

# **RULES OF THE WAIKATO STUDENTS' UNION INCORPORATED**

## **1 NAME**

- 1.1 The name of the Association shall be "WAIKATO STUDENTS' UNION INCORPORATED"

## **2 INTERPRETATION**

- 2.1 In these Rules unless inconsistent with the context:
- 2.1.1 "Association" means "Waikato Students' Union Incorporated, an incorporated society under the Incorporated Societies Act 1908";
  - 2.1.2 "Association Year" means "the period of 12 calendar months commencing on 1 January and ending 31 December in each year";
  - 2.1.3 "Board" means the Board of Directors of the Association;
  - 2.1.4 "Clear Days" means "all days excluding weekends, public holidays and University holidays, and does not include any day on which any notice is given or any meeting is held";
  - 2.1.5 "Common Seal" means "the common seal of the Waikato Students' Union Incorporated";
  - 2.1.6 "Constitution" means "the Rules of the Association including any Schedules herein contained or subsequently lawfully amended";
  - 2.1.7 "Director" means "Director of the Board of the Waikato Students' Union Incorporated and includes the President and the Vice-Presidents";
  - 2.1.8 "Financial Year" means "the period of 12 months commencing on 1 January and ending 31 December in each year";
  - 2.1.9 "Legislation" means "any Act lawfully created in the Sovereign Parliament of the territory of New Zealand or any regulation, ordinance or bylaw created by delegated authority under any Act";
  - 2.1.10 "Member" means "a member of the Association as provided in these Rules", and "Membership" has a corresponding meaning;
  - 2.1.11 "Member of the Board" means "a member of the Board of Directors of the Association and includes the President, the Vice-Presidents, and any other Director";
  - 2.1.12 "Office" means "the registered office of the Association";
  - 2.1.13 "Official Notice Board" means "the official notice board of the Association as determined from time to time by the Board of Directors";
  - 2.1.14 "Public Notice" means "written notice publicly displayed on the Association's Official Notice Board which may be electronic, using any technology the Board considers appropriate";
  - 2.1.15 "Rules" means "the Rules of the Association as herein contained or subsequently lawfully amended";

- 2.1.16 "School" means "a School of Study as prescribed in the current calendar of the University of Waikato";
  - 2.1.17 "Student" means "any person enrolled for a course or courses at the University of Waikato";
  - 2.1.18 "Teaching recess" means "a teaching recess of the University as prescribed in the current calendar of the University of Waikato";
  - 2.1.19 "University" means "the University of Waikato as constituted by the Education Amendment Act of 1990 and its amendments";
  - 2.1.20 "University Council" means "the Council of the University of Waikato as constituted by the Education Amendment Act of 1990";
- 2.2 In these Rules unless inconsistent with the context:
- 2.2.1 words importing the singular or the plural shall include the plural and singular respectively;
  - 2.2.2 reference to any statute, regulation, ordinance or bylaw shall be deemed to extend to all statutes, regulations, ordinances or bylaws amending, consolidating or replacing the same;
  - 2.2.3 one gender includes the other genders;
  - 2.2.4 words denoting persons shall include any individual, company, corporation, firm, partnership, joint venture, association, organisation, trust, state, agency of a state, municipal authority, government or any statutory body in each case whether or not having separate legal identity;
  - 2.2.5 any covenant or agreement on the part of two or more persons shall bind those persons jointly and severally;
  - 2.2.6 reference to anything of a particular nature following upon a general statement shall not in any way derogate from, or limit the application of the general statement, unless the particular context requires such derogation or limitation;
  - 2.2.7 any reference to "including" or "includes" means "including [or includes] without limitation";
  - 2.2.8 any reference to "a Vice-President" means the Vice-President or the Vice-President Māori;
  - 2.2.9 the section headings and clause headings have been inserted for convenience and as a quick guide to the provisions of these Rules and shall not form part of these Rules or affect their interpretation in any way;

### **3 VISION**

- 3.1 The vision of the Association is to act as an independent advocate for every student's rights; to enhance every student's well-being; and to recognise the value of the diverse communities and cultures that are part of the Association and the University.

## **4 VALUES**

- 4.1 Board members will at all times act with the aims and objects of the Association as the paramount concern. They will behave professionally, with courtesy, integrity and honesty, to ensure that the Association is respected, credible and valued.

## **5 OBJECTS**

- 5.1 The objects of the Association shall be:
- 5.1.1 To act as an independent, informed and principled representative group on issues affecting members, considering educational matters, student welfare and social reform to be amongst its areas of primary concern;
  - 5.1.2 To advocate for the rights of the members of the Association;
  - 5.1.3 To enhance the well-being of the members of the Association;
- 5.2 The Association is not formed for pecuniary gain and the income, assets and property of the Association shall be applied only towards the promotion of the objects of the Association and in particular no portion of its income or funds shall be applied directly or indirectly by way of dividend, bonus or otherwise by way of gift to any person or persons, provided that nothing in these rules shall prevent payment in good faith as reasonable remuneration to any servant of the Association or the payment of reasonable expenses to any authorised representatives or delegates of the Association;
- 5.3 The Association will recognise, and act consistently with, Te Tiriti o Waitangi / The Treaty of Waitangi and its principles;
- 5.4 The Association will comply with the provisions of the Privacy Act 1993 and all other relevant Legislation;

## **6 MEMBERSHIP**

- 6.1 The following persons shall be eligible for the following categories of membership of the Association on the terms provided for in these rules:
- 6.1.1 Full membership - All students enrolled to undertake courses in a given academic year at the University of Waikato;
  - 6.1.2 Associate membership - Such other persons (not being full members) as the Board may appoint, elect or determine to be admitted to membership on the terms stated in clause 6.2 of these rules;
  - 6.1.3 Life membership – those appointed to life membership under the terms stated in clauses 6.3 and 6.4 of these rules.
- 6.2 Members of the Association shall be eligible to participate in all activities, avail themselves of all the services, and utilise all the facilities of the Association, except that Associate members may not stand as a candidate for the Board, or vote in any election for the Board, or vote in any Board or General Meeting of the Association.
- 6.3 The Annual General Meeting, on the recommendation of the Board, may create in any one year not more than two life members of the Association in recognition of their outstanding contribution to the Association.
- 6.4 Life members shall have all of the rights and privileges of full membership, except that life members may not stand as a candidate for the Board.

## **7 SUBSCRIPTIONS**

- 7.1 Members of the Association will not be required to pay a subscription fee.
- 7.2 The Association may charge members for any optional services provided to them.

## **8 DURATION AND CESSATION OF MEMBERSHIP**

- 8.1 Membership to the Association shall be terminated:
  - 8.1.1 If the member ceases to fulfil the provisions for eligibility for membership of the Association,
  - 8.1.2 Associate and life members may terminate their membership by expressing this in writing to the Board of the Association.
- 8.2 If the President ceases to be eligible to be a full Member of the Association, he or she must stand down as President and will no longer be eligible to be President and must stand down from all ex officio roles he or she may hold by virtue of being President.
- 8.3 Where the President is forced to stand down in accordance with clause 8.2 (or ceases to be President for any other reason which includes but is not limited to voluntary resignation), the President will continue to be bound by these Rules.

