



**CONSTITUTION OF THE NEW ZEALAND UNION OF STUDENTS' ASSOCIATIONS  
INCORPORATED**

**November 2017**

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**1. Name**

The name of the association will be "The New Zealand Union of Students' Associations Incorporated". It will more commonly be referred to as "NZUSA".

**2. Interpretation**

"Association" shall mean New Zealand Union of Students' Association (Incorporated)"

"NZUSA" means the New Zealand Union of Students' Associations (Incorporated)."

"Association Year", "Calendar Year", "Financial Year" or "Year" are used interchangeably and shall mean "The period commencing 1 January and continuing until 31 December of the same year".

"President" shall mean "The President of the Association" or "The President of NZUSA".

"NWRO" means the "National Women's Rights Officer of Tertiary Women New Zealand".

"TWNZ" means "Tertiary Women New Zealand."

"TMA" or "Te Mana Ākonga" shall mean the National Māori Tertiary Students' Association."

"Rules" shall mean "The Rules of the Association as herein contained or subsequently lawfully amended".

"Association of Students' means any incorporated society of students."

"Casting Vote" means a vote cast by the Chair where the votes for and the votes against a motion are equal in number. A Casting Vote must be cast in accordance with the majority of s, or in favour of the status quo."

"Chairperson" means the President of NZUSA or such other person as may be in the Chair."

"Member" or "Members" means any full member or associate member. "

"Student" means any person enrolled as a student at any tertiary institution in New Zealand."

"EFTS" means Equivalent Full-Time Student, as provided by the Ministry of Education."

"Motion" means a proposition beginning with the word 'that', which has been both moved and seconded by members entitled to do so or by the Chair; 'Amendment' has a corresponding meaning."

"National Executive" means the NZUSA National Executive in office from time to time.

"NZUSA Congress" or "Congress means the Annual conference in which the Annual General Meeting of Members is held.

"Notice" means notice in writing to the President and all members by fax, post or email."

"Ordinary Resolution" or "resolution" means a motion carried by a simple majority of the total number of votes exercised by those Members entitled to vote, whether

exercised in person, by postal/email vote, or by proxy (except as otherwise expressly provided).

“Objects” means the objects of NZUSA set out in rule 3.1”

“Rules” means these rules, and includes the Schedule to these Rules”

“Special resolution” means a motion carried by a two-third majority of the total number of votes exercised by those Members entitled to vote, whether exercised in person, by postal/email vote, or by proxy (except as otherwise expressly provided).

“Total number of votes exercisable” means the total possible number of votes that could be cast in respect of the motion if all voting Members were present at the General Meeting and voting on the motion in question (but does not include any casting votes of the Chairperson, where applicable).

“Total number of votes exercised” means the total votes that are cast either for or against a motion (including any casting vote of the Chairperson, where applicable).

“Voting Member” means all Full Members, and any Associate Member that the National Executive has granted voting rights to.”

### **3. Objects and Powers**

#### **3.1 Objects**

The aims and objects of the New Zealand Union of Students’ Associations are to:

- a. Ensure tertiary students are well represented and supported across the tertiary sector by NZUSA and local students’ organisations, who are influential, visible, principled, well-resourced and informed.
- b. Encourage world-class learning and teaching practices.
- c. Promote outstanding student experiences and learning environments.
- d. Develop adequate levels of student support.
- e. Ensure there are no unfair barriers to education.
- f. Promote equitable access and support for achievement.
- g. Ensure students are valued members of an academic community that contributes to the creation and dissemination of knowledge.

#### **3.2 Vision**

NZUSA fights for a barrier free education for all.

#### **3.3 Te Tiriti o Waitangi**

NZUSA shall act consistently with Te Tiriti o Waitangi.

#### **3.4 Powers of NZUSA**

- a. NZUSA has the widest possible powers to do all lawful things that it considers necessary in the pursuit of its Objects.
- b. NZUSA has the power to borrow or raise money by any means and upon such conditions as to security or otherwise as the General Meeting considers necessary.

