

TE TIRA AHU PAE INCORPORATED

Constitution

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NOTE: Sections of the Incorporated Societies Act 2022 potentially relevant to Rules in this Constitution are identified in footnotes within the Constitution, but those footnotes do not form part of this Constitution.

Constitution of Te Tira Ahu Pae Incorporated

1.0 THE SOCIETY – *Te Tira Ahu Pae*

Name of the Society, its Purposes

1.1 The name of the society is Te Tira Ahu Pae Incorporated.¹

1.2 *TE TIRA AHU PAE* represents Massey students enrolled at any tertiary campus or enrolled in distance study at Massey University, and the primary purposes² of *TE TIRA AHU PAE* are to:

- (a) **Uphold**, honour and acknowledge the Wairua of Te Tiriti o Waitangi in all its activities, and, specifically, the provisions:
 - (i) Kāwanatanga,
 - (ii) Tino Rangatiratanga,
 - (iii) Nga tikanga katoa rite tahi, and
 - (iv) Taonga,
 - (b) **Equity**: To advocate for equity for disadvantaged individuals and community groups, and support students by ensuring equitable access to education support,
 - (c) **Democracy**: To build a democratic union organisation capable of achieving the purposes of *TE TIRA AHU PAE* and encourage full and active participation of its *Members* in *TE TIRA AHU PAE*,
 - (d) **Services**: To provide quality and cost-effective services that are equitable to *Members*,
 - (e) **Advocacy**: To advocate for a barrier-free education including but not limited to financial, welfare-related, and academic barriers, and to advocate for quality educational services and experiences to the tertiary institutions associated with the Massey University student associations referred to in Rule 9.1(a)(i),
 - (f) **Representation**: Advance the interests of *Members* collectively and individually at a local and national level, and to uphold Tino Rangatiratanga for General/Distance, Māori, and Pasifika *Student Representatives*, and
 - (h) **Generally**: Do anything that *TE TIRA AHU PAE* considers will advance these purposes, **but** none of the stated primary purposes is any more or less important because of the order in which they are stated.
- 1.3 *TE TIRA AHU PAE* is to be incorporated under the Incorporated Societies Act 2022 and registered as a charitable entity under the Charities Act 2005.

Interpretation of this Constitution and *TE TIRA AHU PAE* Powers

¹ See sections 26(1)(a), 11, 37, and 117-122, Incorporated Societies Act 2022.

² See sections 26(1)(b), 8(1), and 12 Incorporated Societies Act 2022.

- 1.4 In this Constitution, unless the context otherwise requires, the words and phrases in Rule 7.1 shall have the meanings defined in that Rule and otherwise be interpreted having regard to Rule 7.2.
- 1.5 To advance its purposes *TE TIRA AHU PAE* may exercise any of the powers conferred by the *Statute*³ and in accordance with Section 8.0 of this Constitution.

2.0 MEMBERSHIP

Membership

- 2.1 *TE TIRA AHU PAE* shall maintain the minimum number of *Members* required by the *Statute*.⁴
- 2.2 Section 9.0 of this Constitution sets out the classes of *TE TIRA AHU PAE* membership, the method by which *Members* are admitted or re-admitted to different classes of membership,⁵ membership obligations and rights,⁶ and the maintenance of a *Membership Register*.⁷

Disputes, Complaints and Discipline

- 2.3 All *disputes* (including *complaints* and disciplinary action against *Members*) shall be dealt with in accordance with the *Statute*⁸ and the procedures set out in Section 13.0 of this Constitution, **BUT** *TE TIRA AHU PAE* is not concerned with *Members'* conduct outside of or away from *TE TIRA AHU PAE* activities, unless there is some identifiable connection with *TE TIRA AHU PAE*, or the reputation of *TE TIRA AHU PAE* may be affected, or both.

3.0 GENERAL MEETINGS

Annual General Meetings⁹

- 3.1 The Annual *General Meeting* (which only *Entitled Members* and *Life Members* are entitled to attend) shall be held no later than the last day of Massey University's first semester in each year (and not later than 6 months after the balance date under Rule 4.3) on a date, at a time and at venue/s fixed by the *Board* (see also Section 10.0).

Special General Meetings¹⁰

- 3.2 Special *General Meetings* which only *Entitled Members* and *Life Members* are entitled to attend (and see also Section 10.0) shall be called by:
- (a) The *Board*, or

3 See sections 18-20, Incorporated Societies Act 2022.

4 See sections 10 and 74 Incorporated Societies Act 2022.

5 See sections 26(1)(k) and 74 Incorporated Societies Act 2022.

6 See section 78, Incorporated Societies Act 2022.

7 See section 79, Incorporated Societies Act 2022.

8 See sections 26(1)(j), 38-44 and Schedule 2, Incorporated Societies Act 2022.

9 See sections 26(1)(k) and 84, Incorporated Societies Act 2022.

10 See section 26(1)(k), Incorporated Societies Act 2022.

- (b) Within 21 *clear days* of written requisition received by the *Manager* signed by not less than 50 *Entitled Members* and such requisition must specify the business to be considered by the *Special General Meeting*.

Calling and procedure at General Meetings

- 3.3** Other procedures for the calling, giving of notice for, procedure at and voting at General Meetings are set out in Section 10.0.

Procedure for General Meetings in uncommon or emergency situations¹¹

- 3.4** Notwithstanding any other provisions in this Constitution, where an uncommon or emergency situation brought about by bad weather, a natural disaster, a pandemic, or alike, prevents a *General Meeting* from being held as and where notified to *Members*, the *Board* may authorise the holding of the *General Meeting* at the notified venue or some other venue or venues and at two or more venues using any audio, audio and visual, or electronic communication technology¹² that gives each *Member* attending in person, remotely or by proxy, a reasonable opportunity to participate, and the *Board* may also reduce the required quorum under Rule 10.12 in such circumstances.

Resolution in lieu of General Meeting¹³

- 3.5** If the *Board* resolves that it is, for any reason, impracticable for a *TE TIRA AHU PAE* decision to be made by *TE TIRA AHU PAE Members* at a *General Meeting* the *Board* shall have the power on behalf of *TE TIRA AHU PAE* members to approve a resolution in lieu of a *General Meeting* by following the procedures set out in sections 89-92 of the Incorporated Societies Act 2022.

4.0 BOARD AND OFFICERS

***Board*¹⁴**

- 4.1** *TE TIRA AHU PAE* shall have a *Board* comprising of *Board Members* appointed pursuant to Rule 11.3 and/or co-opted under Rule 11.4 which shall be the governing body of *TE TIRA AHU PAE* and shall hold office under Rule 11.5, and that *Board* shall govern *TE TIRA AHU PAE* for the calendar year following election or appointment and shall have the powers set out in Section 12.0.

Registered Office¹⁵

- 4.2** The Registered Office of *TE TIRA AHU PAE* shall be at such place in New Zealand as the *Board* from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the *Statute*.

11 See sections 26(1)(k) and 87, Incorporated Societies Act 2022.

12 See section 87, Incorporated Societies Act 2022

13 See sections 89-92, Incorporated Societies Act 2022.

14 See sections 45-73, Incorporated Societies Act 2022.

15 See sections 110-111, Incorporated Societies Act 2022.

Financial year¹⁶

- 4.3** *TE TIRA AHU PAE's financial year* shall commence on 1 January of each year and end on 31 December in the same year (the latter date being *TE TIRA AHU PAE's* balance date).

Execution of Documents¹⁷

- 4.4** *TE TIRA AHU PAE* shall have a Common Seal which shall be retained by the *Manager*.
- 4.5** Unless entered into by a delegate authorised under Rule 12.3(d) in the ordinary course of *TE TIRA AHU PAE's* business, documents shall be executed for *TE TIRA AHU PAE* pursuant to a resolution of the *Board*:
- (a)** By affixing the Common Seal witnessed by the *Chairperson* and counter-signed by some other *Board Member*, or witnessed by two *Board Members*, but
 - (b)** Where the document is not required by law to be executed under Common Seal, by the *Chairperson* or Deputy Chairperson and some other *Board Member* signing on behalf of *TE TIRA AHU PAE*, and
- all such signatories must be at least 18 years of age.

5.0 AMENDMENT OF THIS CONSTITUTION¹⁸

- 5.1** This Constitution may be amended or replaced in accordance with Rules 10.19-10.23.

6.0 WINDING-UP¹⁹

- 6.1** *TE TIRA AHU PAE* may be wound-up in accordance with Rules 14.1-14.5.

7.0 DEFINITIONS OF WORDS AND PHRASES IN THIS CONSTITUTION – Rule 1.4

- 7.1** In this Constitution, unless the context otherwise requires, the following words and phrases have the following meanings:
- (a)** "*Associated Person*" means a person who is a spouse, partner, parent, child, close personal friend, business associate (partner, director, officer, board member, or trustee of a person), employer or employee of a *Member*.
 - (b)** "*Board*" means *TE TIRA AHU PAE's* governing body referred to in Rules 4.1 and 12.2.
 - (c)** "*Board Member*" includes *TE TIRA AHU PAE's* *Chairperson*, *Treasurer*, and other *Board Members* appointed under Rule 11.2, co-opted under Rule 11.5, or appointed under Rule 11.7.
 - (d)** "*Chairperson*" means the person appointed to that position pursuant to Rule 11.2(a)(i).

