

THE CONSTITUTION OF

THE MASSEY UNIVERSITY EXTRAMURAL

STUDENTS' SOCIETY INCORPORATED

(2011)

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1. **NAME**

The name of the Society shall be the “**Massey University Extramural Students’ Society Incorporated**”. (Hereafter referred to as the “**Society**”).

2. **OBJECTS**

The Objects of the Society shall be:

- a) **To establish and maintain recognition and benefits of full University status for extramural/distance students.**
- b) **To obtain for members all the benefits deriving from their University student and student association member status.**
- c) **To promote and foster the interests of members, and to make representations on their behalf as are necessary or desirable.**
- d) **To maintain liaison between extramural/distance students, internal students and the University authorities on matters of joint interest.**
- e) **To affiliate with other Associations, Societies or bodies as may be resolved by members.**
- f) **To maintain a commitment to honour and affirm the Treaty of Waitangi in all activities of the Society.**

3. **MEMBERSHIP**

There shall be three classes of membership, as follows:

i) **Full Members**

All currently enrolled extramural/distance students of Massey University shall, upon payment of the appropriate subscription (Prescribed Fee) be **Full Members** of the Society with full voting rights.

ii) **Associate Members**

Any person who has previously been a Full Member of the Society shall, upon application and payment of the appropriate subscription (Prescribed Fee), be admitted as an Associate Member of the Society with the right to stand for Office and vote at both executive meetings and general meetings.

iii) **Honorary Life Members**

Any person may be granted **Honorary Life Membership** of the Society, in recognition of any outstanding service on the part of that person to the Society, or its members, through a motion being carried at any Annual or Special General Meeting of the Society after due notice of such a proposal being circulated prior to the meeting.

An **Honorary Life Member**, who is not a Full, or Associate, Member, shall not have a right to stand for Office or have a vote at Annual or Special General Meetings but will have the right to speak at General Meetings.

Cessation of Membership

A member shall cease to be a member if she/he:

- i) Applies for, and is granted, an exemption from membership through conscientious objection.
- ii) Submits hers/his, (in the case of an Associate or Honorary Life Member) resignation in writing to the Committee.
- iii) Fails, to pay the Society's **Annual Subscription** within 60 days of issue of invoice, (in the case of an associate member).

4. OFFICERS

All **Officers** shall hold office until the next election, whether or not they are currently enrolled for an extramural/distance course. In the event that they cease to become full members of the Society during their term of office, executive members are obliged to become Associate members according to the rules in section 3 (ii).

The Officers of the Society shall be:

a) President

- i) The **President** shall preside at all meetings of the **Executive Committee**, the **Annual General Meeting** and **Special General Meetings**.
- ii) Between meetings of the **Executive Committee** the **President** shall advance priorities, monitor the performance of the Society and oversee the implementation of policy and will deal with such other matters as the **Executive Committee** is directed to carry out by this Constitution or by direction from the Annual General or a Special General Meeting.
- iii) The **President** of the Society shall not, while holding office, be employed in any permanent capacity whatsoever by any Tertiary Institution.

- iv) The **President** is not an employee of the Society.
- v) During her/his period of Office the **President** shall reside in or about Palmerston North and shall be available to attend to Society business on a regular basis at the Society's office on the Massey University Campus.
- vi) The **President** shall not engage in any employment, liable to impinge on the execution of the President's duties, without the knowledge and agreement of the **Executive Committee** during her/his period in office.
- vii) The **President** shall be paid, on a fortnightly basis, an honorarium set by the **Executive Committee** for the duration of her/his period of office. The honorarium shall be disclosed at the AGM through the Annual Report.
- viii) The **President** shall provide Governance and oversight for the Society's day-to-day operations and resources and shall report to the **Executive Committee** and **Annual General Meeting** in respect of her/his responsibilities.
- ix) At any meeting of the **Executive Committee** or at any General Meeting of the Society the **President**, or in the absence of the **President**, the **Vice President**, shall have a casting as well as a deliberative vote.

