of the Student Representative Council or the Governance Board with a Conflict of Interest or a Potential Conflict of Interest must identify the conflict or potential conflict and disclose it to the General Manager in a timely and effective manner, ideally prior to a meeting of the Student Representative Council or the Governance Board, when disclosure would be required. This is to allow for the person and the General Manager to discuss the nature and significance of the matter that the conflict relates to and mitigation options considering the conflict.



- 9 A person disclosing a Conflict of Interest or a Potential Conflict of Interest must disclose the following information:
  - a) the nature of the interest and any monetary value of the interest (if the monetary value can be quantified); and/or
  - b) the nature of the interest (if a monetary value cannot be quantified).
- 10 If any member of the Student Representative Council or the Governance Board is unsure whether there is any Conflict of Interest or Potential Conflict of Interest, that person must disclose it to the General Manager prior to the next meeting of the relevant body as a Potential Conflict of Interest.
- 11 If the Conflict of Interest or Potential Conflict of Interest concerns the Chair, the Chair should disclose the Conflict of Interest or Potential Conflict of Interest to the General Manager. An appropriate person shall be nominated to act as Chair for the purposes of that meeting.
- 12 If a person does not disclose a Conflict of Interest or a Potential Conflict of Interest, the Conflict of Interest or Potential Conflict of Interest may be raised at the relevant meeting by another person who is concerned about it. The Chair of the meeting must decide how to deal with the Conflict of Interest or Potential Conflict of Interest in accordance with paragraphs 18 to 21. The Chair is entitled to adjourn the meeting to take independent advice on the conflict, if they consider appropriate.
- 13 The disclosure of any Conflict of Interest or Potential Conflict of Interest must be recorded in the minutes of the meeting in which it is disclosed and entered in the Conflicts Register.

#### **Register of Interests**

- 14 The General Manager will keep and maintain a register of disclosed interests ("Conflicts Register") which will record the following information:
  - (a) Date of disclosure of interest;
  - (b) Type of disclosure of interest;
  - (c) Nature of the interest disclosed; and
  - (d) Date that the interest will come to an end, if applicable.
- 15 The Conflicts Register must be included in the agenda for each regular meeting of the Student Representative Council and Governance Board.

#### **Dealing with a Conflict of Interest**

- 16 When a person is considered to have a Conflict of Interest in respect of a matter, General Manager may, in consultation with the Governance Board, determine that the affected person:
  - (a) Shall be excluded from discussions regarding the matter (including not being in the same room when the matter is discussed if so required by the Chair);
  - (b) Shall not vote on issues related to the matter;
  - (c) Shall not receive papers or any other information on the matter;
  - (d) Shall not discuss the matter with any other person; or
  - (e) Is no longer able to adhere to the responsibilities of the office as set out in the member's Job Description because of the Conflict of Interest.

#### **Dealing with a Potential Conflict of Interest**

- 17 Where a Potential Conflict of Interest is raised at or prior to a meeting of the Student Representative Council or the Governance Board, the General Manager, in consultation with the Governance Board will determine whether there is a Conflict of Interest and will decide on an appropriate course of action, which may include the following:
  - (a) If there is a Conflict of Interest, applying some or all the actions applied to a person with a Conflict of Interest (set out at paragraph 17); and/or

- (b) Monitoring the matter to determine whether at any point the matter changes such that there is a Conflict of Interest.
- 18 In determining the appropriate course of action, the General Manager, in consultation with the Governance Board, will have regard to:
- (a) The nature of the person's interest ; and
  - (b) The nature or significance of the relevant matter; and
  - (c) The extent to which the situation could undermine trust and confidence in the person or the Association and/or the charitable purposes of the Association.
- 19 The person will be given the opportunity to be heard by on the points in paragraph 18 and the person's submissions will be taken into consideration by the General Manager.