16 See sections 99-108, Incorporated Societies Act 2022.

17 See sections 123-124 Incorporated Societies Act 2022.

18 See sections 30-37, Incorporated Societies Act 2022, and in respect of minor or technical amendments sections 31-36.

19 See section 208, Incorporated Societies Act 2022.

- (e) "*clear days*" means complete days excluding the first and last-named days (for instance, excluding the date a notice of meeting is posted or transmitted to *Members* and the date of the meeting).
- (f) "*complaint*"²⁰ means an allegation that the conduct or discipline of any *Member(s)* has/have fallen short of expected standards of conduct for *TE TIRA AHU PAE Members*, and the complaint may allege:
 - (i) A breach or failure to observe a specific *TE TIRA AHU PAE* Rule, Code of Conduct, bylaw or policy, or provision in the *Statute*, and/or
 - (ii) Other misconduct likely to cause distress, embarrassment or concern to other *Members* or *Members* of the public or tend to damage the reputation of *TE TIRA AHU PAE*.
- (g) "*Conflict of Interest*"²¹ A *Board Member* has a *Conflict of Interest* in a matter if the *Board Member*.
 - (i) May obtain a financial benefit from the matter, or
 - (ii) Is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter, or
 - (iii) May have a financial interest in a person to whom the matter relates, or
 - (iv) Is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates, or
 - (v) Is interested in the matter because this Constitution so provides.
 However, a *Board Member* is not interested, or does not have a conflict of interest in a matter—
 - a. Merely because the *Board Member* receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Incorporated Societies Act 2022, or
 - b. If the *Board Member's* interest is the same or substantially the same as the benefit or interest of all or most other *Members* of *TE TIRA AHU PAE* due to the membership of those *Members*, or
 - c. If the *Board Member's* interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the *Board Member* in carrying out the *Board Member's* responsibilities under the Incorporated Societies Act 2022 or this Constitution, or
 - d. If the *Board Member's* interest is of a kind that is specified in this Constitution for the purposes of this Rule.

20 See sections 19 and 38-44, Incorporated Societies Act 2022.

21 See section 62, Incorporated Societies Act 2022.

- (h) "*Conflicts of Interests Register*"²² means the Register of *Conflicts of Interests* made by *Board Members* and kept and maintained by the *Board* and which is available for inspection by *Entitled Members* and *Board Members* at any reasonable time, referred to in Rule 11.11(e),
- (i) "*Contact details*" means the physical or electronic addresses and telephone number(s) of a *Member* or *Board Member*,
- (j) "*Contact Person*"²³ means the member of the *Board* or the *Manager* whom the Registrar of Incorporated Societies can contact when needed, and who must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the *Statute* or under Rule 11.3(b) from holding that office, and any change in that *Contact Person* or that person's name or *contact details*²⁴ shall be advised to the Registrar of Incorporated Societies within 25 *clear days* after that change occurs or after *TE TIRA AHU PAE* became aware of the change.
- (k) "*dispute*"²⁵ means a *complaint* or a disagreement, conflict or a formal concern raised by a *Member* relating to the *Member's* rights and interests as a *Member* which the *Member* considers is affecting the *Member* in a significant (not trivial or incidental) way, and the effect on the *Member* or other affected *Members* may not necessarily include financial losses or costs to the *Members*, but a *Member* raising a *dispute* should be able to point to a significant negative effect on that *Member*, or on other *Members* in similar circumstances, or on all *Members*.
- (l) "*Entitled Member*" means a *Member* entitled to exercise membership rights under Rule 9.6(b).
- (m) "*Executive*" means body representing Massey University students referred to in Rule 11.1.
- (n) "*financial year*" means the financial year of *TE TIRA AHU PAE* under Rule 4.3.
- (o) "*General Meeting*" means either an Annual *General Meeting* or a Special *General Meeting* of *TE TIRA AHU PAE*.
- (p) "*General Member*" is a *Member* admitted as such pursuant to Rule 9.1(a),
- (q) "*Honorary Member*" is a *Member* recognised as such pursuant to Rule 9.1(c),
- (r) "*Life Member*" is a *Member* recognised as such pursuant to Rule 9.1(d).
- (s) "*Manager*" is the person appointed to hold that position as referred to in Rule 11.10.
- (t) "*Member*" is a *Member* holding such membership²⁶ under Rules 9.1 and 9.2, or a *Life Member*.
- (u) "*Membership Register*"²⁷ is the register of *Members* kept under Rule 9.4(a).
- (v) "*TE TIRA AHU PAE*" is the society referred to in Rule 1.1.
- (w) "*Patron*" or "*Kaumatuā*" is a person appointed to either position under Rule 10.1(m) because that person supports *TE TIRA AHU PAE's* purposes in some significant way.

22 See section 73, Incorporated Societies Act 2022.

23 See sections 112-116, Incorporated Societies Act 2022.

24 See sections 5(2) and 116(1)(b), Incorporated Societies Act 2022.

25 See sections 38-44, Incorporated Societies Act 2022.

26 See sections 74-76, Incorporated Societies Act 2022.

27 See section 79, Incorporated Societies Act 2022.

- (x) "*Statute*" means the Incorporated Societies Act 2022 or any Act of Parliament which replaces it, including amendments to it from time to time, and where required includes Regulations or Orders in Council made under the *Statute*.
- (y) "*Student Representative*" means an individual defined in Rule 10.1(a),
- (z) "*Supporting Member*" is a group, club, or society (incorporated or unincorporated) admitted to such membership under Rule 9.1(b).
- (aa) "*Treasurer*" is the person appointed to hold that position pursuant to Rule 11.4,²⁸ and the *Manager* shall consult with and report to the *Treasurer* as and when may be specified in the *Manager's* contract with *TE TIRA AHU PAE*,
- (bb) "*working day*" means any day of the week other than a Saturday, Sunday, or national statutory holiday.
- (cc) "*written notice*" means communication by post, courier, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

7.2 In this Constitution, unless the context otherwise requires:

- (a) Any word or phrase identifying a person extends to and includes the executors, administrators, successors, and assignees of that person,
- (b) The singular number includes the plural and vice versa and words indicating one gender include the other genders,
- (c) Reference to any Act extends to and includes any statutory or other modification or re-enactment thereof and any other like provision for the time being in force in New Zealand, and
- (d) The heading of a Rule in this Constitution will not affect the interpretation given to it.

8.0 *TE TIRA AHU PAE'S* PURPOSES²⁹ AND POWERS³⁰

8.1 *TE TIRA AHU PAE* must not operate for the purpose of, or with the effect of:

- (a) Any *Member* of *TE TIRA AHU PAE* or any *Associated Person* deriving any personal financial gain from membership of *TE TIRA AHU PAE*, other than as may be permitted by law (such as by payment of an honorarium or pursuant to any contract), or
- (b) Returning all or part of any surplus generated by *TE TIRA AHU PAE's* operations to *Members*, in money or in kind, or
- (c) Conferring any kind of ownership in *TE TIRA AHU PAE's* assets on *Members*, but *TE TIRA AHU PAE* would not operate for the financial gain of *Members* in breach of the *Statute* simply if *TE TIRA AHU PAE*:
 - (i) Engages in trade,

28 See sections 99-109, Incorporated Societies Act 2022.

29 See section 8(1), Incorporated Societies Act 2022.

30 See sections 18 and 28, Incorporated Societies Act 2022.

- (ii) Reimburses a *Member* or *Associated Person* for reasonable expenses legitimately incurred on behalf of *TE TIRA AHU PAE* or while pursuing *TE TIRA AHU PAE's* purposes,
- (iii) Provides benefits to members of the public or of a class of the public and those persons include *Members* or their families,
- (iv) Pays a *Member* or *Associated Person* a salary or wages or other payments for services to *TE TIRA AHU PAE* on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests, or are terms less favourable to the *Member* than those terms), or
- (v) Provides a *Member* or *Associated Person* with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of *TE TIRA AHU PAE*.

8.2 Nothing in this Constitution authorises *TE TIRA AHU PAE* to do anything which contravenes or is inconsistent with the *Statute*, any Regulations made under the *Statute*, or any other legislation.

8.3 Despite Rule 1.2 *TE TIRA AHU PAE* shall not be required to advance all of its primary purposes all of the time.

8.4 Subject to Rule 1.2 and Rules 8.1-8.2, *TE TIRA AHU PAE* and the *Board* shall have power:

- (a) To represent and promote the interests of *Members* of *TE TIRA AHU PAE*,
- (b) To make, alter, police and enforce *TE TIRA AHU PAE's* bylaws and policies to advance or achieve any of its purposes,
- (c) To establish a Code of Conduct bylaw applicable to *Members*, and
- (d) To do any act or thing related or contributing to advancing or attaining any of the above purposes.

8.5 Subject to Rule 1.2 and Rules 8.1-8.2, in addition to its statutory powers, *TE TIRA AHU PAE*:

- (a) May use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate,
- (b) May purchase and lease property and invest in any investment in which a trustee may lawfully invest under sections 58-59 of the Trusts Act 2019, and
- (c) Shall have power to borrow or raise money by debenture, bonds, mortgage, and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a *General Meeting* of which proposed resolution at least ten *clear days' written notice* was given to all *Entitled Members* in accordance with Rules 10.6 and 10.7.