b) Vice President

- i) In the absence of the **President** the **Vice President** shall preside at meetings of the **Executive Committee**, the **Annual General Meeting** or **Special General Meetings**.
- ii) In the event of the **President** resigning or being removed from office during her/his term of office, then the office of **President** shall be assumed by the **Vice President**, with responsibilities and remuneration as agreed by the **Executive Committee**, until such time as a replacement **President** is elected.
- iii) In these circumstances the **Acting President** is not obliged during this period to reside in or about Palmerston North.
- iv) In the instance of a **Vice President's** office becoming vacant between the normal election times, the position of **Vice President** shall be filled by one of the other members of the **Executive Committee** by election by the **Executive Committee**.

c) Committee members

- i) One committee member is the President and will serve for a period of two years (or the remainder of the period in office) commencing January 1st.

- ii) One committee member is the Vice President and will serve for a period of two years (or the remainder of the period in office) commencing January 1st of the year the President is mid-term.
- iii) Three **Committee members** shall embody as wide a cross-section of members of the Society as is practicable, (with a geographic split used to assist this intent) and will serve a period of two years commencing January 1st with the upper North Island and South Island members commencing at the same time as the President.
- iv) To that end one **(1) Committee Member** will be elected from the areas of:
 - 1) **The northern part of the North Island**; as defined as north of a line drawn between Gisborne and New Plymouth and includes Gisborne and excludes New Plymouth
 - 2) **The southern part of the North Island**; as defined as south of a line drawn between Gisborne and New Plymouth and excluding Gisborne and includes New Plymouth
 - 3) **The South Island and International**; as defined as the whole of the South Island, and including all other countries of the world.
- v) **One (1) Committee Member** will represent the interests of Maori and will be elected by the Maori members of the Society (for clarity: the Maori members vote for both the Maori member and their regional member.)
- vi) One (1) Committee Member will be elected from the EXMSS Area Representatives by the Area Representatives in such manner as decided by the Executive.
- vii) In the instance of a **Committee Member, other than President or the Vice President** position becoming vacant before the normal election time then the position will be filled by the **Executive Committee** co-opting a replacement.
- viii) Executive committee members, excluding the Vice President and the President will be elected regionally, or in the case of the Maori committee member, by the Maori members, and only Society members from the particular candidate's region or constituency may vote for those candidates.
- ix) **Treasurer**: the **Executive Committee** shall either elect from within its own membership or co-opt a **Treasurer**.
- x) The **Treasurer** shall, as directed by the **Executive Committee**, present to the **Executive Committee**, and then to the **Annual**

General Meeting, the Annual Accounts, and any other proposal of a financial nature.

d) Returning Officer

- i) The **Annual General Meeting** shall appoint a **Returning Officer**.
- ii) The **Returning Officer** shall supervise and report on all elections of **Officers** to the **Executive Committee** and to the **Annual General Meeting**.

5. ELECTION OF OFFICERS

- a) The **President** and **Vice President** shall be elected **Biennially** by all full members in alternate years, by Electronic **Voting** as directed by the **Executive Committee**.
- b) Each alternate year **Committee Members** will be elected from the areas or groups represented by:

EITHER

- i. **The Northern part of the North Island;** as defined as north of a line drawn between New Plymouth and Gisborne.
- ii. **The South Island.**
- iii. **The EXMSS Area Network**

OR

- i. **The Southern part of the North Island;** as defined as south of a line drawn between New Plymouth and Gisborne.
- ii. **The Maori Members of the Society**

As set out in clause **4(c)** above.

- c) All persons seeking Office must be either **Full or Associate Members** of the Society and must be proposed and seconded, in writing, by Full Members of the Society.
- d) No **Officer** of the Society shall, while holding office, be employed by the Society in any permanent capacity whatsoever and any employee of the Society shall tender her/his resignation from employment with the Society immediately upon being elected as an **Officer** of the Society.
- e) Any **Officer** may be removed from office by a two thirds majority of those voting at an **Annual General Meeting** (where four weeks notice of such

a proposal had been given) or at a properly constituted Special General Meeting called for that purpose.

