



# Constitution of the University of Auckland Postgraduate Students' Association Incorporated

## 1. CONSTITUTION AND NAME:

1.1 The University of Auckland Postgraduate Students' Association is constituted by resolution dated the \_\_\_ day \_\_\_ of 2014.

## 2. DEFINITIONS

2.1 In these Articles, unless the context otherwise requires:

**"Affiliated Postgraduate Student Organization"** means an organization affiliated to the PGSA under Article 10;

**"Board"** is the Governing Board as constituted under Article 13;

**"Faculty"** means a Faculty of the University referred to as such in its Calendar;

**"Office Bearer"** means Chairperson, Vice-Chairperson, Secretary, Events Committee Chairperson, and Treasurer of the Board as appointed in terms of section 13.12;

**"Executive Committee"** means Chairperson, Vice-Chairperson, Secretary, Treasurer, Events Committee Chairperson, and other such members appointed by the Board;

**"Postgraduate Student"** means a person duly enrolled at the University in a course of study at a higher level than that of a bachelor degree;

**"PGSA"** means the Postgraduate Students' Association Incorporated, constituted by this Constitution;

**"Term"** has the meaning given to it in Article 13.4;

**"Post"** means to inform by written post or e-mail or any other method the board may deem appropriate;

**"University"** means The University of Auckland/ Te Whare Wānanga o Tāmaki Makaurau.

## 3. OBJECTIVES

3.1 The objectives of the PGSA are to:

- (a) Represent postgraduate students, collectively and individually, in matters pertinent to the postgraduate experience;
- (b) Promote and represent the interests and well-being of postgraduate students;
- (c) Promote the development of a postgraduate culture and community at the University, both nationally and internationally;
- (d) Provide a means of communication between postgraduate students and;
  - a. The academic community and the administration of the university, the Auckland University Students' Association, the New Zealand University Students' Association, and other academic and student bodies; and
  - b. Private organizations, government departments, parliamentary representatives, and the community at large;
- (e) Promote and nurture research links with industry, private organizations, former PGSA members and public organizations;

- (f) Publicize and promote the need for postgraduate study to the community at large, and to the private and public organizations;
- (g) Encourage Faculty-based postgraduate societies;
- (h) Perform other activities conducive to the attainment of any of the above objectives, or to the integrity and sustainability of the PGSA.

3.2 Notwithstanding any other provision, the PGSA shall not expend any money:

- (a) Other than to further purposes recognized by law, nor;
- (b) For the sole personal or individual benefit of any member.

#### **4. POWERS**

4.1 In addition to its statutory powers, the PGSA may:

- (a) Use PGSA funds to pay the costs and expenses of furthering or carrying out its objectives; and
- (b) Exercise all the powers that a trustee might exercise; and
- (c) Invest in any investment in which a trustee might invest;
- (d) With the sanction of a resolution of a General meeting to borrow money with or without security for any of the objectives of the PGSA;
- (e) With the sanction of a resolution (see section 13.27) passed at a Board meeting, raise money for any of the objectives of the PGSA;
- (f) Employ or engage staff, advisors, or other people and pay their wages, salaries and/or their expenses;
- (g) Enter into any arrangement or contract with any individual, corporate body, or government department;
- (h) Select or nominate members of the PGSA, or other postgraduate students, as a representative of Postgraduate students on committees within the University and elsewhere that have provision for such a representative;
- (i) Seek verification from the University of postgraduate enrolment of members;
- (j) Do all other things that in the opinion of the PGSA will further its objectives.

#### **5. PGSA MEMBERSHIP**

5.1 Membership in the PGSA is as follows:

- (a) A member is:
  - a. A Postgraduate Student; or
  - b. Any other student enrolled at the University who is pursuing a course of study that entails research at the postgraduate level or who asserts other grounds for such membership;
  - c. And who, in all cases, is admitted as such under Article 6 and has not ceased to be a member under Article 7.
- (b) The board may confer membership on any other individual that the board may deem appropriate by resolution;

5.2 All members shall promote the interests and the objects of the PGSA and shall do nothing to bring the PGSA into disrepute.