**Gifts, rewards or benefits**

- 20 No person may use their position as an employee of the Association or a member of the Student Representative Council or Governance Board for personal gain, or solicit or accept gifts, rewards or benefits which are likely to be perceived as inducements.
- 21 Every person will exercise care and judgement in accepting gifts.
- 22 The Association will keep a gift registry to be maintained by the General Manager.

**PROCEDURE FOR ASSOCIATION MEETINGS**

**Ordinary and Special General Meetings**

- 1 The President may act as Chair of the meeting, or alternatively, they shall nominate an appropriate person to be the Chair of the meeting. In the President's absence, the Vice- President may act as Chair of the meeting, or alternatively, they shall nominate an appropriate person to be the Chair of the meeting. If neither is present, the members present shall nominate a member of the Student Representative Council to act as Chair for the meeting.
- 2 (1) The Executive may by resolution convene a Special General Meeting.
- 3 (2) The Executive shall, within five days of the receipt by the President or one of the Vice Presidents of a request in writing signed by at least ten members of the Association, call a Special General Meeting.
- 4 (a) The Executive shall set the date for the Special General Meeting.
- 5 (i) It may not be earlier than five days after the request for the meeting has been received.
- 6 (ii) It may not be later than fifteen days after the request for the meeting has been received.
- 7 (3) Notice of a Special General Meeting shall be given by posting the time, date, place and motions to be discussed on the Association notice board.
- 8 (4) If the Executive fails to call the Special General Meeting within the required period, the members making the request may themselves convene a meeting.
- 9 (5) All resolutions and petitions calling for a Special General Meeting must state any motion to be moved at the meeting, or the business to be discussed.
- 10 (6) At a Special General Meeting the order of business shall be as follows:
- 11 (a) any motion of which notice has been given in accordance with clause (3) of Section 3 of Part II; then
- 12 (b) any motion of which notice in writing was given to the President at least three days before the Special General Meeting being posted.
- 13 (c) any motion directly arising from discussion of the meeting or clauses (a) and (b) above.

**Notice of meetings**

- 14 Written notice of the time and place of an Ordinary General Meeting or Special General Meeting must be:
  - (a) published by the Association at least three weeks before the meeting date; and
  - (b) posted on all Association notice boards at least one week before the meeting date.
- 15 The notice must state the nature of the business to be transacted at the meeting in sufficient detail for members to form a reasoned judgment in relation to it, including details of the resolutions to be passed at the meeting (the Agenda).

**Quorum**

- 16 The quorum for Ordinary General Meetings and Special General Meetings is thirty.
- 17 If a quorum is not present, the meeting shall be adjourned for one hour. If at any time during that time a quorum is reached the meeting may begin.
- 18 If after one hour the meeting still does not have quorum, the meeting shall be postponed for no more than fourteen days. Notice of the time and place of the adjourned meeting shall be posted on all Association notice boards.
- 19 If a quorum is not reached after one hour in respect of a Special General Meeting that has been called following a requisition under clause 13.6(b) above, the requisition shall lapse.

### **Conduct of meetings**

- 20 Any member of the Association may attend an Ordinary General Meeting or a Special General Meeting and shall have full speaking and voting rights.
- 21 Any member of the public may attend an Ordinary General Meeting but shall have no voting rights. They may, at the discretion of the Chair, be granted speaking rights.
- 22 The mode of voting on all motions shall be by voice or by a show of one hand, as determined by the Chair.
- 23 In case of an equality of votes on any motions, the Chair shall have the casting vote.
- 24 If a motion of at least ten members of the Association calls for voting to be by secret ballot, the Chairperson shall appoint a person who is independent of the Association to oversee the voting process.
- 25 There shall be no proxy voting.

### **Minutes**

- 26 The Chair shall ensure that minutes are kept of all proceedings at an Ordinary General Meeting or a Special General Meeting.
- 27 Minutes shall be distributed upon request to all members of the Association within one month of the meeting.
- 28 The minutes shall be confirmed as accurate at the next Ordinary General Meeting.