- 8.6** No *Member* or any *Associated Person* shall participate in or materially influence any decision made by *TE TIRA AHU PAE* relating to:
- (a) A payment to or on behalf of that particular *Member* or *Associated Person*, or
 - (b) The conferring of any income, benefit or advantage whatsoever on that particular *Member* or *Associated Person*.
- 8.7** Despite any other provision in this Constitution, *Board Members*, and the *Board's* sub-Board members:
- (a) May be offered such honoraria as may be approved by resolution of a *General Meeting*, and
 - (b) Shall be entitled to be reimbursed by *TE TIRA AHU PAE* for any reasonable actual expenses incurred by them on behalf of *TE TIRA AHU PAE* as approved by resolution of the *Board*.
- 8.8** *TE TIRA AHU PAE* may, subject to the provisions of the *Statute*, indemnify *Members* and employees who act in good faith in seeking to advance *TE TIRA AHU PAE's* activities, and to take insurance for the purposes of that indemnity, but no such indemnity or insurance shall be provided where a *Member* or employee is criminally liable for the actions or inaction in respect of which indemnity or insurance benefits are sought.

9.0 MEMBERSHIP OF *TE TIRA AHU PAE*³¹

- 9.1** The classes of membership and the method by which *Members* are admitted to different classes of membership are as follows:
- (a) **General Member** A *General Member* is a currently enrolled student of any of the colleges, institutes, departments, and centres of Massey University and is:
 - (i) An individual who signs the application to incorporate *TE TIRA AHU PAE*, or
 - (ii) An individual who signs an application to become a *Member* and is admitted as a *General Member* under Rule 9.2, and
 - (iii) An individual that is an elected or appointed *Student Representative* on the *Executive*, But the term "*General Member*" does not include an individual, group, club, or society who or which is a *Supporting*, *Life* or *Honorary Member*.
 - (b) **Supporting Member** A *Supporting Member* is a group, club, or society (incorporated or unincorporated) admitted to membership under Rule 9.2 and who or which has not ceased to be a *Supporting Member* under any other provision in this Constitution. A *Supporting Member* has such rights or privileges as are established by a policy made or amended by the *Board* from time to time.
 - © **Honorary Member** An *Honorary Member* is an individual honoured for services to *TE TIRA AHU PAE* or in an associated field, elected as an *Honorary Member* by resolution of a *General Meeting* passed by a two-thirds majority of those *Entitled Members* present and voting. An *Honorary Member* has no membership rights, privileges or duties.

31 See sections 74-83, Incorporated Societies Act 2022.

- (d) **Life Member** The following are *Life Members* of *TE TIRA AHU PAE*:
- (i) A person who before the incorporation of *TE TIRA AHU PAE* was a life member of any of the organisations referred to in Rule 9.1(a), and
 - (ii) A person who is honoured for highly valued services to *TE TIRA AHU PAE* elected as a *Life Member* by resolution of a *General Meeting* passed by a two-thirds majority of those *Entitled Members* present and voting.

A *Life Member* shall have all the rights and privileges of a financial *Member* (other than moving or seconding motions or voting at *General Meetings*), and shall be subject to all the duties of a *Member* except those of paying subscriptions and levies.

9.2 Admission of *Members*:³²

- (a) Every individual or organisation admitted into membership as a *General Member*, *Supporting Member*, *Honorary Member* or *Life Member* must expressly consent in writing to becoming a member of the *Society*, and:
 - (i) An applicant for membership as a *Member* shall complete and sign any application form (including consent to become a *Member*) provided by the *Board*, and
 - (ii) Supply such information as may be required by the *Board*
- (b) Membership applications shall be considered by the *Board* which may interview an applicant or representative/s of an organisation or partnership applicant.
- (c) The *Board* shall have discretion whether or not to admit a membership applicant and shall advise the applicant of its decision (but shall not be required to provide reasons for that decision), and a successful applicant shall immediately pay the annual subscription or such proportion of it as may be specified by the *Board*, and the written consent completed in accordance with Rule 9.2(a) shall be retained with the *Society's* membership records.
- (d) Until admitted to membership by the *Board*, no-one is entitled to claim the benefits of *Society* membership.
- (e) *Members* shall have the following rights and privileges:
 - (i) To be represented by the *Executive* or *Board* on various boards and sub-boards of the Massey University as well as nationally, and
 - (ii) Use of any *TE TIRA AHU PAE* facilities, under conditions laid down by the *Board*.

9.3 Readmission of former *Members*:³³

- (a) Subject to Rule 9.3(b), any former *Member* may apply for re-admission in the manner prescribed in Rule 9.2 and may be re-admitted only by resolution of the *Board*.
- (b) If a former *Member's* membership was terminated pursuant to the processes under Section 13.0 of this Constitution the applicant may be re-admitted only by resolution of a *General Meeting* on the recommendation of the *Board*.

³² See section 76, Incorporated Societies Act 2022.

³³ See section 76, Incorporated Societies Act 2022.

Membership Register³⁴

9.4 The *Manager* shall:

- (a) Keep an up-to-date *Membership Register of Members* (including *Life, Honorary* and *Supporting Members*) recording their names, postal and email addresses, phone numbers, occupations, the dates each *Member* became a *Member*, together with the *Member's* written consent to become a *Member* under Rule 9.2(a), and whether or not the *Member* is financial in terms of Rule 9.12,
- (b) On reasonable notice and at reasonable times:
 - (i) Make available for inspection by *Entitled Members* copies of this Constitution and of any *TE TIRA AHU PAE* bylaws or policies, and copies shall be provided (at a reasonable cost) to any *Entitled Member* on request,
 - (ii) Permit *Board Members* and *Entitled Members* to inspect the *Membership Register*,
 - (iii) Permit *Board Members* and *Entitled Members* to inspect the *Conflicts of Interests Register*, and
 - (iv) Provide *Entitled Members* with access to the financial statements presented to the last Annual *General Meeting* and the minutes of previous *General Meetings*, and
- (c) Be *TE TIRA AHU PAE's* privacy officer for the purposes of the Privacy Act 2020.

9.5 Every *Member* (including *Life, Honorary* and *Supporting Members*) shall advise the *Manager* of any change of name, postal and email address, phone number, or occupation, and if any *Member* fails to do so or provides incorrect information that *Member* shall have no ground of complaint if as a result the *Member* fails to receive any notice from *TE TIRA AHU PAE*.

9.6 Membership obligations and rights:³⁵

- (a) Every *Member*, including *Board Members*, shall be:
 - (i) Entitled to inspect and be provided with an electronic copy of this Constitution,
 - (ii) Deemed to have notice of and be bound by the provisions of this Constitution (as amended from time to time), and
 - (iii) Shall promote the interests and purposes of *TE TIRA AHU PAE* and shall do nothing to bring *TE TIRA AHU PAE* into disrepute.
- (b) An *Entitled Member* is entitled to exercise the rights of membership including attending and voting at *General Meetings*, and (subject to such conditions and restrictions as may be imposed by the *Board*) accessing or using *TE TIRA AHU PAE's* premises, facilities, equipment and other property.
- (c) Membership does not confer on any *Member* any right, title, or interest (legal or equitable) to or in the property of *TE TIRA AHU PAE*.
- (d) No *Member* is liable for an obligation of *TE TIRA AHU PAE* by reason only of being a *Member*.

34 See section 79, Incorporated Societies Act 2022.

35 See sections 22-24, 77 and 78, Incorporated Societies Act 2022.

- 9.7** Other than as permitted under Rule 9.4(b), or by resolution of the *Board*, a *Member* is not entitled to inspect or copy the minutes of *Board* or *Board* sub-Board meetings or *TE TIRA AHU PAE*'s records, but is entitled, subject to the provisions of the *Statute*, to access information *TE TIRA AHU PAE* holds about that *Member* (but not about other *Members*).
- 9.8** *TE TIRA AHU PAE* shall be entitled to collect and record information about *Members* for *TE TIRA AHU PAE*'s purposes, including information in the *Membership Register* and in the agendas and minutes of *Board* meetings and *General Meetings*.
- 9.9** The *Board* may decide whether and how *Members* may access or use premises, facilities, equipment, or other property owned, occupied, or otherwise used by *TE TIRA AHU PAE*, including any conditions of and fees for such access or use.

Subscriptions and levies³⁶

- 9.10** The annual subscription and any other fees for different classes of membership for the then current *financial year* shall be set by resolution of the *Board*.
- 9.11** The *Board* or a *General Meeting* may by resolution impose a levy on *Members* in different classes of membership (except *Life* and *Honorary Members*) in any *financial year*.
- 9.12** Any *Member* failing to pay the annual subscription and any other fees for different classes of membership or any levy within one calendar month of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any *TE TIRA AHU PAE* activity or any *General Meeting* or to access or use *TE TIRA AHU PAE*'s premises, facilities, equipment, and other property until all the arrears are paid. If such arrears are not paid within six months of the due date for payment of the levy the *Board* may terminate the *Member's* membership (without being required to give prior notice to that *Member*).