## **6. ADMISSION OF PGSA MEMBERS**

- 6.1 Applicants for membership as members shall complete any application form provided (and supply such information as may be required) by the Board.
- 6.2 The board may designate a person, such as the PGSA Administrator, to certify the applications as valid.
- 6.3 The Board shall have complete discretion whether or not to admit an applicant for membership and shall advise the applicant of its decision which shall be final.

## **7. TERMINATION OF PGSA MEMBERSHIP**

- 7.1 Membership of the PGSA terminates:
  - (a) On the death of a member;
  - (b) If any membership fee payable by the member is not paid within six months of it being due;
  - (c) On graduation;
  - (d) On termination of enrolment;
  - (e) Members who wish to terminate their membership of the PGSA may do so by notifying the Secretary in writing, whereupon termination takes effect on receipt of notice.
- 7.2 A member who has acted in a way that is not in the best interests of the PGSA may be expelled by a two-thirds majority of members present and voting at a general meeting. The member whose expulsion is proposed must be given:
  - (a) Written notice of the proposed expulsion and the reasons for it at least twenty-eight days before the date set for the meeting to consider expulsion;
  - (b) An opportunity to be heard at that meeting.

## **8. REGISTER OF MEMBERS AND PRIVACY**

- 8.1 The register of current members will include at least the following details of each member: name, faculty, degree, University of Auckland student ID number, e-mail address, date of joining and tentative date of expiry.
- 8.2 The register will be kept for purposes of the PGSA only and for other purposes as required by law.

## **9. SUBSCRIPTION AND LEVIES**

- 9.1 The annual subscription of membership, and any amount payable on joining the PGSA, may be set by the resolution of the Board.
- 9.2 The Board by resolution may impose a levy or levies for PGSA activities for which funding is required on interested members only.
- 9.3 Any failure to pay any annual subscription fee will be dealt with in accordance with Article 7.1 (b).
- 9.4 Any member failing to pay a levy imposed by the Board in terms of Article 9.2 shall not be entitled to participate in the PGSA activity for which the levy was imposed.

## **10. AFFILIATED STUDENT ORGANIZATIONS**

- 10.1 A student organization may become affiliated with PGSA if the PGSA is satisfied that the objectives of that Organization are in general agreement with those of the PGSA. Any such application must be made as a formal request to the Board.

- 10.2 An affiliated Postgraduate Student Organization that represents a University of Auckland Faculty or Department shall have the right to be represented on the Board.
- 10.3 A decision to grant affiliation status to any student organization shall be made by resolution at a PGSA Board meeting.
- 10.4 Members of any affiliated organization are not automatically members of the PGSA.

## **11. GENERAL MEETINGS**

- 11.1 An Annual General Meeting shall be held once in a calendar year. The Annual General Meeting must be held not less than nine (9) nor more than fifteen (15) months after the preceding Annual General Meeting. Meetings shall be held at a time and place fixed by the Board.
- 11.2 A special General Meeting may be called by the Board or by written requisition by a Member to the Secretary signed by not less than a quarter of the Members.
- 11.3 At least fourteen (14) days before any General Meeting the Secretary shall post to all Members written notice of the business to be conducted at the General Meeting (including in the case of an Annual General Meeting copies of the Annual Report, Statement of Accounts, and notice of any motions and the Board's recommendations in respect thereof, under Article 11.0).
- 11.4 A General Meeting may be attended by all Members, but Members in default will not be able to vote.
- 11.5 Proxy voting is not allowed.
- 11.6 All General Meetings shall be chaired by the Chairperson of the Board or in the Chairperson's absence by the Vice-Chairperson. If neither of them is present at the meeting, the Board shall elect a Board member for the purpose of chairing the meeting. Any Chairperson shall have a casting vote.
- 11.7 Voting at General Meetings shall be by voice vote, by show of hands, or, on demand of any Member present, by secret ballot. Each Member shall be entitled to one (1) vote, except as provided in Article 11.4.
- 11.8 The business of the Annual General Meeting shall be:
- (a) Minutes of the Previous General Meeting(s);
  - (b) Annual Report by the Chairperson of the Board;
  - (c) Statement of Accounts;
  - (d) Motions of which notice has been given;
  - (e) Plans for the balance of the calendar year;
  - (f) General business.
- 11.9 Any Member wishing to propose any motion for consideration at any General Meeting shall forward written notice of the motion to the Secretary not less than twenty-eight (28) days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations to Members in respect of them. The Motion(s) must be presented at the meeting in accordance with Article 11.8 (d).