#### **4. Recognition of Te Mana Ākonga**

NZUSA recognises Te Mana Ākonga as the autonomous and parallel representative organisation for Māori tertiary students.

#### **5. Recognition of Tertiary Women New Zealand**

NZUSA recognises Tertiary Women New Zealand as part of NZUSA and mandates them to take the lead on issues that affect women and gender and sexual minorities.

#### **6. Membership**

##### **6.1 Classes of Membership**

NZUSA has the following classes of membership:

- a. Full Membership
- b. Associate Membership
- c. Affiliate Membership
- d. Honorary Life Membership

##### **6.2 Full Membership**

A Full Member is a recognised body of students:

- a. That applies in writing to the President for Full Membership; and
- b. Whose membership is approved by the General Meeting; and
- c. That pays a membership fee.

##### **6.3 Associate Membership**

- a. An Associate Member is a recognised body of students:
  - i. That applies in writing to the President for Associate Membership; and
  - ii. Whose membership is approved by the National Executive; and
  - iii. That pays a membership fee, set by the National Executive.
  - iv. Whose membership must be renewed annually.
- b. The National Executive must, in consultation with all Full Members, maintain a policy outlining the criteria the National Executive will consider when approving Associate Membership.

##### **6.4 Affiliate Membership**

- a. An NZUSA Affiliate is an organisation that:
  - i. Represents a defined portion of students nationally.
  - ii. Has objects consistent with the Objects of NZUSA.
  - iii. Is recognised by a two-thirds majority vote of the National Executive.
- b. All Affiliates have the right to attend and speak at all NZUSA General Meetings. Affiliates also have the specific right to propose policy and actions on issues relevant to the students they represent, provided such policy and actions are consistent with the Objects of this Constitution.

6.5 Honorary Life Membership

The following are Honorary Life Members of NZUSA:

- a. All Presidents upon relinquishment of office as such, provided that such office is held for a full term.
- b. Provided they consent a motion at a General Meeting passed by the majority of the total number of exercisable votes can bestow life membership on any person.

6.6 Termination of Full membership by the Member.

- a. A Full Member may terminate its membership by giving 12 months' notice in writing to the President at the Registered Office or email, and discharging all financial obligations to NZUSA within that 12-month notice period.

6.7 Termination of membership by the General Meeting.

- a. A Member ceases to be a member of NZUSA if a motion to that effect is put forward at a General Meeting and carried by a unanimous vote of the total number of votes exercisable by Members at a General Meeting (other than the Member being voted on).

**7. NZUSA National Executive**

7.1 The governing body of NZUSA shall be the National Executive, whose members shall be:

- a. The NZUSA President
- b. All Member (Full and Associate) Association Presidents and President Elects or their nominees
- c. Up to two further people appointed by the National Executive
- d. The NZUSA President Elect
- e. The NZUSA Vice President

7.2 In addition to the persons set out at rule 7.1 above, the following people may attend and speak at Board meetings because of their representative or functionary nature:

- a. A representative from Te Mana Ākonga;
- b. A representative from Tertiary Women New Zealand.
- c. The NZUSA Executive Director

**8. NZUSA President and Vice President**

8.1 The Primary functions of the NZUSA President shall be:

- a. To attend and convene General Meetings, and meetings of the National Executive
- b. To be NZUSA's primary spokesperson
- c. To act as Chairperson at General Meetings and meetings of the National Executive, and appropriately direct such meetings
- d. To enhance NZUSA's profile and represent NZUSA's interests.

- 8.2 The President and Vice President are the officers of NZUSA and must be elected in accordance with these rules for a term of one year.
- 8.3 The President and Vice President's remuneration will be set in the representative remuneration policy and reviewed by the National Executive annually and ratified in the budget at the Annual General Meeting.
- 8.4 The Vice President shall support the President in undertaking their primary functions.