Cessation of Membership³⁷

- 9.13** A *Member* ceases to be a *Member*.
- (a) On death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
 - (b) By resignation from that *Member's* class of membership by *written notice* to the *Manager*, but any such resignation shall not take effect until three months after receipt of the notice of resignation, or
 - (c) Pursuant to the provisions of Rule 9.12, or

36 See section 78, Incorporated Societies Act 2022

37 See section 26(1)(d), Incorporated Societies Act 2022.

- (d) On termination of that *Member's* membership pursuant to the disciplinary processes under Rule 2.3 and Section 13.0, with effect from the death, resignation, liquidation or dissolution of the *Member*, or termination of membership under Rule 9.12, or on the date of receipt by the *Manager* or any subsequent date stated in the *written notice* of resignation, and Rule 9.15 shall apply.
- 9.14** The *Board* may declare that a *Member* is no longer a *Member* (from the date of that declaration or such date as may be specified) if that *Member* ceases to be qualified to be a *Member* or is declared bankrupt, makes a composition with creditors, enters the no asset procedure under the Insolvency Act 2006, or (if a body corporate) is wound up or placed in receivership or liquidation, and Rule 9.15 shall apply.
- 9.15** A *Member* who has resigned or whose membership is terminated under this Constitution:
- (a) Remains liable to pay all subscriptions, levies and other fees to the end of *TE TIRA AHU PAE's* next balance date under Rule 4.3, and any costs ordered to be paid in respect of any *dispute or complaint*,
 - (b) Shall cease to hold themselves out as a *Member of TE TIRA AHU PAE*, and
 - (c) Shall return to *TE TIRA AHU PAE* all material provided to *Members* by *TE TIRA AHU PAE* (including any membership certificate, badges, handbooks, and manuals),
 - (d) Shall cease to be entitled to any of the rights of a *TE TIRA AHU PAE Member*,
 - (e) Shall not be entitled to and shall have no claim to any *TE TIRA AHU PAE* property, and
 - (f) May later re-apply for membership in accordance with Rules 9.2 and 9.3 (in which event the reasons for the previous termination of membership may be taken into account in considering that application).

Member Access to Information held by *TE TIRA AHU PAE*³⁸

- 9.16** A *Member* may at any time make a written request to *TE TIRA AHU PAE* for information held by *TE TIRA AHU PAE*, and:
- (a) The request must specify the information sought in sufficient detail to enable the information to be identified, and
 - (b) *TE TIRA AHU PAE* must, within a reasonable time after receiving a request:
 - (i) Provide the information, or
 - (ii) Agree to provide the information within a specified period, or
 - (iii) Agree to provide the information within a specified period if the *Member* pays a reasonable charge to *TE TIRA AHU PAE* (which must be specified and explained) to meet the cost of providing the information, or
 - (iv) Refuse to provide the information, specifying the reasons for the refusal.
 - (c) Without limiting the reasons for which *TE TIRA AHU PAE* may refuse to provide the information, *TE TIRA AHU PAE* may refuse to provide the information if:

38 See sections 80-83, Incorporated Societies Act 2022.

- (i) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (ii) The disclosure of the information would, or would be likely to, prejudice the commercial position of *TE TIRA AHU PAE* or of any of its *Members*, or
 - (iii) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to *TE TIRA AHU PAE*, or
 - (iv) Withholding the information is necessary to maintain legal professional privilege, or
 - (v) The disclosure of the information would, or would be likely to, breach an enactment, or
 - (vi) The burden to *TE TIRA AHU PAE* in responding to the request is substantially disproportionate to any benefit that the *Member* (or any other person) will or may receive from the disclosure of the information, or
 - (vii) The request for the information is frivolous or vexatious.
- (d) If *TE TIRA AHU PAE* requires the *Member* to pay a charge for the information, the *Member* may withdraw the request, and must be treated as having done so unless, within 10 *working days* after receiving notification of the charge, the *Member* informs *TE TIRA AHU PAE*.
- (i) That the *Member* will pay the charge, or
 - (ii) That the *Member* considers the charge to be unreasonable.
- (e) Nothing in this Rule limits Information Privacy Principle 6 under the Privacy Act 1993.

10.0 GENERAL MEETINGS³⁹

10.1 The agenda and business of the Annual *General Meeting* shall include:

- (a) Call to order,
- (b) Apologies,
- (c) Confirmation of unconfirmed Minutes of previous *General Meeting(s)*,
- (d) Matters arising from the Minutes of previous *General Meetings*,
- (e) Annual Report of the *Board* on the affairs of *TE TIRA AHU PAE* for the most recent *financial year*,
- (f) Financial statements of *TE TIRA AHU PAE* for the most recent *financial year*,
- (g) Appointment of a member of the New Zealand Institute of Chartered Accountants who is not a *Member* to conduct an audit of the annual accounts of *TE TIRA AHU PAE* (see also Rule 11.17),
- (h) Notice of the disclosures, or types of disclosures, made by *Board Members* of interest in matters being considered by or affecting *TE TIRA AHU PAE* during the most recent *financial year* (including a brief summary of the matters, or types of matters, to which those disclosures relate), recorded in the *Conflicts of Interests Register* since the previous Annual *General Meeting* (see Rule 11.11I),

³⁹ See sections 84-93, Incorporated Societies Act 2022.

- (i) Motions of which notice has been given under Rule 10.2,
 - (j) Set the annual subscription and any other fees for different classes of membership for the then current *financial year* (see Rule 9.10),
 - (k) Appointment of a *Patron*, and/or *Kaumatua*,
 - (l) General business.
- 10.2** Any *Entitled Member* wishing to give notice of any motion for consideration at the Annual *General Meeting* shall forward *written notice* of the same to the *Manager* at least 21 *clear days* before the date of the Meeting. The *Board* may consider all such notices of motion and may notify *Entitled Members* of its recommendations in respect of such notices of motion at any time before the Annual *General Meeting* in accordance with Rule 10.7 or at the Annual *General Meeting*.
- 10.3** Special *General Meetings* (which only *Entitled Members* and *Life Members* are entitled to attend) shall be called by:
- (a) The *Board*, or
 - (b) Within 21 *clear days* of written requisition to the *Manager* signed by not less than a quarter of the *Entitled Members* and such requisition must specify the business to be considered by the Special *General Meeting*.
- 10.4** A Special *General Meeting* shall consider and deal only with the business:
- (a) If Rule 3.2(a) applies, as specified in the *Board's* resolution, or
 - (b) If Rule 3.2(b) applies, as specified in the written requisition calling the *General Meeting* plus any additional business specified by the *Board*.
- 10.5** If the *Board* fails to give notice to *Entitled Members* and *Life Members* of a Special *General Meeting* within 21 *clear days* of receipt of a written requisition under Rule 3.2(b), those requisitioning the Special *General Meeting* may convene it in accordance with the procedures set out in out in Rules 10.6(a) and 10.7.
- 10.6** At least 14 *clear days* before any *General Meeting* the *Manager* shall, in accordance with Rule 10.7 give notice:
- (a) Notifying all *Entitled Members* of the venue/s, date, time, and business to be conducted at the *General Meeting*, and
 - (b) In the case of Annual *General Meetings* sending all *Entitled Members* copies of the Annual Report, financial statements of the most recent *financial year*, and notice of any motions and the *Board's* recommendations in respect of any notices of motion.
- 10.7** Notices to *Members* may be given by post, email or posted on the website or through the noticeboards at the campuses of Massey University, and:

- (a) If sent by email or electronically shall be deemed to have been received the day it was sent,
- (b) If posted on noticeboards shall be deemed to have been received the day it was posted,
- (c) The failure for any reason of any *Member* to receive or read such notice or information or any other irregularity, error or omission in notices, agendas and papers for the *General Meeting* or omission to give notices within a timeframe or omission to give notice to all persons entitled to receive notice, and any other error in the organisation of the *General Meeting* shall not invalidate any *General Meeting* or its proceedings if:
 - (i) The person chairing the *General Meeting* (see Rule 10.13), in his or her discretion, determines that it is still appropriate for the *General Meeting* to proceed despite the irregularity, error, or omission, or
 - (ii) The *General Meeting* by resolution passed pursuant to Rule 10.16 decides to proceed with the Meeting.

Procedure at General Meetings⁴⁰

- 10.8** The procedures and provisions set out in the following Rules 10.9-10.12 are subject to Rule 3.4 (relating to meetings in uncommon or emergency situations).
- 10.9** *General Meetings* may be attended by all (see Rule 9.12) *Entitled Members* in person or by proxy (being a person appointed pursuant to Rule 10.11) and may not be attended by any other person other than the *Manager* or an officer of *TE TIRA AHU PAE* unless admitted by resolution of the *General Meeting*.
- 10.10** If the quorum required under Rule 10.12 is not present within half an hour after a *General Meeting's* appointed start time:
- (a) If the *General Meeting* was called on a requisition of *Members* under Rule 3.4(b) it shall be dissolved, and
 - (b) If the *General Meeting* was called by the *Board* it shall stand adjourned for seven days to the same time and venue/s, and if at such adjourned meeting the required quorum under Rule 10.12 is not present those present in person or by proxy (as provided for in Rule 10.9) shall be deemed to constitute a sufficient quorum.
- 10.11** Subject to Rule 9.12, an *Entitled Member* shall have the following rights at a *General Meeting*:
- (a) An individual *Entitled Member* shall be entitled to attend, speak, and vote in person or by a signed original written proxy, and
 - (b) The person authorised under Rule 10.9 by an *Entitled Member* as its proxy shall be entitled to attend, speak and vote on behalf of that *Entitled Member*, and no other proxy voting shall be permitted.