### **Student Representative Council and Governance Board Meetings**

- 29 The President may act as Chair of the meeting, or alternatively, they shall nominate an appropriate person to be the Chair of the meeting. In the President's absence, the Vice- President may act as Chair of the meeting, or alternatively, they shall nominate an appropriate person to be the Chair of the meeting. If neither is present, the members present shall nominate an appropriate person to act as Chair for the meeting.

### **Notice of meetings**

- 30 Written notice of the time and place of a meeting of the Student Representative Council or the Governance Board must be sent to each member of the Student Representative Council or the Governance Board at least two weeks before the meeting date.
- 31 The notice must state the nature of the business to be transacted at the meeting in sufficient detail for members to form a reasoned judgment in relation to it, including details of the resolutions to be passed at the meeting (the Agenda).

### **Quorum**

- 32 The quorum for the Student Representative Council shall be seven for meetings held during Semesters 1 and 2, or four outside such period.
- 33 The quorum for the Governance Board shall be five for meetings held during Semesters 1 and 2, or four outside such period. This number must include at least one representative from the Student Representative Council and at least one independent member.

### **Conduct of meetings**

- 34 Any member of the Association may attend a meeting of the Student Representative Council or the Governance Board but shall have no voting rights. They may, at the discretion of the Chair, be granted speaking rights.

- 35 Any member of the Student Representative Council not currently a member of the Governance Board may request to attend a meeting of the Governance Board. Any member of the Governance Board may attend a meeting of the Student Representative Council. In both circumstances these members will automatically be granted speaking rights but shall have no voting rights. This clause does not apply if the Student Representative Council or Governance Board is 'in committee'.
- 36 Any member of the public may request to attend a meeting of the Student Representative Council or the Governance Board. They shall have no voting rights but may, at the discretion of the Chair, be granted speaking rights. This clause does not apply if the Student Representative Council or Governance Board is 'In Committee'.
- 37 The mode of voting on all motions shall be by voice or by a show of one hand, as determined by the Chair.
- 38 In case of an equality of votes on any motions, the Chair shall have the casting vote.

### **In Committee**

- 39 The Student Representative Council and the Governance Board may by motion move 'in committee' at any time during any meeting to discuss items or information which may be commercially, politically or legally sensitive.
- 40 The Student Representative Council and the Governance Board may invite certain persons to remain during 'in committee' discussions due to their involvement with or specialist knowledge of the items or information to be discussed.
- 41 In the event the Student Representative Council or the Governance Board move 'in committee':
- (a) all persons not a member of the respective body must leave the meeting, unless invited to remain in accordance with clause 28 of this Schedule.
  - (b) all matters discussed "in committee" are prima facie strictly confidential to the members of the respective body and any invited persons but may be disclosed if appropriate to do so, and a motion is passed to that effect.
- 42 Minutes of motions made 'in committee' shall be kept separately and shall remain confidential to members of the Student Representative Council and the Governance Board.

### **Minutes**

- 43 The Chair shall ensure that minutes are kept of all proceedings at meetings of the Student Representative Council and the Governance Board.
- 44 The Student Representative Council and the Governance Board must provide copies of the minutes of their meetings to the other body within one month of the date of each meeting, excepting minutes taken from any 'in committee' sections of the meeting.
- 45 The minutes shall be confirmed as accurate at the next meeting of the Student Representative Council or the Governance Board.

### **Member proposals**

- 46 Any member of the Student Representative Council or the Governance Board may propose items to be included on the Agenda for the next meeting, provided that such notice is given to the Chair not less than one week before the next meeting.
- 47 Upon receipt of a notice, the Chair must include the item on the Agenda for the next meeting, to be circulated to all members of the Student Representative Council or the Governance Board.