## **9 ANNUAL GENERAL MEETINGS**

- 9.1 The President shall give at least fifteen (15) Clear Days' notice of the intention to hold the Annual General Meeting, which shall allow for a period of at least five (5) Clear Days for members of the Association to submit items of General Business.
- 9.2 The Annual General Meeting of members shall then be summoned by the President by giving at least ten (10) Clear Days' Public Notice of the meeting. The notice shall include the place, date and time where the meeting is to be held, and the nature of the business to be discussed at the meeting.
- 9.3 The following substantive business shall be transacted at the annual general meeting:
  - 9.3.1 The presentation of the Annual Plan, the Budget and the Annual Report for approval;
  - 9.3.2 The presentation of the Annual Balance Sheet and audited Statement of Accounts for approval;
  - 9.3.3 The setting of Directors honoraria;
- 9.4 The only other business which may be transacted at an Annual General Meeting shall be the business relating to any motion or motions for which the words or effect has been publicly notified pursuant to clause 9.2 and no further General Business will be entered into. If any motion under this clause does not pass, then the status quo will prevail.
- 9.5 If a simple majority does not approve any of the matters raised at an Annual General Meeting under clauses 9.3.1 – 9.3.3 above (including any amendments thereto approved at the meeting), then the Association and the Board will continue to operate under the status quo; provided that:

- 9.5.1 A Further Annual General Meeting will be held not less than ten (10) Clear Days nor more than fifteen (15) Clear Days after the primary Annual General Meeting described in clauses 9.1 – 9.4 above.
  - 9.5.2 A quorum will be formed at this Further Annual General Meeting by those members present at the start of the meeting.
  - 9.5.3 This Further Annual General Meeting will transact only the matters described in clauses 9.3.1 – 9.3.3 that were not passed at the primary Annual General Meeting; provided that the substantive content of those matters may differ from those presented at the primary Annual General Meeting. The Further Annual General Meeting will not consider any General Business.
  - 9.5.4 If any matter is not approved at a Further Annual General Meeting, then the status quo will prevail and the Budget and honoraria will remain on the same terms as last validly passed at an Annual General Meeting; provided that the Board will be deemed to have received a petition of no confidence and the provisions of clause 10.3 will apply.
- 9.6 The procedure at Annual General Meetings shall be according to the standing orders contained in the First Schedule of the Constitution (with any amendments necessary).

## **10 SPECIAL GENERAL MEETINGS**

- 10.1 The Rules of the Association may only be repealed, altered, added to or amended in any way by a 2/3 vote of a quorum at a Special General Meeting of the Association. A Special General Meeting to repeal, alter, add to or amend the Rules of the Association:
  - 10.1.1 May be called by Resolution of the Board; or
  - 10.1.2 Where the Board receives a petition seeking that the Rules of the Association be repealed, altered, added to or amended in any way, must be convened not later than fifteen (15) Clear Days after receiving such petition; provided that:
    - 10.1.2.1 The number of full members signing the petition shall be at least half of the total number who voted in the last held election; AND
    - 10.1.2.2 The petition must identify the desired repeal, alteration, addition or amendment to the Rules of the Association.
- 10.2 A Special General Meeting shall be called by resolution of the Board whenever a proposed decision or amount of expenditure is not authorised by the annual plan and approved budget.
- 10.3 Where the Board receives a petition moving a vote of no-confidence in their performance, a Special General Meeting shall be convened not later than fifteen (15) Clear Days after receiving such petition; provided that
  - 10.3.1 The number of full members signing the petition shall be at least half of the total number who voted in the last held election; AND
  - 10.3.2 The petition must identify the reasons for no-confidence in terms of compliance with these rules, achievement of the strategic plan, or outrageous behaviours; AND
  - 10.3.3 The meeting shall be chaired by a person independent of the Association; AND
  - 10.3.4 The Directors shall be given an opportunity to present any proposed or undertaken remedial action; AND

- 10.3.5 The outcome of the meeting shall be either
  - 10.3.5.1 The acceptance of any proposed or actual remedial action; OR
  - 10.3.5.2 The removal of one or more Directors from the Board
- 10.3.6 In the event of any conflict, the provisions of this clause 10.3 prevail over the provisions of clause 11 of these Rules.
- 10.4 Public Notice of the Special General Meeting shall be given by posting on the Official Notice Board at least ten (10) Clear Days prior to the meeting a Public Notice stating:
  - 10.4.1 The place, date and time of the meeting;
  - 10.4.2 The words or effect of the motion or motions to be proposed at such meeting.
- 10.5 The only business which may be transacted at a Special General Meeting shall be the business relating to the motion or motions the words or effect of which are stated in the petition or resolution referred to in clause 10.1, clause 10.2, clause 10.3 or clause 10.4 of these rules.
- 10.6 The procedure at Special General Meetings shall be according to the standing orders contained in the First Schedule of the Constitution (with any amendments necessary).

## **11 RULES RELATING TO ANNUAL AND SPECIAL GENERAL MEETINGS**

- 11.1 The procedure at all general meetings shall be governed by the Rules contained in the First Schedule.
- 11.2 The quorum at the Annual General Meeting shall be a number of members' equivalent to D plus A, where D is the number of Directors on the Board and A is the number of affiliated clubs of the Association as at the date of the Annual General Meeting. If such a quorum is not present within 30 minutes of the time appointed for the meeting the meeting shall lapse and no business may be discussed or dealt with.
- 11.3 The quorum at any Special General Meeting shall be the smaller of 250 or half the number of members voting in the last held election. If such a quorum is not present within 30 minutes of the time appointed for the meeting the meeting shall lapse and no business may be discussed or dealt with.
- 11.4 If during the course of a general meeting it is pointed out to the Chairperson that there is no quorum present the meeting shall be declared to be adjourned for 15 minutes and if after this time no quorum is available the meeting shall lapse and no further business may be discussed or dealt with.
- 11.5 The President, or if the President is absent, a Vice-President shall be the Chairperson of any general meeting.
- 11.6 If the President and Vice-President are absent, then a member of the Board appointed by vote of the meeting shall be the Chairperson of any general meeting.

## **12 ANNUAL PLAN, ANNUAL REPORT AND BALANCE SHEET**

- 12.1 Each year the Board shall prepare and present to the Annual General Meeting an annual plan and budget to show how they intend to achieve the aims and objects of the Association for the following year. The report shall;

- 12.1.1 Outline the expected issues and their priority
- 12.1.2 Outline the activities and events which will be undertaken
- 12.1.3 Outline the expected costs
- 12.1.4 Show that a full and fair consultation process has been allowed to the members
- 12.2 The Board shall also prepare an Annual Report on the activities of the Association in the Association Year prior to each Annual General Meeting.
- 12.3 The annual report shall include sections contributed by or on behalf of each member of the Board, such sections shall be delivered to the President not later than the last day of the month before the Annual General Meeting.

### **13 AUDITOR**

- 13.1 The books of the Association shall be audited at the end of each financial year by the Association's auditor who shall be a duly qualified chartered accountant within the meaning of the Institute of Chartered Accountants Act 1996 and shall be appointed annually at the Annual General Meeting.
- 13.2 The audited balance sheet, statements and other accounts together with the auditor's certificate and comments, if any, shall be placed before the Board for its approval before being presented to the Annual General Meeting for adoption.
- 13.3 The Association shall comply with all annual return and annual reporting requirements under all relevant Legislation.