## **12. RUNNING GENERAL MEETINGS**

- 12.1 A quorum for a General Meeting is the greater of five percent (5%) of the Members or twenty-five (25) of those members.

- 12.2 Decisions at a General Meeting are made by a majority of Members present and voting except for those matters when this Constitution specifically requires a greater voting majority.
- 12.3 Decisions of a General Meeting are binding on the Board.
- 12.4 Minutes of all General Meetings shall be taken and held by the Secretary. The minutes of an Annual General Meeting shall be ratified at the next Annual General Meeting and signed by the Chairperson. The minutes of a Special General Meeting shall be ratified at the next Special or Annual General Meeting that is held, and signed by the Chairperson.
- 12.5 The minutes of any meeting shall be made available for individual inspection by any Member within fourteen (14) days of a request being received by the Secretary.

## **13. GOVERNING BOARD**

### **Composition**

- 13.1 The Governing Board shall comprise not less than fifteen (15) or more than twenty-one (21) members made up of:
- (a) Three (3) representatives of the Faculties of Arts, Science, Engineering, and Medical and Health Sciences; and
  - (b) Two (2) representatives of the National Institute of Creative Arts and Industries, the Faculties of Law and Education, and the Business School; and
  - (c) Other such members appointed by the Board in accordance with Article 13.2 (b).

13.2 Appointments of Board Members are made as follows:

- (a) The representatives of a Faculty that has an Affiliated Postgraduate Student Organization will be appointed by that Organization; and
- (b) In the event that there are fewer than fifteen (15) board members at any time the board may call for candidates and appoint board member(s) from any Faculty. In the event that a Faculty has fewer than the representatives allotted to it in accordance with Article 13.1 and a member of that Faculty wishes to fill the vacancy the board must appoint that member, unless that member has been removed from the board during that term, or the Board feels the member is not qualified to serve on the board.

### **Vacancies**

- 13.3 Vacancies may arise through expiry of current term of office in terms of section 13.12 (a) and (b) of the PGSA Constitution, voluntary resignation, or dismissal in terms of section 13.28 and 13.29 of the PGSA Constitution. Members are required to write the Board to affect their resignation.
- 13.4 On becoming aware of a vacancy, the Board shall:
- (a) Review the current Board composition in terms of section 13.1 of this Constitution and discuss the vacancy to identify any other requirements of the Board;
  - (b) If an appointment is required in terms of section 13.2(a) of this Constitution, the Chairperson shall contact the Affiliated Postgraduate Organization to seek nominations; and
  - (c) If an appointment is required in terms of section 13.2(b), the Board shall, depending on the nature of appointment required, seek nominees from either all postgraduate students or postgraduate students from a particular faculty.

## **Nominations**

13.5 Nominations received in terms of section 13.2(a) of this Constitution will be regarded as an appointment by the Board unless the nominee has been previously dismissed in terms of sections 13.28 or 13.29 of this Constitution.

13.6 Nominations received from individual Postgraduate students in terms of section 13.2(b) must be forwarded to the "New Members Officer."

## **Requirements for Nominees**

13.7 Nominees must:

- (a) Be available to attend PGSA Board meetings on a regular basis;
- (b) Be able to serve a minimum term of six (6) months;
- (c) Provide reasons for their interest in becoming a Board member;
- (d) Provide any other information that may be reasonably expected to be in the interest of the PGSA;
- (e) Provide at least two (2) referees, one of whom must be their direct supervisor (permission must be received from nominees to contact their referees);
- (f) Be informed that their names and information supplied in (c) and (d) will be disclosed to the PGSA members so as to afford all PGSA members the opportunity to object or raise concerns regarding their proposed appointment to the Board; and
- (g) Attend an Induction Meeting of the PGSA Board.

## **Appointment Process**

13.8 If the nominee still wishes to join the Board after attending an Induction Meeting, the nominee's name and information supplied in 13.7 (c) and (d) above will be disclosed to all PGSA members through the PGSA newsletter so as to afford the PGSA members the opportunity to raise any objections or concerns regarding the proposed appointment.