- f) Members nominated to stand for Office shall supply a written nomination signed by two (2) Full Members of the Society and delivered to the **Secretary** by 4.00 p.m. on the date set by the **Executive Committee** as the closing date for Nominations.
- g) All elections of officers shall be undertaken by electronic voting on terms and conditions as may be decided by the **Executive Committee** from time to time.

6. **EXECUTIVE COMMITTEE**

- a) The **President, Vice President** and the five or six (depending on co-opted nature of the Treasurer) **Committee Members** shall form the **Executive Committee**.
- b) The **Executive Committee** shall set policy and priorities, monitor the performance of the Society and oversee the implementation of policy and will deal with such other matters as the **Executive Committee** is directed to carry out by this Constitution or by direction from the Annual General or a Special General, Meeting.
- c) Each **Executive Committee** member shall be paid, on a quarterly basis, an honorarium set by the **Executive Committee** for the duration of her/his period of office. The honorarium shall be disclosed at the AGM through the Annual Report.
- d) The **Executive Committee** shall set all honoraria including that of the President. The **Executive Committee** shall act as the **agent of the employer** but will appoint one member to be the contact person for engagement with staff.
- e) All **Executive Committee** meetings shall be conducted according to the policies and procedures as described in the Society's operation document.
- f) The responsibility of the day-to-day operations of the **Society** shall be delegated to **Staff** as the **Executive** deems appropriate.
- g) The quorum for **Executive Committee** meetings shall be **four (4) of its members inclusive of the President** or in the absence of the **President** the **Vice President**.
- h) The **Committee** shall meet at least a minimum of six times a year either at an agreed location or by telephone conference. In the event that agreement is not reached the **President** shall decide the location. Meetings shall be scheduled so that the maximum number of Officers

possible can participate. In the event that a Society executive committee member is absent for more than three consecutive meetings, without submitting an apology, the member is then considered to have resigned from the committee. The **Executive Committee** shall then decide whether to invoke the right to co-opt another member, or wait until the next election to elect a new member to the vacant position.

- i) Any member of the Society is permitted to attend Part One of all Committee meetings.
- j) Decision making by the **Executive Committee** shall be by consensus provided that, if necessary, decisions shall be by majority vote. The **President**, or **Vice President** in his/her place, is able to cast a deciding vote.
- k) The **Executive Committee** shall have the power to negotiate with such bodies as it deems fit, to establish relationships with them and place these on a formal basis.
- l) The **Executive Committee** shall have the power to temporarily co-opt any member or members as it sees fit to assist the Committee.
- m) At the first meeting of the **Executive Committee**, subsequent to the Biennial Elections, shall appoint a **Secretary** who may be an employee of the Society. The **Secretary** is not an Officer of the Society and will report to the **Executive Committee**.
- n) Society representatives on outside organisations shall be by appointment by the **Executive Committee**
- o) The Minutes of **Executive Committee** meetings shall be kept by the **Secretary**. Copies of the Minutes will be distributed to all **Executive Committee** members. A copy of the minutes of any meeting will be made available to any Financial Member on request.
- p) The President shall, in liaison with the **Treasurer** and with support from the staff, prepare the **Annual Accounts**, and the **Annual Budget**.
- q) Any proposal that may involve **Constitutional Change** shall be submitted in writing to a properly constituted **Executive Committee** meeting not later than one (2) months prior to the Annual General Meeting.
- r) Upon receipt of a constitutional change proposal the **Executive Committee** shall determine whether or not the proposal does involve a constitutional change, and if it so determines that the proposal shall be circulated to members, no later than one (1) month prior to the Annual General Meeting. At the Annual General Meeting a vote on the proposal will be taken.

- s) Members may request a **Membership Referendum** to be held. **Requests for a Referendum** shall include evidence of support from 10% of members and be submitted in writing to a properly constituted **Executive Committee**.
- t) Upon receipt of a **Referendum** proposal the **Executive Committee** shall determine its validity and, if valid, circulate **draft notice of referendum for comment**, to members within 20 days of the executive meeting in which the **Referendum** was considered. The **Executive Committee** will set the wording of any question put to a **Referendum** in a way that results in fair voter expression of opinion, considering any submissions to the question wording by members. The **Secretary** must either act as, or appoint, a **Referendum Returning Officer**, which will conduct the referendum by electronic secret ballot no later than (1) month following the notice of the referendum. The result of any **Referendum** is to be binding on the Society.