### **14 THE BOARD**

- 14.1 The conduct and control of the business and affairs of the Association shall be vested in the Board of Directors.
- 14.2 Board members shall at all times and in good faith uphold the duties and responsibilities of their position, and shall take into account the likely consequences and effects that any decision could have on the future well-being of the Association and its Members.
- 14.3 The Board of the Association shall consist of;
  - 14.3.1 The President - whose duties shall include;
    - 14.3.1.1 To be responsible for the general supervision of the affairs of the Association;
    - 14.3.1.2 To lead the organisation in good faith and honest intent, in accordance with these rules and the objectives of the organisation as laid out in the annual and strategic plans;
    - 14.3.1.3 To be available to perform the duties of the President for an average of 30 hours per week over the course of at least 46 weeks of the Association year;
    - 14.3.1.4 To be the Chairperson of any General Meeting and Chairperson of the Board of Directors of the Association;
    - 14.3.1.5 To supervise and support any person employed by the Association as General Manager, according to the terms

and conditions of the employment agreement and the principles of good employment practice;

14.3.1.6 To represent the Association at forums both locally and nationally;

14.3.1.7 To be a member of the Board of Directors of any company wholly or partly owned by the Association;

14.3.2 The Vice-President – whose duties shall include;

14.3.2.1 To assist the President in her/his duties, in good faith and honest intent, in accordance with these rules and the objectives of the organisation as laid out in the annual and strategic plans;

14.3.2.2 To undertake any Presidential duties in the absence of the President;

14.3.2.3 To be available to perform their duties for an average of 12 hours per week over the course of at least 46 weeks of the Association Year;

14.3.2.4 To represent the Association and chair the Student Advisory Council in accordance with schedule 3;

14.3.2.5 To represent the Association at forums both locally and nationally;

14.3.2.6 To support the efficient working of the Board through the provision of training, co-ordination of reporting and activities and allocation of resources;

14.3.3 The Vice-President Māori - whose duties shall include;

14.3.3.1 To assist the President in her/his duties, in good faith and honest intent, in accordance with these rules and the objectives of the organisation as laid out in the annual and strategic plans;

14.3.3.2 To undertake any Presidential duties in the absence of the President;

14.3.3.3 To be available to perform their duties for an average of 12 hours per week over the course of at least 46 weeks of the Association year;

14.3.3.4 To engage with Māori student rōpū;

14.3.3.5 To represent the Association at Māori forums both locally and nationally;

14.3.3.6 To provide leadership to the Board in advocating for Māori, and opportunities to engage with kaupapa Māori;

14.3.3.7 To ensure that the Associations strategic plans take into account the view of Māori;

14.3.4 Seven (7) General Directors – whose duties shall include;

- 14.3.4.1 To do all things necessary to achieve the objects of the Association, in good faith and honest intent, in accordance with these rules and the objectives of the organisation as laid out in the annual and strategic plans;
- 14.3.4.2 To make reasonable efforts to attend all required meetings, participate in planned activities, and otherwise contribute to the work of the organisation;
- 14.3.4.3 To promote and protect the welfare of all of the members of the Association;
- 14.3.4.4 To facilitate and further the educational, cultural, social and sporting life of the members of the Association;
- 14.3.4.5 To represent and act for the members of the Association in all matters in which members as a group are interested;
- 14.3.4.6 To promote and protect the civil liberties and individual freedoms of Association members;
- 14.3.4.7 To ensure that the Associations strategic plans take into account the genuine views of a diverse range of students;

14.3.5 Director (Tauranga) – whose duties shall include;

- 14.3.5.1 To do all things necessary to achieve the objects of the Association, in good faith and honest intent, in accordance with these rules and the objectives of the organisation as laid out in the annual and strategic plans;
- 14.3.5.2 To make reasonable efforts to attend all required meetings, participate in planned activities, and otherwise contribute to the work of the organisation;
- 14.3.5.3 To promote and protect the welfare of all of the members of the Association;
- 14.3.5.4 To facilitate and further the educational, cultural, social and sporting life of the members of the Association;
- 14.3.5.5 To represent and act for the members of the Association in all matters in which members as a group are interested;
- 14.3.5.6 To promote and protect the civil liberties and individual freedoms of Association members;
- 14.3.5.7 To ensure that the Associations strategic plans take into account the views of students studying at Tauranga campus;

14.3.6 Director (Pacific) – whose duties shall include;

- 14.3.6.1 To do all things necessary to achieve the objects of the Association, in good faith and honest intent, in accordance with these rules and the objectives of the organisation as laid out in the annual and strategic plans;

- 14.3.6.2 To make reasonable efforts to attend all required meetings, participate in planned activities, and otherwise contribute to the work of the organisation;
  - 14.3.6.3 To promote and protect the welfare of all of the members of the Association;
  - 14.3.6.4 To facilitate and further the educational, cultural, social and sporting life of the members of the Association;
  - 14.3.6.5 To represent the Association at Pacific forums both locally and nationally;
  - 14.3.6.6 To provide leadership to the Board in advocating for Pacific students and opportunities to engage with Pacific culture;
  - 14.3.6.7 To ensure that the Associations strategic plans take into account the views of Pacific students;
- 14.4 Taking into account the need to ensure full and fair representation of all sectors of the University student community the Board shall establish a Student Advisory Council in accordance with the rules and principles set out in Schedule 3 to this Constitution.
  - 14.5 The Board will allocate responsibilities to individual Directors, taking into account any special abilities and expressions of interest.
  - 14.6 In the event of any dispute or disagreement regarding the allocation of responsibilities the President will have the deciding vote.
  - 14.7 Subject to clause 17.2, the Board shall hold office during the whole of one Association Year.
  - 14.8 Service as a Director of the Board is voluntary. However, as an expression of gratitude for the services performed by members of the Board an honorarium will be given, provided the members satisfy the Board they have completed a term of satisfactory service. The maximum rate will be set by the membership at the Annual General Meeting, and the payments will be authorised at no less than three monthly instalments during each Association year.

## **15 BOARD MEETINGS**

- 15.1 The Board shall meet as often as required to effectively conduct their business, but at least once a month.
- 15.2 A meeting of the Board may be called at any time by the President, by giving at least two (2) Clear Days' notice of any such meeting to each member of the Board, provided that during any teaching recess at least four (4) Clear Days' notice must be given.
- 15.3 Such notice shall state the date, time and place of such meetings and the nature of the business to be discussed at the meeting.
- 15.4 Board members shall use their best endeavours to be available for Board meetings or to participate in discussions between the Board members via email and telephone at all reasonable times and may hold valid meetings using any technology the Board considers appropriate.
- 15.5 The Chairperson of any meeting of the Board shall be the President, and where the President is not present the Chairperson shall be a Vice-President. If none of those persons is present the Chairperson shall be a member of the Board appointed by vote of the meeting.

- 15.6 The quorum for any meeting of the Board shall be a simple majority of the number of Directors presently holding office. If such quorum is not present within 15 minutes of the time appointed for the meeting then the Board members present may decide that the meeting shall either:
- 15.6.1 Lapse and be void for all purposes; or
  - 15.6.2 Be held but no substantive business shall be discussed or dealt with or subject to any motion or decision.
- 15.7 If such quorum is not present throughout the whole of the meeting then these rules apply.
- 15.8 The procedure at meetings of the Board shall be according to the standing orders contained in the First Schedule of the Constitution.
- 15.9 Notwithstanding anything to the contrary in the First Schedule or otherwise in this Constitution, no substantive motion requiring any action or decision of the Board may be passed without an absolute majority of all the Members of the Board agreeing.