## **9. Proceedings of the National Executive**

### 9.1 National Executive meetings

- a. The National Executive shall meet at least six (6) times a year, at such time and place as the National Executive from time to time determines.
- b. Seven (7) working days' notice of a National Executive meeting shall be given to all National Executive members.
- c. The Chairperson of the National Executive shall be the President or their nominee who must also be a member of the National Executive."
- d. The Chairperson may at any time convene a meeting of the National Executive.
- e. The National Executive may regulate its own procedure, subject to the provisions of this Constitution.
- f. The quorum for a meeting of the National Executive shall be half of National Executive members. No business shall be transacted unless a quorum is present.

### 9.2 General Powers of the National Executive

The National Executive shall have the following general powers:

- a. To manage and control all property, real and personal, and the affairs of NZUSA, and to do all such acts and things as it thinks fit for the benefit or welfare of NZUSA.
- b. To take all steps and proceedings and do all acts and things it may consider necessary or advisable for carrying into effect the Objects.

### 9.3 Specific powers of the National Executive

The National Executive shall have the following specific powers:

- a. To appoint or employ staff, including an Executive Director.
- b. To instigate, conduct, defend, compound or abandon any legal proceedings by or against NZUSA.
- c. To make recommendations to the NZUSA Congress, including recommendations on NZUSA policy, annual levies, and the NZUSA annual budget.
- d. To control, invest and deal with any of the funds or moneys of NZUSA in such manner as the National Executive thinks fit but consistent with NZUSA's policies and budget, as set by the NZUSA Congress.
- e. To borrow or raise money and give security for payment of the same.

- f. To appoint National Executive members or such other persons as it deems necessary to form a sub-committee for such purpose as the National Executive in its discretion shall determine. Any committee, including any sub-committee, formed or appointed by the National Executive shall have such powers as the National Executive shall from time to time determine, and the National Executive may at any time revoke, alter or extend such powers.
- g. To establish any trust, the objects of which are consistent with NZUSA's goals and Objects.
- h. To establish criteria for categories of membership.
- i. To delegate any of its powers to any specified officer or employees of the NZUSA or National Executive sub-committee, except that the following powers cannot be delegated:
  - i. approving the terms of any deed
  - ii. Executing any deed of other document required to be executed under the Common Seal.

9.4. Common Seal

- a. The common seal of NZUSA shall be that approved by the National Executive.
- b. The Executive Director or the President shall be responsible for the safe custody of the common seal.
- c. The common seal shall only be used with the authority of the National Executive.
- d. Every document to which the common seal is affixed shall be signed by the President or the Executive Director.

**10. General Meetings**

10.1 An NZUSA Congress (Annual General Meeting) shall be held each calendar year at such time and place as determined by the National Executive.

10.2 The NZUSA Congress shall:

- a. Receive and consider the Annual Report of the National Executive.
- b. Receive and consider the audited or reviewed financial statements for the year.
- c. Elect the President and Vice President for the next calendar year in accordance with this Constitution.
- d. Consider any motions on policy put forward by the NZUSA National Executive, NZUSA workshops and Members.
- e. Set the annual levy for Full Members as recommended by the National Executive.
- f. Set the annual budget as recommended by the National Executive.
- g. Consider any other business as may be accepted by all the Members present at the NZUSA Congress.

10.3 A Special General Meeting will be held if:

- a. The National Executive determines to hold one.
  - b. At least one third of Members make a written request to the President to hold a Special General Meeting. Such written request must state the reason for requesting the Special General Meeting.
- 10.4 Notice of any General Meeting must be given to each member no later than thirty (30) days before the meeting, and such notice must specify the date, time and place for the General Meeting and, if a Special General Meeting, the reason for holding the meeting.
- 10.5 The quorum for a General Meeting is two-thirds of Full Members.
- 10.6 The NZUSA President shall be the Chairperson of the General Meeting unless a motion is carried otherwise or an active conflict is in place
- 10.7 Subject to this Constitution, a General Meeting may regulate its own procedure.