7. **ANNUAL GENERAL and OTHER GENERAL MEETINGS**

1) General:

- a) The **Annual General Meeting** will be held during on-campus contact courses. Special General Meetings can be called at any time.
- b) The date of the Annual General Meeting shall be determined each year by the **Executive Committee**.
- c) The **Committee** shall notify all members of the time, date and place of any General or Annual General Meeting at least one (1) month before the meeting.
- d) All members are entitled to attend the Societies meetings
- e) The **quorum** of any General or Annual General Meeting shall be **twenty-five (25) members**.
- f) The Annual General Meeting shall consider, after the confirmation of the previous years Minutes:
 - i) A **Report from the Executive Committee** covering the business transacted by the Society during the past year;
 - ii) The **Statement of Accounts (Annual Accounts)** which shall have been audited by a suitably qualified person, (appointed at the previous Annual General Meeting);
 - iii) The **Report of the Returning Officer**;

- iv) **Appoint a Returning Officer;**
- v) **Appoint an Auditor**, for the forthcoming year;
- vi) **Set the Annual Subscription Fee;**
- vii) Receive the **Operating Document**. (Ref. **Clause 11(b)** below);
- viii) Items of **Pre-Nominated Business;**
- ix) **General Business.**

2) Voting:

- a) The mode of voting shall be a by show of hands, or (if required by the meeting) a secret ballot.
- b) All resolutions involving changes to the Constitution shall be passed by a two-thirds majority of those members voting, and all other resolutions shall passed by a simple majority of those voting.
- c) Proxy voting is not permissible at an Annual or Special General meeting unless the meeting is available via live web feed.

3) Chair-Person

The Annual General Meeting, or any Special General Meeting, will be chaired by the **President** or Vice President. In the absence of both it will be chaired by a person appointed by the **Executive Committee**.

4) Record of Meeting:

Minutes of the meeting will be kept by the **Secretary** or by a person appointed for that purpose by the **Executive Committee**.

5) Procedure of Meetings

- a) All **Annual General**, and **Special General Meetings**, shall be conducted according to policies and procedures as described in the Society's operation document.
- b) In chairing meetings, the President (or Vice President) shall encourage participation by avoiding too rigid an application of meeting procedure.

8. SUBSCRIPTIONS

- a) The **Annual Subscription Fee** shall be set at the preceding Annual General Meeting of the Society (the **Associate Membership Fee**

(Prescribed Fee) shall be set as one half that of the Full Membership fee).

- b) Subscriptions shall be paid:
 - i) In the case of Full Members, when they enrol for the year's study.
 - ii) In the case of Associate Members, no later than the date of the Annual General Meeting of the Society and within 60 days of issue of invoice.

Any members who have not paid their subscriptions within the time specified in **sub clauses b), i) and ii)** above shall cease to be members. Any Officer of the Society who is unfinancial shall not remain a member of the Society.

9. FINANCES

- a) All finances shall be administered under the direction and oversight of the **Executive Committee**.
- b) Such funds of the Society as shall be collected shall be allocated as described in the annual budget.
- c) Authority for managing spending and reporting of spending against budget can be divested to Employees of the Society.
- d) Ordinary running costs of the Society shall be met from holdings in a registered bank operating with the following constraints:

All cheques or authorities for payment issued on behalf of EXMSS are to bear the signature of either:

- i) **Two (2)** members of the **Executive Committee**, or
 - ii) **One (1) member** of the **Executive Committee**, and **one (1) staff member** with a delegated authority for managing finances, or an accounts officer recognised as such by the Executive Committee
- e) A schedule of financial transactions, together with a full statement of income and expenditure is to be presented to the **Executive Committee** at each meeting by the **President (Vice President** in the **President's** absence) or **Treasurer**.
 - f) A budgetary forecast is to be approved prior to the year in which expenses are expected to be incurred. The **President**, in liaison with the **Treasurer** will present to the **Executive Committee** prior to the final executive meeting of the year.