## **16 POWERS OF THE BOARD**

- 16.1 The Board shall have and is hereby given power over and control of all business, finance and activities of the Association in accordance with these rules.
- 16.2 The Board may employ a General Manager to conduct the administration and operational aspects of the Association's business.
- 16.3 The Board may delegate to the General Manager authority to employ staff and authorise expenditure on the Board's behalf.
- 16.4 The Association's banking account(s) shall be signed and authorised as follows:
- 16.4.1 The General Manager may sign with the President or a Vice-President;
  - 16.4.2 The General Manager may sign with a person independent of the Association with financial experience who shall be approved by the Association's Auditors and the Board.
  - 16.4.3 In the absence of the General Manager the President or Vice-President may sign with the independent signatory.
- 16.5 The Board shall have power to invest all or any of the funds of the Association as follows and not otherwise:
- 16.5.1 By banking in the current account of the Association;
  - 16.5.2 By banking in a savings account with any bank in New Zealand;
  - 16.5.3 By placing on fixed deposit at any bank in New Zealand;
  - 16.5.4 By making loans, purchasing property or investing in business assets as outlined in the annual plan and budget, and approved by the membership at the Annual General Meeting.
- 16.6 The Board shall have the power to borrow money in order to achieve its objects. Where the amount to be borrowed is not listed in the Association budget as ratified at the Annual General Meeting of the Association it must be presented by the Board to a Special General Meeting for ratification.

- 16.7 All resolutions arising from meetings of the Board, and all acts and things done or executed in good faith and with proper motives shall be binding upon all members of the Board whether present at any such meeting or not, and upon all property and assets of the Association, provided that such resolution is reached in accordance with the Rules.
- 16.8 Without limiting its powers in this clause, the Board shall have the power to:
- 16.8.1 Sell assets as outlined in the annual plan and budget, and approved by the membership at the Annual General Meeting; and
- 16.8.2 Establish a charitable trust with the same objects as the Association and for the sole benefit of the Association (but not for the private pecuniary gain of any member); and
- 16.8.3 Settle assets on that trust or transfer assets to that trust by way of gift; provided that:
- 16.8.3.1 such assets may not be used for any purpose other than furthering the objects of the Association; and
- 16.8.3.2 any such settlement or transfer must be approved by the membership at an Annual General Meeting or Special General Meeting.
- 16.8.4 Be involved with that trust on an ongoing basis, including without limitation receiving assets or distributions from that trust.

## **17 ELECTION AND TENURE OF OFFICE OF MEMBERS OF THE BOARD**

- 17.1 The Board of the Association shall be elected annually by means of a general and secret ballot of those persons who are eligible to be full Members of the Association, to be conducted according to the rules contained in Schedule Two of the Constitution.
- 17.1.1 Any person who is eligible to be a full Member of the Association may stand as a candidate for President but will be required at all times while a candidate (and while President) to abide by the Rules of the Association irrespective of whether the person is a full Member of the Association or not. This clause applies in conjunction with and in addition to clause 8.2 of these Rules.
- 17.1.2 A candidate standing for any position on the Board other than President must be a full Member of the Association.
- 17.2 When a vacancy occurs during the course of the Association year in respect of any position on the Board then the Board shall have the power to appoint a suitably qualified member of the Association to fill such vacancy for the remainder of the Association year, provided that at least ten (10) Clear Days' Public Notice is given calling for expressions of interest from qualified candidates before any appointment is made.

## **18 CREATION OF VACANCIES IN BOARD**

- 18.1 The position held by any member of the Board shall be deemed to be vacated on the happening of any one or more of the following events:
- 18.1.1 If the member no longer complies with the requirements for officers of charitable entities specified in section 16 of the Charities Act 2005,;

- 18.1.2 If the member ceases to be a member of the Association;
- 18.1.3 If the member delivers to the President a notice tendering her/his resignation and such notice is accepted by the Board;
- 18.1.4 If the member fails to attend two consecutive meetings of the Board without reasonable explanation, as accepted by the Board through formal apology or leave of absence in respect of any of such meetings or in respect of any period of time during which any or such meetings are held;
- 18.1.5 If the member is removed from office because of no-confidence from the membership, following a Special General Meeting convened for that purpose.

## **19 CODE OF CONDUCT AND DISCIPLINE**

- 19.1 The Board may from time to time establish a code of conduct to clarify the expectations of members of the Board. If a Board member behaves outrageously or in a manner that breaches the code of conduct or the values of the Association, as set out in clause 4, the provisions of Schedule Four in regard to disciplinary action apply.

## **20 IN THE ABSENCE OF THE PRESIDENT**

- 20.1 In the event of the death or incapacitation of the President, a Vice-President will assume the role of acting President until such time as the President resumes office or a new election is held. In the event that more than half the term of office has expired, an election may be held at the discretion of the Board.
- 20.2 In the absence of the President a Vice-President will undertake any Presidential duties.

## **21 MINUTES AND RECORDS**

- 21.1 The Association shall keep separate minute books in which all of the transactions and decisions for each of the following shall be recorded:
  - 21.1.1 General Meetings;
  - 21.1.2 Board Meetings.
- 21.2 Minutes will be made available to members on reasonable request.

## **22 ASSOCIATION POLICY**

- 22.1 All Association Policy shall be reviewed periodically by the Board.

## **23 REFERENDA**

- 23.1 Upon receipt by the President of a petition signed by a number of full members equal to half the number voting in the last election, the Board shall arrange for and conduct a referendum among the members of the Association on any issue or topic which is the subject or question of that petition or motion.
- 23.2 Unless illegal, unethical or impracticable to implement, the result of such referenda shall be binding upon the Board, and can only be overturned by another referendum.

## **24 COMMON SEAL**

- 24.1 The Common Seal of the Association shall be that appointed by the Board and shall be kept in the custody of the General Manager and shall be affixed to any deed, document or instrument only in pursuance of a resolution of the Board and in the presence of the authorised banking signatories who shall thereupon sign such deed, document or instrument as witnesses.

## **25 NOTICES**

- 25.1 All notices required or authorised by these Rules to be given shall be given in writing.
- 25.2 All notices required or authorised by these Rules to be given to the President shall be so given:
- 25.2.1 By delivering it personally to the President; or
- 25.2.2 By delivering it to a staff member at the WSU office who shall acknowledge receipt of the notice, or
- 25.2.3 By e-mail to the address as advised by the President to the WSU Manager, in which case a return receipt shall be evidence of its delivery.
- 25.3 All notices required or authorised by these Rules to be given to any individual member whether as such or as a member of the Board or of any committee thereof or otherwise shall be so given:
- 25.3.1 By delivering it personally to such member; or
- 25.3.2 By delivering it to a staff member at the WSU office who shall acknowledge receipt of the notice, or
- 25.3.3 By e-mail to the address as advised by that person to the WSU Manager, in which case a return receipt shall be evidence of its delivery.
- 25.4 All other notices required or authorised by the Rules to be given whether for the calling of nominations or the notification of dates or election or of general meetings or otherwise shall be so given by posting up such notices on the official notice board.
- 25.5 All notices issued by or on behalf of the Board shall be typed or legibly written in the English language or the English and Maori languages, and shall be signed by the person or persons giving such notice, and shall be valid and deemed to be so signed until the contrary is proved.
- 25.6 All notices and petitions delivered to the Association, the Board or the President, or required by these Rules to convene a Special General Meeting or to conduct a Referendum shall be typed or legibly written in the English language or the English and Maori languages, and shall be signed by the person or persons giving such notice or petition, and shall be valid and deemed to be so signed until the contrary is proved.
- 25.7 Any notice given under this Rule and any act or thing done and any appointment made or meeting convened in pursuance of such notice shall be deemed to be valid for all purposes unless the invalidity of such notice be shown.