13.9 Objections must be received within seven (7) business days of being disclosed in terms of 13.8.

13.10 If no objections have been received, the Board may use its discretion to contact the referees supplied in terms of 13.7 (e) above and must vote on the appointment at the next Board meeting.

13.11 If objection have been received the Board must consider these objections and discuss them at the next Board meeting and may vote on the appointment. The referees supplied, however, in terms of 13.7 (e) must be contacted prior to such a vote.

## **Term of Office**

13.12 The term of office for Office Bearers runs from the conclusion of one Annual General Meeting until the conclusion of the next Annual General Meeting. No Office Bearer may serve more than two terms in successor four (4) years in total in an office currently or previously appointed in.

13.13 The term of office for other Board members runs from their appointment in accordance with Article 13.2 until their voluntary resignation or their dismissal in accordance with Articles 13.25 (a) or 13.26.

13.14 No Board member may sit on the Board for more than four (4) years in total.

### **Appointment of Officers**

- 13.15 At the first meeting of the Board after the Annual General Meeting at which it is appointed its members shall elect from among themselves; a Chairperson, a Vice-Chairperson, an Events Committee Chairperson , a Secretary and a Treasurer.
- 13.16 The members referred to in article 13.15 shall be known as the Executive Committee of the Board and shall have the power to make decisions about and implement matters agreed upon by the Board; other such members can be appointed to the Executive Committee as the Board sees fit.
- 13.17 The election of officers shall be by consensus, or failing agreement, by simple majority of all members.
- 13.18 Voting must be done by secret ballot, for any unopposed positions a verbal vote may be taken.
- 13.19 Except for as provided 13.20 nothing in these Articles shall prevent a Board member from holding two (2) or more of the positions in 13.15.
- 13.20 The Chairperson may not hold any other position on the Board or Chair any sub-committee.

### **Powers of the Board**

- 13.21 The Board has the power to:
- (a) Administer and manage the affairs of the PGSA;
  - (b) Conduct elections or appoint delegates as required to ensure representation of its members on all bodies affecting the interests of the PGSA;
  - (c) Appoint a person to the Board to fill a vacancy in accordance with Article 13.5;
  - (d) Establish sub-committees to be responsible for on-going matters or special tasks, and to delegate any power, function or responsibility except for those in Articles 13.4 (b), (c) and 13.5 or any other power which cannot by law be delegated; and
  - (e) Decide on applications of membership on the basis of special circumstances.

### **Duties of Board Officers**

- 13.22 In addition to duties specified elsewhere in this Constitution, the duties of the Board Officers are as follows:

(a) *Chairperson:*

General Duties

- i. Shall preside at all Special and Annual General Meetings of the PGSA and at all Board meetings.
- ii. The Chairperson is responsible for making sure that each meeting is planned effectively, conducted according to this Constitution and that matters are dealt with in an orderly, efficient manner. The Chairperson must make the most of his/her board members and lead the Board. This also involves regularly reviewing the Board's performance and identifying and managing the process for renewal of the Board through recruitment of new members.
- iii. The Chairperson is responsible for determining and formulating the agenda items for Board meetings with the assistance of the Board Vice-Chairperson and PGSA Administrator. This duty may be assigned to the PGSA Administrator.
- iv. The Chairperson must co-ordinate the board to ensure that appropriate policies and procedures are in place for the effective management of the organization.
- v. To provide support to the PGSA Administrator.



- vi. To represent the organization as its figurehead. (Chairperson may from time-to-time be called upon to represent the PGSA and sometimes be its spokesperson at, for example, events or meetings.)
- vii. Delegate assignments and duties to other Board members.

#### During Meetings

- viii. Open the meeting;
- ix. Check for quorum;
- x. Conduct the business of the meeting according to the order of the agenda unless it is altered with the consent of the members;
- xi. Confine discussion to the item actually before the meeting and to see that it is dealt with and settled before passing on to the next item;
- xii. Allow free and, if necessary, formal debate;
- xiii. Give all those wishing to speak an opportunity to do so, to see that their remarks are addressed to the Chair and to allow no private discussion or personal matter to be introduced in a negative way;
- xiv. Say who is to speak, if two people should speak at the same time – the Chairperson's decision on such points is final;
- xv. Make every effort to let any meeting over which he/she presides understand the reasons for and purpose of his/her rulings;
- xvi. Close the meeting when all matters are attended to.