**PRESIDENT AND VICE PRESIDENT JOB DESCRIPTIONS**

**PRESIDENT**

<b>POSITION</b>	<b>President</b>
<b>DURATION OF TERM</b>	1 January 2016 to 31 December 2017
<b>REPORTS TO</b>	Accountable to students via the AUTSA Governance Board.

*Note: The role of the president is a full time paid position and is contracted through an employment agreement to work 40 hours per week. Present employment agreement sets out terms and conditions of the role, including details of remuneration as decided by the Governance Board as per the AUTSA Constitution.*

**Purpose of position:**

*To represent the best interests of current and future AUT students through overall accountability for AUTSA, its officers, staff, resources, and services.*

**Principal accountabilities:**

**1. TO ADHERE TO AND ACT IN ACCORDANCE WITH THE AUTSA POLICY.**

**2. ORGANISATION LEADERSHIP:**

**Objective:**

To act as "Chair of the Board" as principal officer of AUTSA, an Incorporated Society.

- (a) Act as the official spokesperson for AUTSA, assuming responsibility for all contact with the media.
- (b) Develop a working knowledge of AUTSA constitution and policies.
- (c) Chair Board and SRC meetings, attend all appropriate AUT Committee and Board meetings, and fulfil all ex-officio positions as required.
- (d) Effectively represent AUTSA locally, regionally and nationally and liaise with all other NZ Student Associations.
- (e) Officially represent AUTSA on the current national bodies that AUTSA is affiliated to such as Student Job Search and University Sport New Zealand.
- (f) Prepare submissions to local, regional and national bodies as required.
- (g) Convene regular meetings with AUTSA management/Office Holders.
- (h) Ensure AUTSA finances and administration is properly managed in the best interests of AUTSA and AUT students.
- (i) Attend formal AUT functions including Graduation ceremonies.
- (j) Exercise authority immediately in any situation they deem an emergency, notifying Executive members as soon as possible (particularly over holiday periods)
- (k) Prepare President's Report for each Annual General Meeting, summarising activities, accomplishments and current status and situation of AUTSA.

### 3. EXECUTIVE TEAM LEADER

#### Objective:

To effectively manage and lead the Executive so they work together as a well- integrated and motivated team. Prepare training at the beginning of the year to prepare the new executive for the coming year. This should involve such things as team building activities and training by internal and external bodies to AUTSA.

- (a) Report regularly to the Executive on AUTSA activities, achievements, meetings attended, and important issues raised.
- (b) Ensure comprehensive and relevant papers are distributed to Executive prior to meetings and that minutes are recorded at all important committees and meetings.
- (c) Exhibit leadership at Executive meetings whilst developing and maintaining good working relationships.
- (d) Involve Executive members appropriately in planning and decision making.
- (e) Foster a positive environment with a high degree of co-operation and morale.
- (f) Help, where appropriate, with AUTSA activities e.g. Student orientation.
- (g) Assist in coaching and passing on knowledge to new members of Council and AUTSA staff.
- (h) Prepare and supervise the President Elect's training programme. This should involve a comprehensive 2 - week training programme.
- (i) Regularly liaise with other Council Officers and ensure they are fulfilling their roles as per their job descriptions, advise and guide where appropriate.

### 4. STUDENT ADVOCATE/REPRESENTATIVE

#### Objective:

To actively and confidently support and represent current and future students' interests, individually and collectively.

- (a) Regularly liaise with students and staff of AUT.
- (b) Actively listen to & canvass student opinions, maintain a good overview of how students think and feel on issues.
- (c) Attend meetings of AUT committees and decision-making bodies where relevant to put forward AUTSA's policies and constructively and confidently assist in representing student interests.
- (d) Assume ultimate responsibility for ensuring that all students are aware of AUTSA Representation, services and benefits.
- (e) Plan and schedule annual programme of key events e.g. Annual General Meetings, Special General Meetings, elections, orientation, Governance Board meetings, Student Senates etc.
- (f) Encourage & invite students to become Class Representatives, chair their monthly meetings and encourage them to participate in AUT Committee meetings and AUTSA activities as appropriate.
- (g) Attend AUTSA activities where possible.
- (h) Act as student advocate in relation to student traffic, transport and parking needs within the Auckland area.