## **26 COLOURS**

- 26.1 The colours of the Association shall be black and gold.

## **27 WINDING UP**

- 27.1 If any property remains after the winding up or dissolution of the Association and the settlement of all the Associations debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of the Waikato Students' Union Incorporated.

## **28 CONSTITUTION**

- 28.1 Every member shall be permitted by the President upon request to examine the Constitution and shall upon request be supplied a copy at no more than reasonable cost.
- 28.2 Where any dispute arises as to the interpretation or construction of these Rules such dispute shall be determined in accord with the ruling of the WSU solicitor.

## **29 REPEAL AND SAVINGS**

- 29.1 All Rules and precedents previously in force are hereby repealed and these current Rules shall henceforth constitute the only Rules of the Association.
- 29.2 All acts of authority originating under the repealed Rules shall continue in effect as though having originated under the present Rules, and shall be deemed to have so originated.
- 29.3 All matters and proceedings commenced under any repealed Rules or pending or in progress at the coming into operation of these Rules shall be continued, completed and enforced under these Rules.
- 29.4 These Rules shall come into operation as from the 4<sup>th</sup> day of September 2019.

**SCHEDULE ONE TO THE WAIKATO STUDENTS' UNION (INC.) CONSTITUTION**  
**STANDING ORDERS**

**1 Interpretation**

- 1.1 In these Standing Orders, unless the context otherwise requires:
- 1.1.1 **'Absolute Majority'** means a majority of all the current Members of the Board.
  - 1.1.2 **'Board'** means the Board of Directors of the Waikato Students' Union (Inc.).
  - 1.1.3 **'Foreshadowed motion'** means a motion of which notice is hereby given before or during a debate on another motion, and which the Chair decides is contrary to the intention of the original motion. If the original motion is carried, the foreshadowed motion lapses; but if the original motion is lost, the foreshadowed motion is dealt with as the next business, provided that (except where moved by the Chair) it is seconded before being placed before the meeting by the Chair. In speaking against the original motion, the mover (and seconder, if any) of a foreshadowed motion may explain the foreshadowed motion. 'Foreshadowed amendment' has a corresponding meaning.
  - 1.1.4 **'Meeting'** means, as a case may require, a General Meeting of the Association, or a meeting of any other body using these standing orders.
  - 1.1.5 **'Member'** means any full member of the Association as provided in the Rules.
  - 1.1.6 **'Motion'** means a proposition beginning with the word 'that' which has been either moved and seconded by members or moved by the Chair; 'amendment' has a corresponding meaning.
  - 1.1.7 **'Resolution'** means a motion carried by or agreed to at the meeting by the required majority.
  - 1.1.8 **'Simple majority'** means a majority of votes exercised in respect of a motion or amendment.
  - 1.1.9 **'Present and voting'** means the total possible number of votes that could be cast according to the members present in respect of a motion or amendment (but does not include any casting votes of the Chair).
  - 1.1.10 **'Votes exercisable'** means the total possible number of votes that could be cast in respect of the motion or amendment if all voting members were present at the meeting and voting, and shall include abstentions.
  - 1.1.11 **'Votes exercised'** means the total votes that are cast either for or against a motion or amendment including the casting vote of the Chair and abstentions.

**2 The Chair**

- 2.1 The Chairperson of any meeting of the Board shall be the President, and where the President is not present the Chairperson shall be a Vice-President as selected by the Board. If none of those persons is present the Chairperson shall be a member of the Board appointed by the meeting.

### **3 General Conduct of Business**

- 3.1 Subject to Standing Orders 7.3.1 and 7.6, the Chair shall be heard without interruption.
- 3.2 Every person desiring to speak shall address himself or herself to the Chair.
- 3.3 When two or more members desire to speak, the Chair shall call upon the member who in the Chair's opinion first indicated a desire to speak.
- 3.4 The Chair may by a ruling set a time limit on speakers, whether generally or on the speakers to any particular motion or amendment.

### **4 Motions**

- 4.1 Except when moved by the Chair, all motions, whether substantive or procedural, shall be seconded. Any motion not seconded may not be debated but shall lapse forthwith, provided that a foreshadowed motion need not be seconded until immediately before it is placed before the meeting by the Chair.
- 4.2 When a motion has been moved and seconded, and accepted by the Chair, it shall be placed before the meeting by the Chair.
- 4.3 After a motion has been accepted by the Chair, it shall be deemed to be in possession of the meeting and may not be withdrawn without leave of the meeting. **'Leave' or 'leave of the meeting'** means leave granted without dissent from any member of the Association present at the meeting.
- 4.4 A motion which by leave of the meeting has been withdrawn may not be moved again during that same meeting.
- 4.5 Except where otherwise provided for, a simple majority shall be sufficient to resolve a motion in the affirmative.
- 4.6 Except for a procedural motion, and subject to Standing Order 4.7, no motion may be accepted by the Chair which is the same in substance as any motion that during the same meeting has been resolved in the affirmative or negative.
- 4.7 A motion that has been resolved by the meeting may be rescinded or recommitted by a simple majority vote of the meeting.

### **5 Amendments**

- 5.1 Standing Order 4 also applies to amendments.
- 5.2 When a motion has been moved and seconded, and has been accepted by the Chair, an amendment may be moved and seconded by members other than the mover and seconder of the original motion.
- 5.3 No amendment may be accepted by the Chair which is contrary to the intentions of (ie. directly or substantially negates) the original motion.
- 5.4 If an amendment is carried, it shall become and shall be stated from the Chair as part of the original motion.

## **6 Voting**

- 6.1 When the discussion, if any, on any motion is concluded the Chair shall put the Motion to the meeting.
  - 6.1.1 Those in favour of the Motion shall first be called on by the Chair and shall say "Aye" and those of the contrary opinion shall then be called on and shall say "No", and those abstaining shall then be called on and shall say "Aye".
  - 6.1.2 The Chair shall then declare the Motion carried or lost as in the Chairperson's opinion the "Ayes" or the "Noes" (including, where relevant in either case, any abstentions) have it in the requisite majority.
  - 6.1.3 Voting shall be by the voices; provided that if a division is requested by any member with voting rights, voting shall be by show of hands; and provided further that should two members so request, the voting shall be by a secret ballot.
- 6.2 Abstentions shall be counted as votes for the status quo.
- 6.3 If upon the motion or amendment being put the voting is declared even, the Chair may exercise a casting vote.