## 11. Postal/Email Voting

- 11.1 Any motion that may be carried at a General Meeting (including NZUSA Congress) may be carried by postal/email vote.
- 11.2 A Member may send the text of a motion, along with the name of the seconder, to the NZUSA President. The NZUSA President shall then send a copy of the motion to all Members. Notice shall be deemed to take effect from the date on which the notice is sent.
- 11.3 Members shall have seven (7) days after the effective date of the notice to advise, by post or email, the NZUSA President how they vote on the motion. If no vote is received from a Member by 5 pm on the seventh day, that Member is deemed to have abstained from voting.
- 11.4 A motion carried by postal/email vote shall be reported to the next General Meeting, and must be recorded in the minutes of that meeting.

## 12 Voting

The following voting allocations apply to votes at General Meetings, postal/email ballots (rule 10), and elections (rule 15).

### 12.1 Full Members

The voting rights for each Full Member shall be based on the number of Equivalent Full Time Students ('**EFTS**') who attended the tertiary institution that the Full Member is associated within the calendar year that is two years prior to the calendar year that the vote takes place.

Full Members shall have the following votes:

<b>EFTS</b>	<b>Votes</b>
0 – 9999	3
10,000 - 19999	4
20,000 – 30,000	5
30,000+	6

## 12.2 Associate Members

- a. This Constitution seeks to recognise that there are a number of reasons why an incorporated body of students may seek Associate Membership rather than Full Membership. In principle, voting allocations should be based on the number of students a Member represents, as well as the financial and other contributions that the Member makes to NZUSA (taking into account the ability or means of the Member to make a contribution to NZUSA).
- b. Associate Member voting allocations will be set by the National Executive, provided that no Associate Member will be allocated more votes than they would be entitled to if they were a Full Member.
- c. The National Executive will, in consultation with all Full Members, maintain a policy that will govern its decisions relating to its power to allocate votes, consistent with the principles articulated in this document.

## 12.3 Proxy voting

- a. A Member may exercise the right to vote either by being present in person or by proxy. A proxy must be appointed by notice in writing, and such notice must state whether the appointment is for a particular meeting or a specified term.
- b. No proxy is effective in relation to a General Meeting unless a copy of the notice of appointment is given to the President at least 48 hours before the start of a General Meeting, and a further copy is produced before the start of the General Meeting.

## 12.4 Casting vote

The Chairperson shall have a casting vote at a General Meeting.

## 13. Policy

- 13.1 The NZUSA Congress will set NZUSA's policy on matters external to NZUSA. All policies of NZUSA must be consistent with the Objects.
- 13.2 The National Executive may propose a motion to a General Meeting setting, rescinding or amending NZUSA policy.
- 13.3 Affiliates have the specific power to propose motions to a General Meeting setting, rescinding or amending NZUSA policy.
- 13.4 Subject to rule 13.5, the Executive Director must receive notice of a proposed motion to set, rescind or amend policy no less than seven (7) days prior to the commencement date of the NZUSA Congress [or any other General Meeting]. Such notice must include the proposed policy or amended wording.
- 13.5 The Executive Director will:
  - a. Assess a motion to set, rescind or amend policy received by notice in accordance with rule 13.4 to ensure that the proposed policy change is consistent with the Objects of NZUSA and there is no reason that it should not be put forward for consideration by Members.
  - b. Subject to (a) above, send notice of the proposed motion to each Member seven (7) days prior to the commencement date of the NZUSA Congress.
- 13.6 A NZUSA workshop held at the NZUSA Congress has the specific power to propose motions to a General Meeting to set, rescind, or amend policy. In the event such a motion is proposed as a result of a workshop held at the NZUSA Congress, subject to

the Executive Director being satisfied that the proposed policy change is consistent with the Objects of NZUSA and there is no reason that it should not be put forward for consideration by Members, the motion shall be put forward for voting on at the next General Meeting, or by postal/email vote for that purpose.

- 13.7 Subject to rule 13.8, NZUSA policy may only be set, rescinded or amended if a motion to do so is carried by Special Resolution.
- 13.8 If the required notice of a proposed motion to set, rescind or amend policy has not been given, the motion may only be carried by unanimity of the total number of votes exercisable by Members.