### 5. POLICY & STRATEGY DEVELOPMENT

#### Objective:

To lead the executive in formulating, developing and implementing AUTSA policy.

- (a) Actively seek to keep well informed on all aspects of the university and education sector, regionally, nationally and internationally.
- (b) Maintain an up to date list of internal and external contacts.

- (c) Initiate and prepare, with the assistance of AUTSA General Manager & Communications Manager, submissions, policy papers and reports for Government select committees, local Government, AUT committees etc.
- (d) Annually update the association's (5 year) strategic plan and prepare an annual operational plan to further objectives of AUTSA and to be prepared for the future.
- (e) Maintain an overview of AUTSA student services; assess suggestions for improved services with Executive.
- (f) Regularly revise AUTSA policy and update as necessary.

## 6. MANAGEMENT AND ADMINISTRATION

### Objective:

To ensure AUTSA (through the General Manager and staff) effectively implements policies and plans as agreed.

- (a) Be the conduit for all executive dealings with the AUTSA staff via the General Manager.
- (b) Maintain a reasonable knowledge of AUTSA business affairs to ensure proper financial management and preparation of reports.
- (c) Act as a signatory for cheques and take responsibility for all outgoing monies.
- (d) Supervise and liaise regularly with the General Manager to ensure executive policy is effectively communicated to them and duly implemented by staff.
- (e) Regularly advise and update executive of the activities of the General Manager and staff.
- (f) Keep in regular contact with AUTSA office staff.
- (g) Assist with AUTSA staff recruitment and conflict resolution where appropriate.
- (h) Oversee the appointment of the editor of *Debate* and ensure that issues are published in accordance with AUTSA/AUT contract.
- (i) Approve overall expenditure budgets for all AUTSA departments.
- (j) Approve annual fee submissions and expenditure budgets through the Finance and Administration Committee of the Student Council.
- (k) Prepare an annual performance and training plan for the General Manager.
- (l) Monitor the performance of the General Manager via regular one to one meetings that use the performance plan as a vehicle for positive feedback.

## 7. MARKETING AND PROMOTION

### Objective:

To ensure students, AUT staff and the wider community are aware of and support AUTSA's policies and services.

- (a) Liaise regularly with AUT Council members.
- (b) Build and maintain effective networks with key staff in AUT, wider community and Government education agencies to promote AUTSA's interests, views and initiatives.
- (c) Prepare and present videos that can be played by lectures in class promoting AUTSA's services and facilities to students.
- (d) Promote AUTSA's views through provision of background information and articles to broadcast and printed media.
- (e) Write press releases and regular articles for *Debate* and other publications as required.



## VICE PRESIDENT

<b>POSITION</b>	<b>Vice President</b>
<b>DURATION OF TERM</b>	1 January 2016 to 31 December 2016
<b>REPORTS TO</b>	The General Manager

*Note: Subject to the provisions of the AUTSA Constitution the position of the Vice President is a part time paid position and is contracted through an employment agreement to work 20 hours in any 7 days. Present employment agreement sets out terms and conditions of the role, including details of remuneration as decided by the Student Representative Council as per the AUTSA Constitution.*

### **Purpose of position:**

To represent the interests of current and future AUT students through secondary accountability for AUTSA, its Officers, staff, resources, and services.

### **PRINCIPAL ACCOUNTABILITIES**

1. To adhere to and act in accordance with the AUTSA Constitution and AUTSA policy.
2. Your primary responsibility as Vice-President is to represent all students at AUT.
3. To familiarise yourself with the effective operation and functioning of the Association.
4. Be knowledgeable about education policies that impact on students.
5. Submit a written report to the Student Representative Council AND table report at the Governance Board at every meeting.
6. Maintain communication with the President regarding issues relating to your portfolio.
7. To be available for up to a maximum of 20 hours of general Student Representative Council and Governance Board duties each week.