#### (b) *Vice-Chairperson*

##### General Duties

- i. The Vice-Chairperson shall have the powers and duties of the Chairperson in his/her absence or during his/her disability, and such other powers and duties as the Board may from time-to-time decide;
- ii. The Vice-Chairperson shall perform on his/her behalf such duties as may be delegated by the Chairperson;
- iii. Be an active member of the Board.

#### (c) *Secretary*

##### General Duties

- i. Keep the records of business transacted at meetings;
- ii. Make sure that an electronic copy of **the Constitution is easily accessible** at all meetings of the Board and the PGSA Annual General Meeting;
- iii. Keep a register of current members of the PGSA Membership;
- iv. Keep a register of current members of the PGSA Board;
- v. Notify all Board members at least five (5) days before a Board meeting is due, either orally, by post, or by e-mail.

##### Before Meetings

- vi. Make sure that the minutes of the previous meeting are written up and a copy has been circulated to all Board members with notice of the next meeting;
- vii. Keep all the papers that may be needed at the meeting;
- viii. Have any reports or information ready which may have been asked for at the previous meeting.

#### During Meetings

- ix. Make a note of those present and also of all apologies;
- x. See that a quorum is present before any Board business is done;
- xi. Take minutes of the meeting;
- xii. Assist the Chair with any information required, including giving advice on the consequences of the correspondence items or other documents.

#### After Meetings

- xiii. Draft or check the minutes as soon as possible and submit them to the Board for approval;
- xiv. Write any letters, secure any information, or take any action on matters decided by the Board;
- xv. Write-up the final minutes for circulation;
- xvi. Have the minutes typed and sent out to all the members of the Board;
- xvii. If action is to be taken on an item by anyone, check that they know what they are meant to do and when the Board needs to have a result.

#### (d) *Treasurer*

##### General Duties

- i. Assist the PGSA Administrator with the proper handling of the finances of the organization, but not for the actual raising of money;
- ii. Ensuring that the Board is regularly informed of the financial position of the organization;
- iii. Assist the PGSA Administrator with preparing an annual statement to be approved at an Annual General Meeting and registered with the Companies office;
- iv. Assist the PGSA Administrator with the preparation of an annual budget.

#### **Notice of Meetings**

13.23 A meeting of Board members may be called on not less than two (2) days' notice given by the Chairperson. By unanimous agreement the Board members may meet at any time.

#### **Holding Meeting**

13.24 Meetings may be held by the Board members assembling together at the notified or agreed time and place or by means of audio, or audio and visual, communication by which all members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

#### **Extraordinary Business**

13.25 If business is required to be transacted and due to time or other constraints having regard to all circumstances it is not reasonably practical to hold a meeting the Board may conduct business by telephone, email, or internet poll providing that:

- (a) All Board members are given reasonable opportunity to provide their opinions on the matter;, and
- (b) The Board takes all reasonable steps having regard to all circumstances to ensure that all Board members are given the opportunity to be polled or to vote on the matter; and
- (c) The number of Board members polled or voting represents a quorum under article 13.26.

#### **Quorum**

13.26 A majority (greater than fifty (50) percent) of Board members holding office must be present and participating in the meeting (as defined in 13.23) to constitute a quorum. No business may be transacted if a quorum is not present.

## **Voting**

13.27 Each Board member has one vote. The Chairperson may exercise a casting vote. A resolution is passed if agreed by all members present or if a majority of votes cast is in favour of it. A member present is presumed to have agreed and voted in favour of a resolution unless the member expressly dissents or votes against.

## **Dismissal of a Board Member for Absence**

13.28 A member of the Governing Board may be dismissed by a resolution of the Board at a meeting of the Board members conducted pursuant to this Constitution, provided that such a resolution is passed by a majority of two-thirds of those Board members present and voting, where:

- (a) The member has failed to attend two (2) consecutive meetings without tendering an apology prior to those meetings; or
- (b) The member has failed to attend five (5) consecutive meetings without good excuse; and
- (c) The procedures in Article 13.20 are to be followed in regards to the format of proceedings.