#### **14. Finance and Levies**

##### **14.1 Funds and Property of NZUSA**

The funds, income and property of NZUSA must be applied towards the promotion and achievement of the Objects of NZUSA.

##### **14.2 Annual Accounts**

- a. The Annual Accounts for the immediate past financial year must be presented to the Annual General Meeting by the President.
- b. The Annual Accounts must be audited or reviewed by NZUSA's auditor or reviewer, who must be a chartered accountant.

##### **14.3 Budget and Levies**

- a. The National Executive shall recommend to the NZUSA Congress the budget and levies for the following year.
- b. The NZUSA Congress shall set an annual levy on each Full Member. A motion to set annual levies recommended by the National Executive may only be carried by Special Resolution.
- c. The NZUSA Congress shall set an annual budget for the following financial year. A motion to set an annual budget recommended by the National Executive may only be carried by Special Resolution.

#### **15. Alterations of the Constitution**

##### **15.1 The Constitution may be altered:**

- a. If notice of a motion to alter the Constitution is sent to the President thirty (30) days before a General Meeting, and the motion is carried by a two-third majority of the total number of votes exercisable by Members at the General Meeting.
- b. By unanimous vote of the total number of votes exercisable by Members at a General Meeting.

##### **15.2 Before a motion can be confirmed the President needs to produce a letter from a solicitor to certify the proposed amendment is consistent with these rules.**

## 16. Elections

### 16.1. Election of the NZUSA President and Vice President

- a. The Election of the President and Vice President must be held each year by ballot at the Annual General Meeting of NZUSA.
- b. At least sixty (60) days prior to the date of the proposed election, the National Executive shall appoint a returning officer who will be responsible for the conduct of the election ('Returning Officer'). The Returning Officer may not be a candidate in the election.
- c. The Returning Officer may generally do all things he or she considers necessary, expedient or advisable for the proper conduct of the election (including as to the application process), consistent with these rules.
- d. The Returning Officer shall give at least thirty (30) days' notice of an election to each Member, and call for nominations. The Returning Officer shall advise the time, date and place for close of nominations.
- e. Any person may stand for the position of NZUSA President or Vice President. The Returning Officer shall inform all Members of the names of all the candidates at least seven (7) days before the election.
- f. A candidate for President may only be elected if he or she receives a two-third majority of the total number of votes exercised by Members present at a General Meeting.
- g. A candidate for Vice President may only be elected if they receive a simple majority of the total number of votes exercised by Members present at a General Meeting.
- h. Proxy voting shall not be allowed.
- i. If no candidate is elected, there may be a second ballot. If no candidate is elected on the second ballot, there may be a third ballot. If no candidate is elected on a third ballot then that election shall be terminated and a fresh election must be held and nominations must be reopened.
- j. Any Member may complain in writing to the NZUSA National Executive about any of the decisions of the Returning Officer.
- k. On receipt of a complaint, the National Executive must appoint three disinterested people to enquire into and investigate the causes of the complaint. The three appointed persons shall act as arbitrators. The decision of the arbitrators must be final and there shall be no appeal from their decision.

### 16.2 Dismissal of the NZUSA President and/or Vice President by vote of No-Confidence

- a. The NZUSA President and/or Vice President may be dismissed following a vote of no-confidence passed at a General Meeting. A motion of no-confidence may only be passed if it receives a two-third majority of the total number of votes exercised by Members present at a General Meeting.

## **17. Winding Up**

- 17.1 In the event of the winding up or dissolution of NZUSA, not less than thirty (30) days' notice must be given to the Members of any Motion resolving NZUSA be wound up, and any such Ordinary Resolution when carried by a General Meeting must be confirmed (again by Ordinary Resolution) at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the Ordinary Resolution to be confirmed was carried.
- 17.2 In the event of the winding up or dissolution of NZUSA, all property both real and personal must after payment of all costs, debts and liabilities vest in trustees to be appointed by the General Meeting. The trustees will hold such property on trust pending transfer to any association having objects comparable to the Objects of NZUSA. The trustees must be specified before the winding up or dissolution takes effect.