40 See sections 84-93, Incorporated Societies Act 2022.

10.12 The quorum for *General Meetings* is 50 *Entitled Members* in attendance in person or by proxy (as provided for in Rule 10.9) when the meeting is called to order and also present throughout the meeting.

10.13 Every *General Meeting* shall be chaired by:

- (a) The *Chairperson*, or
 - (b) In the *Chairperson's* absence, by the Deputy Chairperson, or
 - (c) In the absence of both the *Chairperson* and the Deputy Chairperson by some other *Board Member* elected for the purpose by the meeting, or
 - (d) By some independent person appointed by resolution of the *Board*,
 - (e) Failing the election or appointment of a chairperson under the foregoing provisions, by a person elected for the purpose by the meeting,
- and any such chairperson shall have the following powers and discretions:
- (f) To decide the order of business,
 - (g) If a *Member*, to exercise a deliberative and a casting vote,
 - (h) If not a *Member*, to exercise a casting vote,
 - (i) To direct that any person not entitled to be present at the Meeting, or obstructing the business of the Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - (j) In the absence of a quorum or in the case of emergency, to adjourn the Meeting or declare it closed.

10.14 *TE TIRA AHU PAE* by resolution of a *General Meeting* may adopt a guide to or rules of meeting procedure for *General Meetings*, and in the absence of such a resolution all *General Meetings* and *Board* meetings shall be conducted in accordance with standard New Zealand meeting procedure.

10.15 A *resolution* passed by the required majority at any *General Meeting* binds all *Members*, irrespective of whether or not they were present or represented at any *General Meeting* when the resolution was adopted and whether or not they voted.

Amendment of this Constitution⁴¹

10.16 *This* Constitution may be amended or replaced, provided that no amendment may be made which would:

- (a) Alter the provisions in this Constitution which restrict the purposes of *TE TIRA AHU PAE* to advancing charitable purposes within New Zealand,
- (b) Alter any provision in this Constitution precluding *Members* from obtaining any personal profit from their membership or any benefit not potentially available to all *Members*
- (c) Otherwise conflict with the provisions of the *Statute*, but

41 See sections 30-37, Incorporated Societies Act 2022.

no change shall be made to *TE TIRA AHU PAE's* balance date without the prior approval of the Registrar of Incorporated Societies pursuant to the *Statute*.

10.17 Any proposed motion to amend or replace this Constitution:

- (a) May be proposed by the *Board*, or
- (b) Shall be signed by at least 100 *Entitled Members* and given in writing to the *Manager* at least 21 *clear days* before the *General Meeting* at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal, and the *Board* shall decide whether to submit any such proposal to a *General Meeting*.

10.18 The *Manager* shall in accordance with Rules 10.6 and 10.7 notify all *Entitled Members* of the proposed motion to amend the Constitution and of the *General Meeting* at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the *Board* in respect such notice of motion.

10.19 Any resolution to amend or replace this Constitution must be passed by a two-thirds majority of all *Entitled Members*:

- (a) Present and voting, or
- (b) Voting by proxy

10.20 Every alteration to this Constitution, including any change of *TE TIRA AHU PAE's* name, shall be promptly registered with the Registrar of Incorporated Societies as required by the *Statute*.

11.0 EXECUTIVE, BOARD MEMBERS AND BOARD APPOINTMENTS⁴²

11.1 The constitution and functions of the *Student Representative Executive* of *TE TIRA AHU PAE* are as follows:

- (a) Every *Student Representative*:
 - (i) Shall be natural person elected or appointed to the *Executive* to represent the interests of Massey University students
 - (ii) Must be a *Member* of *TE TIRA AHU PAE* at the time of election or appointment to the *Executive*, and
 - (iii) Must not be disqualified from being an officer of an incorporated society by section 47(3) of the *Statute* or from being an officer of a charitable entity under section 16(2) of the Charities Act 2005.
- (b) The *Student Representatives* on the *Executive* of *TE TIRA AHU PAE* shall consist of the following appointed to the *Executive* by a panel consisting of two current *Board Members*, the *Manager* and an independent person chosen by the Board:
 - (i) General/Distance President,

42 See sections 45-52, Incorporated Societies Act 2022.

- (ii) Mana Whakahaere,
 - (iii) Pasifika President,
 - (iv) Vice-President Distance,
 - (v) Vice-President Auckland,
 - (vi) Vice-President Manawatū,
 - (vii) Vice-President Wellington,
 - (viii) Auckland *Student Representative*,
 - (ix) Manawatū *Student Representative*,
 - (x) Wellington *Student Representative*,
 - (xi) Three Distance *Student Representatives*,
 - (xii) Kaiwhakahaere o Te Waka O Ngā Akonga Māori,
 - (xiii) Kaiwhakahaere o Manawatahi,
 - (xiv) Kaiwhakahaere o Kōkiri Ngātahi,
 - (xv) Kaiwhakahaere o Distance,
 - (xvi) Pasifika Auckland *Student Representative*,
 - (xvii) Pasifika Manawatū *Student Representative*,
 - (xviii) Pasifika Wellington *Student Representative*,
 - (xix) Pasifika Distance *Student Representative*,
 - (xx) International *Student Representative*, and
 - (xxi) Post-Graduate *Student Representative*.
- (c) The *Board* of TE TIRA AHU PAE will be appointed from the team of *Student Representatives* on the *Executive*, and the *Board* of TE TIRA AHU PAE shall consist of those *Student Representatives* appointed from the *Executive* under Rule 11.2

11.2 Subject to being qualified to hold office under Rule 11.1(a), the following *Student Representatives* on the *Executive* are *ex officio* members of the *Board*.

- (a) The General/Distance President as an *ex officio* member of the *Board*,
- (b) Mana Whakahaere an *ex officio* member of the *Board*,
- (c) Pasifika President as an *ex officio* member of the *Board*,
- (d) One Vice-President (appointed in accordance with *Board* policy)
- (e) Three Kaiwhakahaere (appointed in accordance with *Board* policy)
- (f) One Pasifika *Student Representative* (appointed in accordance with *Board* policy)
- (g) Subject to being qualified to hold office under Rule 11.1(a), the *Student Representatives* on the *Executive* of TE TIRA AHU PAE for each following year shall be elected or appointed in the second university semester each year by a process outlined in Schedule 1, and:
 - (i) No *Student Representative on the Executive* shall serve for more than 3 consecutive years.
 - (ii) No *Student Representative* can be appointed or elected to more than one position on the *Board* unless a vacancy arises under Rule 11.5,
 - (iii) If a vacancy in the position of any *Student Representative* on the *Executive* occurs during that *Student Representative's* term (whether under Rule 11.3 or by death, resignation in writing delivered to the *Manager*, removal, or retirement) that vacancy shall be filled by appointment by the *Board* of some other *General Member* or *Student Representative* onto the *Executive*.

- (iv) If an elected position remains vacant after election, the vacancy can be filled by appointment by the *Board* of a *Member* or *Student Representative* holding another position on the *Executive*.
 - (v) The *Board* may, in its discretion, decide not to replace a *Student Representative* should a vacancy arise, having regard to the length of term of that *Student Representative* remaining, the capacity of the other *Student Representatives*, and *Student Representative* interest in seeking to being appointed to fill that vacancy.
 - (vi) The term of office of *Student Representatives* is one calendar year and expires at the end of each calendar year in the year following election or appointment to the *Executive*, but a *Student Representative* may be re-appointed but shall not serve in that position for more than 3 consecutive years.
- (d) The functions and powers of *Executive* are as follows:
- (i) To represent the interests of Massey University students,
 - (ii) Ngā whakapono katoa – only *Student Representatives* from each student community shall have the right and authority to represent the views of that student community,
 - (iii) Tino Rangatiratanga – the *Student Representatives* in each student community (General/Distance, Māori, and Pasifika) shall, under the leadership/guidance of each of their Presidents or Mana Whakahaere, have authority, independently, to determine their actions and outcomes,
 - (iv) Ngā tikanga katoa rite tahi – all *Student Representatives* share the same rights and privileges,
 - (v) Kāwanatanga – the eight *Student Representatives* referred to in Appendix (l) to (s) will be appointed to the governing *Board* in accordance with Rule 11.2,
 - (vi) Te ritenga Māori – all *Student Representatives* are required to honour Māori spiritual practices.
 - (vii) Taonga – all *Student Representatives* are required actively to protect and develop Māori treasures, knowledge, and values.