## **7 Procedural (formal) motions**

- 7.1 The business of the meeting generally or the debate on a particular motion or amendment may be interrupted due to a procedural (formal) motion being moved.
- 7.2 Procedural motions have the following characteristics:
  - 7.2.1 Except when moved by the Chair, a procedural motion must be seconded.
  - 7.2.2 With the exception of closure motion in Standing Order 7.3.1 and the motion '**THAT the speaker be no longer heard**' in Standing Order 7.5.1, a procedural motion may not be moved while another member is speaking.
  - 7.2.3 With the exception of closure motions in Standing Order 7.3.1 & 7.3.2, and the motion '**THAT the speaker be no longer heard**' in Standing Order 7.5.1, a procedural motion may be debated, subject always to the Chair's power to apply strict order under Standing Order 3.4 and to make a ruling setting time limits on speakers under Standing Order 3.4.
  - 7.2.4 The mover of a procedural motion has no right of reply.
  - 7.2.5 In the case of any closure motion (see closure motion 7.3.1 to 7.3.4);
    - 7.2.5.1 The Chair has discretion whether to accept it or not; and
    - 7.2.5.2 It may not be moved or seconded by the mover or seconder of any motion or amendment to which it is applied; nor, when it is applied to an amendment, may it be moved or seconded by the mover or seconder of the original motion.

7.3 Further to Standing Order 7.2, the following rules apply to the closure of meetings:

7.3.1 **“THAT the motion (or amendment) be now put”**

(Note: this is the motion most commonly referred to as ‘the closure motion’.)

7.3.1.1 The motion may be moved while another member is speaking.

7.3.1.2 A member making a speech may not conclude the speech by moving the motion.

7.3.1.3 It may not be debated or amended, provided that the mover of the motion or amendment to which it is applied may exercise a right of reply.

7.3.1.4 If it is carried, the motion or amendment shall be put immediately.

7.3.1.5 If it is carried on an amendment, debate on the original motion shall resume.

7.3.2 **“THAT the meeting proceed to the next business”**

7.3.2.1 The motion may not be moved while another member is speaking.

7.3.2.2 A member making a speech may not conclude the speech by moving the motion.

7.3.2.3 It may not be debated or amended.

7.3.2.4 If carried on a motion, it terminates debate on the motion for that meeting.

7.3.2.5 If carried on an amendment, debate on the original motion shall resume.

7.3.3 **“THAT the motion (or amendment) lie upon the table”**

7.3.3.1 The motion may not be moved while another member is speaking.

7.3.3.2 It may be debated and previous speakers to the motion or amendment to which it applied may speak to it, but there shall be no right of reply.

7.3.3.3 It may specify a time, date and place at which the motion or amendment to which it is applied shall be taken up.

7.3.3.4 If it is carried as an amendment, the original motion shall also lie upon the table.

7.3.3.5 If it is carried, there shall be a subsequent motion either at the same time or a later meeting to take the motion (and any amendment thereto) from the table.

7.3.4 **"THAT the meeting be adjourned"**

7.3.4.1 The motion may not be moved while another member is speaking.

7.3.4.2 It may be debated and previous speakers to any motion or amendment then before the meeting may speak to it, but there shall be no right of reply.

7.3.4.3 Adjournment may be indefinitely or to a definite time, date and place.

7.3.4.4 It may be amended only as to the time, date and place of the adjourned meeting.

7.3.4.5 If it is carried, the meeting shall be adjourned immediately.

7.4 The closure motion known as '**the previous question**' (ie. "THAT the motion be not now put") may not be moved.

7.5 Further to Standing Order 7.2, the following rules apply to the motion:

7.5.1 **"THAT the speaker be no longer heard"**

7.5.1.1 The motion may be moved while the member is speaker.

7.5.1.2 It may not be moved or seconded by the mover or seconder of any motion or amendment then being debated; not, when an amendment is being debated, may it be moved or seconded by the mover or seconder of the original motion.

7.5.1.3 The Chair has discretion whether to accept it or not.

7.5.1.4 It may not be debated or amended.

7.5.1.5 If it is carried, the speaker shall be deemed to have completed his or her speech.

7.6 Further to Standing Order 7.2, the following rules apply to the motion:

7.6.1 **THAT the Chairperson's ruling be disagreed with"**

7.6.1.1 The motion may not be moved except immediately after the Chairperson has given the ruling (for example, on a point of order).

7.6.1.2 The Chairperson shall, immediately the motion has been seconded, vacate the Chair in favour of an Acting Chairperson, to be appointed by vote of the Board.

7.6.1.3 The mover and seconder only of the motion may speak to it and the Chairperson may reply.

7.6.1.4 After the Chairperson has replied, the motion shall be put to the vote without further debate, in the following form:

**"THAT the Chairperson's ruling be upheld."**

7.6.1.5 If the motion to uphold the Chairperson's ruling is lost, the Chairperson shall upon resuming the chair give a different ruling in the respect of the subject matter of the original ruling.

- 7.7 Procedural motions include motions to grant speaking rights, resolve into and out of committee (Standing Order 8), and suspend Standing Orders (Standing Order 14); and the general rules outlined in Standing Order 7.2 apply accordingly.
- 7.8 In any case where there is doubt as to whether or not a motion is primarily of a substantive or procedural nature, the Chair shall determine the matter by a ruling, subject to the right of the meeting to disagree with the ruling.

## **8 In-Committee**

- 8.1 At any time the meeting may resolve itself "in committee", and may exclude from the proceedings of the committee any person who is not a Director of the Board at the meeting. The meeting in committee shall not pass any resolution or motion but shall, after resolving itself out of committee, report to the open meeting, which shall forthwith adopt or reject such report. The proceedings during "in committee" shall not be reported or recorded.

## **9 Point of Order**

- 9.1 At any time any member may address the Chair on a point of order (eg. breach of Constitution or Standing Orders or irrelevance on the part of the speakers) but must immediately state that he or she is raising a point of order and must confine his or her observations to the point of order raised. A point of order should be raised immediately the breach of order occurs. A member called to order should be given the opportunity to explain and the Chair may allow others to speak briefly, but new matters must not be debated. The Chair's ruling on a point of order is final (and may not be discussed) unless a motion to disagree with the ruling is moved and seconded.

## **10 Point of Personal Explanation**

- 10.1 By permission of the Chair and when no other member is speaking, any member who has already spoken on the particular motion under debate may speak briefly in personal explanation of a remark or action of his or hers which has in his or her opinion been queried, misquoted, distorted, or taken out of context, but must state concisely the point he or she wishes to explain and must keep to that point. The member may not interrupt any other speaker in order to explain, nor may the member employ additional arguments.

## **11 Point of Information**

- 11.1 By permission of the Chair and when no other member is speaking, any member may speak briefly to correct any substantial error of fact that has been stated to the meeting. The member must state concisely the point he or she wishes to correct and must keep to that point. The member may not interrupt any other speaker in order to explain, nor may the member employ additional arguments.

## **12 Questions**

- 12.1 By permission of the Chair and when no other member is speaking, questions relating to the matter under discussion may be put to the Chair or through the Chair to any member, but the Chairperson may disallow any questions he or she thinks should not be put. Speeches may not be interrupted for the purpose of asking questions.