- g) Such funds as remain surplus at the end of any financial year shall be allocated at the discretion of the **Executive Committee** or of a **General Meeting** of the Society except that no funds from previous years shall be distributed to members.
- h) The **Executive Committee** shall have no power to borrow money.
- i) The **Financial Year** of the Society be the **Calendar Year** and shall end on **31 December**.
- j) A copy of the Annual Audited Accounts shall be supplied to a member on request.

10. CHANGES TO THE CONSTITUTION

- a) This constitution may be altered, added to or rescinded only at an **Annual General Meeting** or a **Special General Meeting** of the Society called for that purpose.
- b) The procedure for advising the members of any referenda or proposed changes to the Constitution shall be as set out in **Clause 6**, and sub clauses, **q)** through **t)**.
- c) No addition to or alteration or rescission of the Constitution shall be approved if it in any way affects the operation of **Clause 15 "Winding Up"** below.
- d) The effective implementation of any proposed amendments to this Constitution can occur immediately upon ratification at any Annual General Meeting or Special General Meeting as the case may be, provided that steps are taken immediately to register any such amendments with the **Registrar of Incorporated Societies**.

11. MISCELLANEOUS

- a) **Actions Register**
 - i) The **Secretary** will maintain an '**Actions Register**' containing all resolutions passed by **Annual General**, and **Special General Meetings** binding on the **Executive Committee**.
 - ii) The **Executive Committee**, by resolution, shall delete from the Actions Register all items which have been acted upon and concluded.
 - iii) A report on such deletions will be made to the subsequent **Annual General Meeting**.

b) **Operating Procedures**

The **Executive Committee** shall cause to be developed and maintained an **Operating Document** containing the policies and procedures for the conduct of the society's business.

12. REGISTERED OFFICE

The Registered Office of the Society shall be at the **Massey University Extramural Students' Society Office** located at Massey University, Palmerston North, Private Bag 11-222.

13. COMMON SEAL

The Common seal shall be held in the registered office of the Society and shall be affixed only in the presence of **two (2) Executive Committee Members**.

14. WINDING UP

On the winding up or dissolution of the Society the surplus assets of the Society, after payment of all costs, debts and liabilities shall be handed to the **Massey University Council** to be held upon trust and invested to promote and foster the interests of extramural students, until such time as a similar society is formed.

15. INTERPRETATIONS OF RULES

- 1) **'Committee'** means the Executive Committee and includes co-opted members.
- 2) **'Extramural Student'** means a Massey University Student who is enrolled as a distance student.
- 3) **'Financial Year'** means the Calendar Year, i. e. First day of January to the Thirty First day of December in any one year.
- 4) **'Newsletter'** means an informative document issued to the general membership.
- 5) **'Northern part of North Island'** means that area north of a line drawn between the cities of New Plymouth and Gisborne.
- 6) **'Officer'** means either a President, Vice President or Committee Member.

- 7) **'Pre-nominated'** means advised to the Executive Committee sufficiently previous to the Annual General Meeting to be circulated with the Notice of Meeting to the members.
- 8) **Operating Document** means the living document that contains the operating policies and procedures of the Society.
- 9) **'Proxy voting'** means a member present at a meeting casting a vote, in addition to their own, on behalf of an absent member.
- 10) **Referendum** means a vote on a constitutional issue taken by all members other than life members.
- 11) **'Registered Office'** means the location registered with the Registrar of Incorporated Societies.
- 12) **'Secretary'** means the Society employee appointed to perform that function by the Executive Committee.
- 13) **'Society'** means **'Massey University Extramural Students' Society Incorporated'**.
- 14) **'Society Representative'** means a person appointed to represent the Society on some organisation or at any gathering, or for any other purpose.
- 15) **'Southern part of North Island'** means that area south of a line drawn between the cities of New Plymouth and Gisborne.