11.3 The *Board* of *TE TIRA AHU PAE* shall consist of 8 natural persons and:

- (a) All *Board Members* must be *Entitled Members* who are not prevented from serving on the *Board* under Rule 11.3, and *Student Representatives* appointed to the *Board* must be *Entitled Members* who are not prevented from serving on the *Board* under Rule 11.2.
- (b) The General/Distance President, Mana Whakahaere and Pasifika President of *TE TIRA AHU PAE*:
 - (i) Shall be ex officio members of the *Board*, and,
 - (ii) After all members of the *Board* are appointed pursuant to Rule 11.1(c), the *Board* at its first *Board* meeting shall elect one of those Presidents or Mana Whakahaere as the *Chairperson* and another of those Presidents or Mana Whakahaere as the Deputy *Chairperson* of the *Board*, and
- (c) The other five *Board Members* shall be members of the *Executive* appointed to the *Board* pursuant to Rule 11.2

and they, together with any additional *Board Members* co-opted under Rule 11.5, shall be *TE TIRA AHU PAE's Board* and hold office under Rule 12.1,

11.4 *Board* members while in office:

- (a) Must not be prevented from serving on the *Board* under this Rule,
- (b) Must not be disqualified under section 47(3) of the *Statute* from being appointed or holding office as a member of the *Board*, namely:
 - (i) A person who is under 16 years and appointees to of age,
 - (ii) A person who is an undischarged bankrupt,
 - (iii) A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation,
 - (iv) A person who is disqualified from being a member of the governing body of a charitable entity under section 31(4)(b) of the Charities Act 2005,
 - (v) A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - an offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022,
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - an offence under section 143B of the Tax Administration Act 1994,
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in the previous three subparagraphs, or
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere, or
 - (vi) A person subject to—
 - An order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - A forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act,

AND before being elected or appointed to office must sign a certificate confirming that he or she consents to being elected or appointed and is not disqualified from being elected or appointed or holding office under section 47(3), Incorporated Societies Act 2022 set out above,

- (c) Must not be a person who is disqualified from being an officer of a charitable entity under section 16 of the Charities Act 2005,
- (d) Must not be a person prevented from serving on the *Board* under this Rule, and Unless specifically permitted by this Constitution no person may hold more than one position on the *Board*, and if a person is eligible for more than one position and is declared appointed to

more than one position, the nominee shall take office to the most senior position listed in Rule 11.1 for which the person was nominated.

11.5 In addition to *Board Members* appointed under Rule 11.2(a), the *Board* may, for special projects, co-opt any person (other than a person disqualified from serving by reason of Rule 11.3(b)) to the *Board* who signs a written consent to join the *Board* and a certificate that he or she is not disqualified from being appointed or holding office as a *Board Member* by this Constitution or the Incorporated Societies Act 2022, for a specific purpose, or for a limited period, or generally until the next Annual *General Meeting*, and unless otherwise specified by the *Board* any person so co-opted shall have full speaking rights as a *Board* member but not voting rights.

11.6 Terms of office of *Board Members*⁴³

- (a) The term of office of appointed *Board* members expires at the end of each calendar year.
- (b) No *Board* member shall serve for more than 3 consecutive years.
- (c) The term of office of a co-opted *Board Member* co-opted pursuant to Rule 11.5 expires at the end of any finite term for which that person was co-opted, or otherwise at the end of next Annual *General Meeting* held after that co-option.
- (d) If any *Board* member ceases to be qualified to hold office because that *Board* member is disqualified from holding office in terms of Rule 11.4 that *Board* member shall cease to hold that office.

11.7 If a vacancy in the position of any *Board Member* occurs during the *Board Member's* term (whether under Rule 11.3 or by death, resignation in writing delivered to the *Manager*, removal, or retirement) that vacancy shall be filled by appointment of some other *Student Representative* from the *Executive*, not prevented from serving on the *Board* under Rule 11.3, by resolution of the *Board* for the remainder of the term.

Chairperson and Deputy Chairperson

11.8 The *Chairperson* shall, in addition to all other duties described in this Constitution, generally oversee and direct the affairs and business of *TE TIRA AHU PAE* and act as spokesperson for *TE TIRA AHU PAE*.

11.9 Functions of the *Chairperson* and Deputy-Chairperson:

- (a) The *Chairperson* shall be appointed by the *Board*, and in addition to all other duties described in this Constitution, shall generally oversee and direct the affairs and business of *TE TIRA AHU PAE* and act as spokesperson for *TE TIRA AHU PAE*.
- (b) The Deputy Chairperson shall assist the *Chairperson* and, in the absence or in the event of the inability of the *Chairperson*, the Deputy Chairperson shall undertake all the duties and have all the powers of the *Chairperson*.

43 See sections 50-51, Incorporated Societies Act 2022.

Manager and Records⁴⁴

11.10 The *Board* shall appoint a *Manager* who shall perform the duties of secretary of *TE TIRA AHU PAE*, manage its activities, manage its finances and maintain its financial records on such terms and conditions as the *Board* deems appropriate, and:

- (a) If the *Manager* is an individual, that person must be at least 18 years of age, at all times resident in New Zealand and must not have any of the characteristics set out in Rule 11.3, and
- (b) May be an employee of or contractor to *TE TIRA AHU PAE*.

11.11 The *Manager* shall:

- (a) Record the minutes of all *General Meetings* and *Board* meetings, and, in the absence of proof to the contrary, all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be:
 - (i) Confirmation that the previous meeting was duly called, and
 - (ii) Treated and accepted as a true and correct record of what occurred at the previous meeting.
- (b) Be *TE TIRA AHU PAE's Contact Person* whom the Registrar of Incorporated Societies can contact when needed, and must be at least 18 years of age and must at all times be resident in New Zealand and not disqualified under the *Statute* from holding that office, and any change in that *Contact Person* or that person's name or *contact details*⁴⁵ shall be advised to the Registrar of Incorporated Societies within 20 *working days* after that change occurs or after *TE TIRA AHU PAE* became aware of the change,
- (c) Maintain the *Membership Register*,
- (d) Hold *TE TIRA AHU PAE's* records, documents, books, and the signed written consents and certificates of all elected or co-opted *Board* members to serve on the *Board* (and paper records may be digitally recorded and stored),
- (e) Maintain the *Conflicts of Interests Register*, which shall be available for inspection by *Board* members at any reasonable time,
- (f) Lodge with Registrar of Incorporated Societies an annual return in a form and as required by the *Statute*,
- (g) Deal with and answer *TE TIRA AHU PAE* correspondence, and
- (h) Perform such other duties as directed by the *Board*.

11.12 Subject to the terms of the *Manager's* contract, the *Board* shall have the power in its discretion to suspend or remove the *Manager* from office.

44 See sections 112-116, Incorporated Societies Act 2022.

45 See sections 5(2) and 116(1)(b), Incorporated Societies Act 2022.

Financial Procedures⁴⁶

11.13 The *Manager* shall:

- (a) Keep such written books of account as may be necessary to provide a true record of *TE TIRA AHU PAE's* financial position,
- (b) Maintain an assets register recording the assets of *TE TIRA AHU PAE*,
- (c) Consult with the *Board's* finance subcommittee as required, and keep the *Board* informed about *TE TIRA AHU PAE's* financial position,
- (d) Report on *TE TIRA AHU PAE's* financial position to each *Board* meeting,
- (e) Abide by the *Board's* approved financial policies,
- (f) Present financial statements of the most recent *financial year* (in such format as may be required by law) to the Annual *General Meeting*, and
- (g) File copies of those financial statements with the Registrar of Incorporated Societies or the Charities Board in a form and as required by the *Statute* and/or the Charities Act 2005.

11.14 The *Board* shall maintain bank accounts in the name of *TE TIRA AHU PAE*, and all withdrawal forms shall be signed, and electronic banking systems operated by any two of the *Manager*, *Treasurer*, and any other person designated by the *Board*.

11.15 The *Board* shall have the power in its discretion to suspend or remove the *Treasurer* from office.

11.16 The Annual *General Meeting* each year may, or if required by law shall, appoint a Member of the New Zealand Institute of Chartered Accountants who is not a *Member* to conduct an audit of the annual accounts of *TE TIRA AHU PAE*, and if any such person is unable to act the *Board* shall appoint a replacement.

Board meetings held using any audio, audio and visual, or electronic communication technology⁴⁷

11.17 Notwithstanding any other provisions in this Constitution, the *Board* may hold a *Board* meeting at a notified venue or some other venue or venues and at two or more venues using any audio, audio and visual, or electronic communication technology that gives each *Board Member* attending in person or remotely a reasonable opportunity to participate.