### **13 Order of Business**

- 13.1 At all meetings of the Board the order of business shall be:
  - 13.1.1 Election of a chairperson if necessary;
  - 13.1.2 The confirmation of Minutes of the last preceding meeting which may be decided upon informally and not necessarily upon Motion unless a Motion is demanded by any Board member;
  - 13.1.3 Business arising out of the Minutes;
  - 13.1.4 Reception and consideration of correspondence;
  - 13.1.5 The passing of accounts for payment;
  - 13.1.6 Consideration and disposal of Motions of which notice is required to be and has been given;
  - 13.1.7 Reception consideration and adoption of reports of committees and other agents and delegates;
  - 13.1.8 Reception of Notices of Motion;
  - 13.1.9 General Business (if any).

### **14 Conflict of Interest**

- 14.1 Any Director of the Board, and any observer or member of staff in attendance, who has a conflict of interest in regard to a matter which falls to be considered by the Board shall as soon as possible disclose the nature of the interest to a meeting of the Board.
- 14.2 The Board shall have the sole right to decide what constitutes business under this Rule and to require anyone present to withdraw from deliberations or to take no part in any decision with respect to that matter. The Board's decision shall be final.

### **15 Scope of Application**

- 15.1 The Rules contained within this Schedule shall apply to all Board and General Meetings and, where relevant, to Committees established by the Board or a General Meeting, except when otherwise specified by the Board or General Meeting.

### **16 General**

- 16.1 Any matter or question of order or procedure not provided for or not fully provided for in these Standing Orders shall be determined by a ruling from the Chair.

**SCHEDULE TWO TO THE WAIKATO STUDENTS' UNION (INC.) CONSTITUTION**  
**CONDUCT OF ELECTIONS, REFERENDA & POLLS**

**1 Eligibility to Vote**

- 1.1 Annual election of Board of Directors of the Association, and all referenda and polls are to be by secret ballot in which any person that is eligible to be a full member of the Association may vote. This may be conducted manually, or electronically through a suitable e-mail or internet based system as determined by the Returning Officer.

**2 Returning Officer**

- 2.1 The General Manager shall, after having advertised appropriately, appoint an appropriately qualified and independent Returning Officer at least fifteen (15) Clear Days before the Election date.
- 2.2 The Returning Officer (with such assistance as may be required) shall generally do all things necessary, expedient or advisable for the proper conduct of the election, including;
- 2.2.1 Where conducted electronically provide for a secure, lawful and reputable system to allow voting in confidence, otherwise;
- 2.2.1.1 Provide ballot papers and ballot boxes as is requisite and suitable;
- 2.2.1.2 Provide for the due secrecy and peaceful conduct of the ballot;
- 2.2.1.3 Arrange for and superintend the counting of the votes and disallow votes not recorded in the specified manner or not sufficiently clear;
- 2.2.2 Accept and coordinate the placement of candidates election profiles or statements (if any) on appropriate voting material;
- 2.2.3 Organise at least one public meeting where candidates may speak, and publish the time and place of any meeting and the date or dates of the polling day or days.
- 2.3 Neither the Returning Officer nor any of their assistants shall nominate candidates and must not have a conflict of interest, such conflict of interest being decided by the General Manager.
- 2.4 All acts and things done by the Returning Officer shall be deemed to be done under the authority of the Board of Directors.

**3 Candidates**

- 3.1 Any person who is eligible to be a full Member of the Association may stand for election as President. Only full members of the Association may stand for election to any of the other elected positions within the Association;
- 3.2 Candidates must comply with the requirements for officers of charitable entities specified in section 16 of the Charities Act 2005, and must sign a declaration accordingly;
- 3.3 Candidates for the position of Vice-President Maori must have a demonstrated connection with the Maori student community through the endorsement of either:
- A WSU affiliated Roopu, or

- A minimum of ten (10) students who have identified as Maori on enrolment at the University of Waikato
- 3.4 Candidates for the position of Director (Pacific) must be of Pacific ancestry, have identified as Pacific upon enrolment and have a demonstrated connection with the Pacific student community through the endorsement of either:
- A WSU affiliated Pacific Student Association, or
  - A minimum of ten (10) students who have identified as Pacific on enrolment at the University of Waikato
- 3.5 Candidates for the position of Director (Tauranga) must be enrolled to study at the Tauranga campus and be endorsed by:
- A minimum of three (3) students who are enrolled at Tauranga campus

#### **4 Nomination of Candidates**

- 4.1 All nominations must be made in clearly legible writing on the approved nomination form and signed by at least three (3) persons who are each eligible to be a full Member of the Association and also signed by the nominee in token of their acceptance. Nominations which are illegible or incomplete shall be void.
- 4.2 The Returning Officer shall accept such nominations only from persons eligible under these Rules.
- 4.3 After the closing of such nominations the Returning Officer shall forthwith prepare in duplicate a list of the persons duly nominated for each office followed in each case by the name of the nominators and shall thereupon post one such list upon the Notice Board and shall retain the other.
- 4.4 The nomination shall clearly indicate which office the candidate is seeking election to. A candidate may be nominated for more than one office provided that such candidate complies with these rules and indicates to the Returning Officer in writing made and signed by such candidate as to the order of preference of nominations.
- 4.5 Where no nomination is received in respect of any office a casual vacancy shall be deemed to be created immediately after the taking of office by the new Board.

#### **5 Code of Conduct in Waikato Students' Union (Inc.) Elections, Referenda and Polls**

- 5.1 All Candidates shall sign a contract accepting and agreeing to operate within and abide by this Code of Conduct.
- 5.2 All candidates shall attend at least one public candidate meeting as organised by the Returning Officer before the days of polling, and address this meeting on matters pertaining to the Association for a period of not more than ten (10) minutes, unless extraordinary circumstances prevent this;
- 5.3 No candidate may interfere with another candidate's campaign;
- 5.4 Candidates shall be entitled to stand individually or as part of a group, and shall be entitled to have any affiliation noted on the ballot forms, provided that the affiliation is clearly noted in the approved space at the time of nomination.
- 5.5 Candidates must campaign in good faith and with honest intent, observing the rules of

fair play as defined by the Returning Officer, who shall advise candidates in writing of the rules and a schedule of penalties for breaching them.

## **6 Breaches of the Code of Conduct**

- 6.1 The following matters may be considered serious misconduct and, unless there is a reasonable explanation, should lead to the disqualification of the candidate concerned:
- Persistent or repeated breaches of the rules of fair play or code of conduct as notified by the Returning Officer
  - Demanding or offering any undue influence or reward for any person to vote for that candidate, including through social media, event or activity, or having campaign material present near any polling booth
  - Allowing, helping or encouraging any other person to commit any of the actions above
  - Interfering with any other candidates campaign,
  - Failing to comply with any directive of the Returning Officer
- 6.2 The following matters may be considered misconduct and the candidate should be warned to desist or rectify the situation (failure without a reasonable explanation may result in deduction of votes or disqualification of the candidate concerned):
- Breaches of the rules of fair play or code of conduct as notified by the Returning Officer,
  - Failure to remove chalk marks, posters or other campaign material from restricted areas after being requested to do so,
  - Failure to attend any official candidate briefing or speeches without good reason.
  - Failure to notify the Returning Officer of any matter as requested
- 6.3 The following matters may be considered minor offences and may be dealt with by a warning, or a fine, or deduction of votes to the candidate concerned:
- Failure to remove chalk marks, posters or other campaign material from restricted areas without reasonable explanation
- 6.4 All candidates are responsible for removing their own posters or other campaigning publicity material from the University campus before the close of voting. In addition to any other penalty the Returning Officer may decline to release election results to any candidate who is in breach of this rule.
- 6.5 Nothing in these rules shall preclude the Returning Officer or any delegate of the Returning Officer from exhibiting any information.