### **1. STUDENT REPRESENTATIVE ON AUTSA GOVERNANCE BOARD**

- (a) Attend all meetings of the AUTSA Governance Board and its subcommittee and where relevant or as required, put forward the Student Representative Council perspective constructively and confidently assist in representing student interests.

### **2. STUDENT ADVOCATE/REPRESENTATIVE**

- (a) Assume responsibility for ensuring that all students are aware of AUTSA representation, services and benefits.
- (b) Actively listen to and canvas student opinions, maintain a good overview of how students think and feel on issues.
- (c) Develop a sound understanding of the Association and attend any appropriate training, so that should the need arise you are able to assume the role and duties of the President.
- (d) Ensure that you are fully conversant with the proceedings of any meeting that you are unable to attend.
- (e) Attend meetings of AUT committees and decision-making bodies where relevant or as required to put forward AUTSA's policies and constructively and confidently assist in representing student interests.
- (f) Be the second representative of AUT students on any national body that AUTSA is affiliated to and at any national conference or event as required throughout the year.
- (g) Maintain an overview of AUTSA student services and assess suggestions for improved services with Student Representative Council and Governance Board.

- (h) Attend disciplinary hearings delegated to you by the President; if unavailable to attend ensure that such is delegated to another Student Representative Council member.
- (i) Prepare and present class talks promoting AUTSA's services and facilities to students.

### 3. STUDENT REPRESENTATIVE COUNCIL

- (a) Regularly liaise with the Student Representative Council to ensure they are fulfilling their roles as per their job descriptions, advise president and staff members of any information relevant to their role.
- (b) Be fully conversant with matters of importance before the Student Representative Council and to read all relevant papers before meetings.
- (c) Assist in coaching and passing on knowledge to new members of Student Representative Council and guide where appropriate.
- (d) Prepare and ensure all relevant papers are made available to the Student Representative Council, including preparing the agenda and maintain a database of Student Representative Council's details.
- (e) Prepare an annual performance and training plan for the President.
- (f) Monitor the performance of the President via regular one to one meetings that use the performance plan as a vehicle for positive feedback.

### 4. OFFICE HOLDERS

- (a) Regularly liaise with office holders provide support and form functional communication networks between office holders.
- (b) Coordinate focus weeks.
- (c) Disseminate information to president, and staff who can assist.
- (d) Ensure they are fulfilling Job Description.
- (e) Gauge opinion on issues at AUT and Nationally.

### 5. POLICY & STRATEGY DEVELOPMENT

#### Objective:

To assist the Governance Board in formulating, developing and implementing AUTSA policy.

- (a) Regularly revise AUTSA policy and update as necessary
- (b) Be knowledgeable about education policies that impact on students.
- (c) Actively seek to keep well informed on all aspects of the university and education sector, regionally, nationally and internationally.
- (d) Assist in providing guidelines and formulating policy for the Association and for the staff via the Governance Board.
- (e) Aid the Association in any student action or reaction to changes in student issues.
- (f) Formulate AUTSA's reaction to AUT fee setting in conjunction with the president and assist with writing any proposals necessary.
- (g) Maintain an up to date list of internal and external contacts.

### 6. ASSOCIATION FINANCES/ADMINISTRATION

Develop a sound understanding of the associations financial running including:

- a) Setting of the budget.
- b) Monitoring associations finances.
- c) All policies with financial ramifications.

- d) Act as a cheque signatory for approved Association expenditure when required.
- e) Contribute feedback to the president's performance appraisal.
- f) Attend the AUTSA Finance Administration committee.
- g) Assist wherever possible at official AUTSA activities.
- h) Carry out any reasonable task as requested by the President and General Manager.