12.0 GOVERNANCE, FUNCTIONS AND POWERS OF THE *BOARD*⁴⁸

12.1 The *Board* shall meet at such place and at such times and in such manner as it shall determine, and:

- (a) The quorum for *Board* meetings is four (4) *Board Members*,

46 See sections 101-109, Incorporated Societies Act 2022

48 See sections 26(1)(f), 46, 54 and 63-73, Incorporated Societies Act 2022.

- (b) The *Chairperson* shall chair *Board* meetings, or in the *Chairperson's* absence the Deputy Chairperson, and in the absence of both of them any other *Board Member* determined by the *Chairperson*,
- (c) Each Member of the *Board* present at a meeting of the *Board* is entitled to 1 vote and in the event of a tie on any question the *Chairperson* may exercise an additional casting vote.
- (d) A resolution in writing signed or assented to by email, or other form of visible or other electronic communication by or of all *Board Members* shall be valid and effectual as if it had been passed at a meeting of the *Board* duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the *Board Members*,
- (e) A meeting of the *Board* may be held where one or more of the *Board Members* is not physically present at the meeting, provided that:
 - (i) Notice of the meeting is given to all *Board Members* in accordance with the procedures agreed from time to time by the *Board*, and
 - (ii) All *Board Members* participating in the meeting can communicate with each other effectively simultaneously and instantaneously whether by means of telephone or video conferencing facility or by any other form of communication,
- (f) If any failure in communication prevents Rule 12.1(e) from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until the requirements under Rule 12.1(e) are met, and if not met within 15 minutes from the time of interruption the meeting shall deem to have been terminated or adjourned,
- (g) Any meeting held where one or more *Board Members* is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a *Board Member* is there present and if no *Board Member* is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located, and
- (h) The *Board* may remove any *Board Member* who misses more than two meetings without apology or appropriate reason and/or if the *Board* deems that the *Board Member's* contribution to *Board* meetings and business is inadequate, and that removal may be effected by a resolution and vote at any *Board* meeting so long as a quorum is present, and the *Board Member* can be replaced in accordance with Rule 11.7.

12.2 In each calendar year, *TE TIRA AHU PAE* shall be governed by the *Board*, which shall be accountable to the *Members* for the advancement of *TE TIRA AHU PAE's* purposes and the implementation of resolutions approved by any *General Meeting* or by a *Board* meeting, and at all times each *Board Member*.

- (a) Shall act in good faith and in what he or she believes to be the best interests of *TE TIRA AHU PAE*,
- (b) Must exercise all powers for a proper purpose,
- (c) Must not act, or agree to *TE TIRA AHU PAE* acting, in a manner that contravenes the *Statute* or this Constitution,

- (d) When exercising powers or performing duties as a *Board Member*, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of *TE TIRA AHU PAE*, the nature of the decision, and the position of the *Board Member* and the nature of the responsibilities undertaken by him or her,
- (e) Must not agree to the activities of *TE TIRA AHU PAE* being carried on in a manner likely to create a substantial risk of serious loss to *TE TIRA AHU PAE* or to *TE TIRA AHU PAE's* creditors, or cause or allow the activities of *TE TIRA AHU PAE* to be carried on in a manner likely to create a substantial risk of serious loss to *TE TIRA AHU PAE* or to *TE TIRA AHU PAE's* creditors,
- (f) Must not agree to *TE TIRA AHU PAE* using its funds or property other than to advance the purposes of *TE TIRA AHU PAE*, and
- (g) Must not agree to *TE TIRA AHU PAE* incurring an obligation unless he or she believes at that time on reasonable grounds that *TE TIRA AHU PAE* will be able to perform the obligation when it is required to do so.

12.3 Subject to this Constitution and any resolution of any *General Meeting* the *Board* may:

- (a) Approve resolutions by a majority of *Board Members* without the necessity for a physical *Board* meeting, and approval may be given by *Board Members* all signing the resolution or approving it by email or other electronic means,
- (b) Exercise all *TE TIRA AHU PAE's* powers, other than those required by the *Statute* or by this Constitution to be exercised by *TE TIRA AHU PAE* in *General Meeting*,
- (c) Assign duties and/or delegate powers to *Board Members*, and
- (d) Enter into contracts on behalf of *TE TIRA AHU PAE* or delegate such power to a *Board Member*, sub-Board, employee, or other person.

12.4 Every *Board Member* having a personal interest in a matter relating to *TE TIRA AHU PAE* must disclose details of the nature and extent of any interest (including any monetary value of the interest if it can be quantified) to the *Board*, and the declared interest shall be recorded by the *Manager* in *TE TIRA AHU PAE's Conflicts of Interests Register* kept by the *Board*.

12.5 The *Board* shall maintain oversight and control over business units owned or established by Massey University Students' Association (MUSA) and any profits from any business unit after meeting its expenses shall only be distributed for the benefit of Manawatū students with the approval of a resolution of a *General Meeting* of students from the Manawatū campus.

13.0 DISPUTES, COMPLAINTS AND DISCIPLINE⁴⁹

The following disputes procedures in this section of the Constitution are designed to enable and facilitate the fair, prompt and efficient resolution of *disputes* and *complaints* in a manner that complies with the requirements set out in the *Statute*. All *Members* (including the *Board*) are obliged to comply with these procedures to resolve *disputes* and *complaints*, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to *TE TIRA AHU PAE*'s activities.

- (a) Any *dispute* raised by a *Member*, and any *complaint* by anyone, is to be lodged in writing by the complainant with the *Manager* and must provide such details as are necessary to identify the details of the *dispute* or *complaint*.
- (b) The complainant raising a *dispute* or *complaint* and the *Board* must consider and discuss whether a *dispute* or *complaint* may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed upon, the parties will sign a suitable mediation or arbitration agreement.
- (c) Rather than investigate and deal with any *dispute* or *complaint*, the *Board* may:
 - (i) Appoint a sub-committee to deal with the same, or
 - (ii) Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the *Statute* are satisfied, andthe *Board* or any such sub-committee or person considering any *dispute* or *complaint* is referred to in the balance of this Rule as the "decision-maker."
- (d) The decision-maker shall:
 - (i) Consider whether to investigate and deal with the *dispute* or *complaint*, and
 - (ii) May decline to do so pursuant to Clause 6, Schedule 2, Incorporated Societies Act 2022 where the decision-maker and *TE TIRA AHU PAE* are both satisfied that:
 - the *dispute* or *complaint* is trivial, or
 - the *dispute* or *complaint* does not appear to disclose or involve any allegation that a *Member* or *Board Member* has engaged in material misconduct, that a *Member* or *Board Member*, or *TE TIRA AHU PAE* has materially breached, or is likely to materially breach, a duty under this Constitution or bylaws made under it, or the Incorporated Societies Act 2022 Act, or that a member's rights or interests or members' rights or interests generally have been materially damaged, or
 - the matter raised appears to be without foundation or there is no apparent evidence to support it, or
 - the complainant has insufficient interest in the matter, or
 - the conduct, incident, event, or issue has already been investigated and dealt with by *TE TIRA AHU PAE* under this Constitution, or
 - that there has been an undue delay in raising the *dispute* or making the *complaint*.

⁴⁹ See sections 38-44 and Schedule 2, Incorporated Societies Act 2022.

- (e) Where the decision-maker decides to investigate and deal with a *dispute or complaint*, the following steps shall be taken:
- (i) The complainant and the person or persons complained against must be advised of all details of the *dispute or complaint*,
 - (ii) The *Member or TE TIRA AHU PAE* which is the subject of the *dispute or complaint* must be given an adequate time to prepare a response,
 - (iii) The complainant and the *Member or TE TIRA AHU PAE* which is the subject of the *dispute or complaint* must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (f) Where the decision-maker decides to investigate and deal with a *dispute or complaint*, the following steps shall be taken:
- (i) The complainant and the person or persons complained against must be advised of all allegations concerning the *Member* and of all details of the *dispute or complaint*,
 - (ii) The person or persons complained against must be given an adequate time to prepare a response,
 - (iii) The complainant and the person or persons complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (g) A *Member* may not make a decision on or participate as a decision-maker regarding a *dispute or complaint* if two or more *Board Members* or the decision-maker considers that there are reasonable grounds to infer that that person may not approach the *dispute or complaint* impartially or without a predetermined view (and such a decision must be made taking into account the context of *TE TIRA AHU PAE* and the particular case, and may include consideration of facts known by the other *Members* about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).
- (h) The decision-maker may:
- (i) Dismiss a *dispute or complaint*, or
 - (ii) Uphold a *dispute* and make such directions as the decision-maker thinks appropriate (with which *TE TIRA AHU PAE* and *Members* shall comply),
 - (iii) Uphold a *complaint* and:
 - Reprimand or admonish the *Member*, and/or
 - Suspend the *Member* from membership for a specified period, or
 - Terminate the *Member's* membership, and
- (i) Order the complainant (if a *Member*) or the person or persons complained against to meet any of *TE TIRA AHU PAE's* reasonable costs in dealing with a *dispute or complaint*.

- (j) If any *Member* complained against resigns after a *complaint* is received *TE TIRA AHU PAE* shall have power to continue to follow the procedures set out for investigating and making decisions on the *complaint* and, if the *complaint* is upheld, of imposing penalties and making orders for payment of costs.