## **Dismissal of a Board member for Other Reasons**

13.29 A member of the Governing Board may be dismissed by a resolution of a General Meeting, provided that such a resolution is passed by a majority of two-thirds of those members present and voting.

13.30 A board member may also be dismissed if initiated by a petition of no less than three (3) Board members:

- (a) On receipt of such a petition, the existing Board may meet in the absence of the relevant Board member to discuss the matter. If the Board decides by a simple majority vote to proceed with the dismissal process then the Board must:
  - i. Give written notice of the Board's intention to the relevant Board member, at least fourteen (14) days prior to the next meeting;
  - ii. Provide the relevant Board member with written reasons for the consideration of dismissal; and
  - iii. Give the relevant Board member seven (7) days to respond in writing to the notice.
- (b) At the meeting where the dismissal is to be discussed, the relevant Board member must be given the opportunity to be heard, after which, the Board will deliberate in his/her absence;
- (c) The Board may call for voluntary resignation by a simple majority and acceptance will be recorded as a voluntary resignation;
- (d) If the Board member declines to resign, the Board may dismiss such a member by a two-thirds majority vote in terms of section article 13.28 or 13.29 of this Constitution and the dismissal will be recorded as such.

13.31 Any removal from the Governing Board shall be considered separately from an expulsion of membership (in terms of article 7.2), if such an expulsion is deemed necessary.

## **14. CONTROL OF FUNDS**

14.1 The Board shall, subject to this Constitution, control the expenditure, assets and liabilities of the PGSA, and shall manage any funds accruing to it by way of fees or otherwise, and shall provide for the banking, investment and spending of those funds.

- 14.2 If the board decides that an external audit of the financial statements is desirable it may appoint an external auditor.
- 14.3 The PGSA bank account must have two signatories: the Treasurer and one other person appointed by the board. The bank account must be set up so that cheque and cash withdrawals require authorisation by both signatories.

#### **15. AMENDMENT OF THE CONSTITUTION**

- 15.1 The Constitution may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Members present and voting.
- 15.2 Any proposed motion to amend or replace the Constitution shall be signed by at least five (5) Members and be given in writing to the Secretary at least twenty-eight (28) 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.
- 15.3 At least fourteen (14) days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Board in respect of it to all Members.

#### **16. STAFF**

- 16.1 Staff employed or contracted by the PGSA are responsible to and governed by guidelines drawn up by the Board.
- 16.2 Staff employed or contracted by the PGSA may not hold a voting position on the Board.
- 16.3 A Managing Director holds an ex-officio position on the Board. The Board may appoint any other staff member employed or contracted by the PGSA to an ex-officio position on the Board.
- 16.4 The PGSA considers itself bound by the principles of non-discrimination as proposed by the University's official policy on Equal Employment Opportunity.

#### **17. COMMON SEAL**

- 17.1 The common seal of the PGSA is held by the Board and shall be used only when authorized by a resolution of the Board.
- 17.2 When the seal is used, it shall be signed by both the Chairperson and Vice-Chairperson. Should one of these individuals be unavailable, the seal may be signed by the Treasurer, Secretary or Events Committee Head. There must be a total of two signatures from the Executive Committee on the seal.

#### **18. WINDING UP**

- 18.1 The PGSA may be wound-up under the Incorporated Societies Act 1908 if:
- (a) A majority of the members present at a General Meeting pass a resolution to wind it up; and
  - (b) A Special General Meeting is held no earlier than twenty-eight (28) days after the first meeting to confirm or reject the resolution; and
  - (c) At the second meeting a two-thirds majority of all the members present at the meeting of the PGSA:
    - i. Confirm the resolution; and
    - ii. If the resolution is confirmed, set a date for it to take effect, no more than six (6) months from the time of vote.

18.2 On the winding-up of the PGSA, any surplus assets shall be distributed to charitable organizations in New Zealand, previously selected by the Board, whose objectives include the promotion of education. No member shall personally benefit from any distribution.

**19. TE TIRITI WAITANGI / THE TREATY OF WAITANGI**

19.1 The PGSA acknowledges and supports the letter and spirit of Te Tiriti O Waitangi.

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