## **7 Roll of Voters**

- 7.1 The roll of eligible voters shall be all persons eligible to be a full Member of the Association.

## **8 Procedure**

- 8.1 An election shall be held for all Board positions.
- 8.2 Voting shall take place between at least 10 am and 4 pm over a period of at least three days, none of which shall be Saturday, Sunday or public or University holidays.
- 8.3 All voters must produce proof of their entitlement to vote.
- 8.4 Voters may only cast their vote once in any election, referendum or poll.

## **9 Vote Counting**

- 9.1 When conducted electronically, the Returning Officer will obtain the results at the end of the voting period, otherwise when polling closes the Returning Officer and assistants shall count the votes, discounting all invalid votes. Only the Returning Officer shall decide whether a vote is invalid.
- 9.2 If there is equality of votes for any office or Board position, a special poll shall be run for that position, not later than five (5) Clear Days after the declaration.
- 9.3 Immediately after the votes have been counted the Returning Officer shall notify all candidates and send a written declaration of the results to the General Manager of the Association who shall post this on the Association Notice Board.
- 9.4 Where one candidate is successful in more than one ballot such candidate shall be declared elected to the position shown highest in his or her order of preference according to Clause 4.4, and the candidate polling the next highest number of votes for the position left vacant shall be declared elected to such position.
- 9.5 Any and all voting papers must be retained in a safe place for seven (7) Clear Days in the event of an application for a recount.

## **10 Objections**

- 10.1 If a candidate and any 50 voters wish to object at the election, referendum or poll, they may within three (3) Clear Days of the announcement of the result of the election, referendum or poll, lodge their objection in writing with the General Manager demanding from the Board either a recount or a new election upon grounds stated fully in such notice.
- 10.2 A recount shall only be granted by the Board if they believe reasonable grounds exist, and if that is the case it shall be conducted by the Returning Officer in the presence of three (3) independent and disinterested persons appointed by the Board for that purpose, and one scrutineer for each candidate.
- 10.3 No demand for a recount shall be valid unless accompanied by a deposit of one hundred dollars (\$100.00), to be forfeited to the Association should the recount not result in the applicant being declared elected.
- 10.4 Written demands for a re-election must allege specific grounds, and only these shall be investigated.
- 10.5 No demand for a re-election shall be valid unless accompanied by a deposit of two hundred and fifty dollars (\$250.00), to be forfeited to the Association should the applicant obtain in such re-election less than two-thirds of the votes cast for the successful candidate.
- 10.6 A committee comprising the Returning Officer, the General Manager and the WSU Solicitor shall act as arbitrators who shall hear the complaints and decide if the grounds provided are substantial enough to render the outcome invalid.
- 10.7 If the outcome of the election, referendum or poll is considered to be invalid, a new election or poll must be held within ten (10) Clear Days after the receipt by the General Manager of such demand.

## **11 Other Matters**

- 11.1 All matters relating to elections or polls not already dealt with in these regulations shall be decided on by resolution of the Board. Any decision may be appealed by a Special General Meeting called for that purpose according to the rules.

**SCHEDULE THREE TO THE WAIKATO STUDENTS' UNION (INC.) CONSTITUTION**  
**STUDENT ADVISORY COUNCIL**

In order to ensure full and fair representation of all sectors of the University community the WSU will establish and maintain a Student Advisory Council.

The Council is a consultative and advisory group chaired by the Vice-President. It has no demand or veto function over the WSU, rather the relationship is one of reasonable and favourable consideration. This means that if any idea or action is brought forward by either party then it should be looked at favourably if it is reasonably practicable to do so.

The Council will be comprised of the following members (who will be entitled to attend any meetings and vote on any matters raised therein):

- WSU Vice-President (Chair)
- WSU Directors
- Students appointed or elected to Academic Board, Divisional/Faculty/School Committees or Class Representative positions
- The President or Chair of any WSU affiliated Club (or their nominee)
- Any other student invited by the Chair

The Student Advisory Council will meet at least 4 x times per Association year, with a minimum of one meeting per each half of A and B Semester. The time, date and place will be set by the Chair and notified to the meeting by public notice given not less than 4 clear days before the meeting.

Any member of the Council who wishes to have a matter considered by the meeting should submit an agenda item to the Chair no less than 2 clear days before the meeting.

The Chair will determine the procedure to be followed at each meeting, and will be responsible for ensuring that all agenda items are given time to be heard.

Within these parameters, the Council may from time to time make guidelines and policies to determine its own operation, membership and processes in order to operate effectively.

**SCHEDULE FOUR TO THE WAIKATO STUDENTS' UNION (INC.) CONSTITUTION**  
**CODE OF CONDUCT AND DISCIPLINARY COMMITTEE**

Any Director, or group of 20 members, may complain to the Board if they believe the code of conduct has been breached by a member of the Board due to outrageous behaviour or non-performance based on grounds outlined in the written complaint.

Upon receipt of such a complaint the Board must refer the matter to a Disciplinary Committee made up of an Independent Chair, who both parties agree to in good faith and on reasonable grounds (or failing agreement within a reasonable time, appointed by the Board), and such assistants as the Chair deems necessary. If after making such enquiry or investigation, and hearing such testimony or explanation the committee deems necessary, the committee may make one or more of the following recommendations to the Board:

If no misconduct is found on the part of any party, or if the complaint is found to be without merit, unjustified, frivolous or vexatious:

- Dismiss the complaint

If misconduct is determined on the part of any person concerned (including the complainant):

- Take no further action
- Censure with or without conditions (e.g. require them to make an apology, pay restoration or a fine)

If serious misconduct is determined on the part of any person concerned (including the complainant):

- Any of the actions above
- Termination of any office held

The WSU Board must carry out the determination of the Disciplinary Committee.

The Board may only override the Disciplinary Committee's decision by unanimous vote of all the other members of the Board (other than the complainant and the defendant) if they determine that there are exceptional circumstances and public interest. If they do so they must publicly report what their reasons are.

Any person who has been removed from the Board under the provisions of this schedule is ineligible to serve as a Director of the Board again.

## **SCHEDULE FIVE TO THE WAIKATO STUDENTS' UNION (INC.) CONSTITUTION**

### **INDEPENDENT GOVERNANCE ADVISORY COMMITTEE**

The Independent Governance Advisory Committee is a consultative and advisory group chaired by the WSU President. It has no demand or veto function over the WSU, rather, the relationship is one of reasonable and favourable consideration. This means that if either party brings forward any idea or action, then it should be looked at as favourable if it is reasonably practicable to do so.

The Independent Governance Advisory Committee will be comprised of the following members:

- WSU President (Chairperson)
- WSU Vice-President
- WSU Vice-President Māori
- Three (3) Independent Advisors

As appointed by the Board of Directors.

The Independent Governance Advisory Committee may, from time to time, make guidelines and policies to determine its own operation, membership, and processes to operate effectively.