14.0 WINDING-UP⁵⁰

- 14.1** *TE TIRA AHU PAE* may be wound up or liquidated or removed from the Register of Incorporated Societies under the provisions of the *Statute* provided that any such proposal is notified and approved as required by the *Statute*.
- 14.2** In accordance with Rules 10.6 and 10.7 the *Manager* shall notify all *Entitled Members* and *Life Members* of any proposed motion to wind up *TE TIRA AHU PAE* or remove it from the Register of Incorporated Societies and of the *General Meeting* at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the *Board* in respect such notice of motion.
- 14.3** Any resolution to wind up *TE TIRA AHU PAE* or remove it from the Register of Incorporated Societies must be passed at a *General Meeting* by a two-thirds majority of all *Entitled Members* present and voting and/or voting by proxy.
- 14.4** If *TE TIRA AHU PAE* is wound up or liquidated or removed from the Register of Incorporated Societies no distribution shall be made to any *Member*.
- 14.5** Subject always to the prohibition in Rule 14.4, on *TE TIRA AHU PAE*'s winding up or liquidation or removal from the Register of Incorporated Societies of its surplus assets after payment of all debts, costs and liabilities shall be vested in a charitable organisation with similar purposes as *TE TIRA AHU PAE* as is decided upon by a resolution to wind-up or following its liquidation or removal from the Register of Incorporated Societies

50 See sections 208-230, Incorporated Societies Act 2022.

Schedule – Appointments of Student Representatives onto the Executive

Annual Executive Appointments

1. Seven *Student Representative* positions under Rule 11.1(b)(i) to 11.1(b)(vii) will be appointed to the *Executive* for the following calendar year.
2. Unless the *Board* resolves to hold them at another time, appointments will be made prior to elections in the second semester.
3. The appointment process:
 - (a) The *Board* will call for expressions of interest from the student body,
 - (b) Interested individuals must attend a presentation to learn more about *Student Representative* roles and reconfirm their interest,
 - (c) Interviews will be held with shortlisted candidates, and
 - (d) The seven *Student Representatives* will be appointed, and the student body shall be notified.
 - (e) Candidates will be shortlisted and interviewed by a *Board* appointment panel, and the appointment panel shall include the following members:
 - (i) Each President and Mana Whakahaere will be on their cohorts appointment panel unless (v) below applies
 - (ii) The TE TIRA AHU PAE *Manager*,
 - (iii) The TE TIRA AHU PAE Representation Manager, and
 - (iv) Up to 3 additional panel members per cohort (General/Distance, Māori, and Pasifika) recommended to the board by each cohorts President or Mana Whakahaere.
 - (v) If a President or Mana Whakahaere is standing for reappointment, they will be replaced on the appointment panel by another board member or Student Representative on the Executive from within their cohort.

Student Representatives on the *Executive* – Elections

4. Sixteen (16) *Student Representative* positions under Rule 11.1(b)(viii) to 11.1(b)(xii) will be elected to the *Executive* for the following calendar year.
5. The Election Manager
 - (a) The *Board* will appoint an Election Manager for any elections before nominations close.
 - (b) The Election Manager will be responsible for the conduct of the election.
 - (c) When nominations close, the Election Manager will immediately provide a list of names of nominees to the *Board* and will liaise with the *Board* regarding any ongoing appeals or withdrawals or vacancies in respect of nominations.
 - (d) The Election Manager will ensure that the election is fair and democratic and takes place in accordance with these Rules.
 - (e) Powers **and duties of the Election Manager**: The Election Manager will:
 - (i) Appoint any assistants with such powers as the Election Manager sees fit,
 - (ii) Provide materials and facilities suitable for voting,
 - (iii) Ensure that only *Members* vote,

- (iv) Ensure the election is conducted by secret ballot,
 - (v) Publicly notify *Members* of the days on which voting will be held specifying the hours during which voting may take place,
 - (vi) Regulate the manner of voting and of recording votes,
 - (vii) Arrange for and supervise the counting and recounting of votes and disallow votes not submitted in the specified manner or which are not sufficiently clear,
 - (viii) Retain all voting papers safely for ten (10) *working days* after the elections after which time all voting papers will be destroyed unless a recount is demanded before ten (10) *working days* which requires voting papers to be recounted and kept for that purpose only after which time they will be destroyed,
 - (ix) Do all things necessary, expedient, or advisable in the Election Manager's opinion for the proper, fair and democratic conduct of the elections, and
 - (x) Provide a written report in a timely manner to the *Board* certifying that the elections have been conducted in accordance with these Rules and notify any irregularities in the elections after the conclusion of voting.
- (f) **Additional staff assistance:** In the performance of these duties, the Election Manager can require the assistance of the *TE TIRA AHU PAE's* relevant communications and events staff and volunteers.
- (g) All acts and things done by the Election Manager will be deemed to be authorised by the *Board* provided that they were done in accordance with these Rules.
6. Sixteen (16) *Student Representative* positions under Rule 11.1(b)(viii) to 11.1(b)(xxi) will be elected to the *Executive* for the following calendar year.

Annual Executive Elections

7. The *Board* will set a time to hold the annual *Executive* elections to elect the *Student Representatives* to the *Executive* for the following calendar year. Unless the *Board* resolves to hold them at another time, these elections will be held in the second semester.
- (a) **Nominations**
- (h) **Eligibility:** All Members are eligible for nomination provided they are eligible in accordance with Rule 11(1)(a).
 - (i) **Opening nominations:** The *Board* will resolve to open nominations for *Student Representatives* on the *Executive* at a reasonable time prior to the date set for the election.
 - (j) **Calling for nominations:** The *Manager* will post notice to the Student Body calling for nominations for *Student Representatives* on the *Executive*.
 - (k) **Nominations open:** This notice will specify the date by which nominations must be submitted to the *Manager*, and nominations must be open for at least five (5) *working days*.
 - (l) **Submitting a nomination:** All nominations must be in writing and are effective when:

- The nominee and one (1) other *Member* have signed the nomination form; or
 - Three (3) *Members*, with the consent of the nominee, have signed the nomination form.
- (m) **Maximum positions sought:** A person can only be nominated for a maximum of two (2) positions on the *Executive*.
- (n) **Advertising nominees:** After nominations close, the *Manager* will prepare a list of valid nominees (in alphabetical order) and their nominator for each position and notify this list publicly to all *Members*.
- (o) **Refusing a nomination:** The *Manager* may not refuse a nomination for any reason other than on grounds of form or eligibility.
- (p) **Appeals:** Any nominee or *Member* may appeal a decision of the *Manager* to refuse or accept a nomination provided that:
- Appeals must be made in writing to the *Manager* or the *President* within twenty-four (24) hours of the close of nominations; and
 - Appeals must specify the reasons for appeal.
- (q) **Determining appeals:** The *Board* shall have full power to accept or reject any nomination under appeal or to determine the matter in any other manner.
- (r) **No nominee for a position:** Where no nomination has been received in respect of any position, nominations will be extended for at least forty-eight (48) hours and if no nominations are received after this extension, the position shall be considered to be vacant and the vacancy may be filled by the *Board* by appointment.
- (s) **Withdrawal of nomination:** Where a nominee wishes to withdraw from an election, the nominee must deliver to the *Manager* a written withdrawal, and such withdrawal shall be irrevocable.

8. Voting

- (a) **Opening voting:** Voting for nominees will open within ten (10) *working days* of nominations closing.
- (b) **Voting open:** The voting period will be no less than three (3) *working days* but cannot exceed seven (7) *working days*.
- (c) **Method of voting:** Voting will occur in accordance with the following rules:
- (i) *Members* each have one vote per *Executive* position and may allocate their vote towards a nominee or may vote 'no confidence' or abstain,
 - (ii) Voting may take place through any media, physical or digital as may be determined by the *Board* from time to time, and
 - (iii) Voting will open for such times during the voting period determined by the *Board*.
- (d) **Outcomes of voting:** The following may be the outcome of voting for any given position:
- (i) **Nominee elected:** The nominee with the most votes will be elected provided that the nominee also receive more votes than abstentions and votes of "no confidence."
 - (ii) **Tie:** Where two or more nominees receive an equal number of votes, the *Manager* will determine whether to extend the voting period to receive further votes and if so, for

how long (being a minimum of six (6) hours on the next *working day*). If extended, the *Manager* will publicly advertise the names of the nominees for the tied position to all *Members* and arrange for a re-vote. Those nominees who were tied will remain as nominees in any extended voting period unless they withdraw.

- (iii) **Vacancy:** If there are more “no confidence” votes and abstentions than votes for the highest polling nominee then the position will be vacant.
- (iv) **Nominee must choose position:** If a nominee receives more votes than any other nominee and votes of “no confidence” and abstentions for two positions, then they must select the position they prefer within two (2) *working days* and the second-highest polling nominee for the other position shall be deemed to elected to that position.
- (e) **Advertising elected nominees:** The *Manager* will determine the outcomes for each position and will promptly publicly advertise the list of elected nominees and vacant positions (as the case may be) to all *Members*. This list will include the number of valid votes cast for each nominee, as well as ‘no confidence’ votes and abstentions for each position.
- (f) **Recount:** A nominee may demand a recount of votes by writing to the *Manager* if the margin between the nominees or between the nominee and ‘no confidence’ votes or abstentions is within 5% of the total votes cast. The *Manager* must then recount the votes and provide a response to the nominee who requested the recount within 48 hours of the request being received by the *Manager* and re-advertise the list of successful nominees and vote counts should a correction be necessary.

Signatures to confirm acceptance of the MASSEY UNIVERSITY STUDENT ASSOCIATIONS FEDERATION new constitution and name change to TE TIRA AHU PAE:

Jacalyn Clare

Name


Signature


Aniva Feau

Name


Signature

Ramairoa Tawera

Name


Signature