

THE CONSTITUTION OF

THE MASSEY UNIVERSITY EXTRAMURAL

STUDENTS' SOCIETY INCORPORATED

(2008)

No: 231779

INDEX

- 1. NAME**
- 2. OBJECTS**
- 3. MEMBERSHIP**
- 4. OFFICERS**
- 5. ELECTION OF OFFICERS**
- 6. EXECUTIVE COMMITTEE**
- 7. ANNUAL & OTHER GENERAL MEETINGS**
- 8. SUBSCRIPTIONS**
- 9. FINANCES**
- 10. CHANGES TO THE CONSTITUTION**
- 11. REGULATIONS**
- 12. MISCELLANEOUS**
- 13. REGISTERED OFFICE**
- 14. COMMON SEAL**
- 15. WINDING UP**
- 16. INTERPRETATION OF RULES**

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 for the full University status of extramural students.**
- b) **To obtain for members all the benefits deriving from their University student 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 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.**

3. MEMBERSHIP

There shall be three classes of membership, as follows:

i) **Full Members**

All currently enrolled extramural students of Massey University shall 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 on all issues except constitutional issues”.

Applications for Associate Membership must be made in writing to the **Executive Committee** through the **Secretary**. A person shall become an Associate Member following payment of the Prescribed Fee.

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 such General Meetings.

Cessation of Membership

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

- i) Fails, (in the case of a Full Member), to be currently enrolled as an extramural student of the University.
- ii) Submits hers/his, (in the case of an Associate or Honorary Life Member) resignation in writing to the Committee.
- iii) Fails, (in the case of an Associate member), to pay the Society's **Annual Subscription** by the date of the Annual General Meeting.

4. **OFFICERS**

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

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 such 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 quarterly basis, an honorarium set by the **Executive Committee** at the commencement of her/his period of office.
- viii) The **President** is responsible for the oversight of the day-to-day operations of the Society and its staff and is accountable to the **Executive Committee** and the **Annual General** or any **Special General Meeting**.
- ix) The **President** shall oversee the Society's functions and resources and shall report to the **Executive Committee** and **Annual General Meeting** in respect of her/his responsibilities.
- x) The **President** shall act as the **Agent of the Employer** in all staff administration matters.
- xi) 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 during her/his term of office, then the office of **President** shall be assumed by the **Vice President** 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 Palmerston North.

- iv) In the instance of a **Vice President's** office becoming vacant between the normal election time then 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 (seven)

- i) The seven **committee members** shall represent as wide a geographical cross-section of members, including Maori members, of the Society as is practicable.
- ii) To that end **two (2) Committee Members** each will be elected from the areas of:
 - (a) **The northern part of the North Island**; as defined by postal code numbers north of a line drawn between Gisborne and Taumarunui and including Gisborne and Taumarunui
 - (b) **The southern part of the North Island**; as defined by postal code numbers south of a line drawn between Gisborne and Taumarunui and excluding Gisborne and Taumarunui
 - (c) **The South Island**; as defined by postal code numbers for the whole of the South Island, and including all other countries of the world.
- iii) **One (1) Committee Member** will be Maori and will be elected by the Maori members of the Society
- iv) In the instance of a **Committee Member** position becoming vacant before the normal election time then the position will be filled by the **Executive Committee** co-opting a replacement unless the vacancy occurs within three (3) months of an Annual Election falling due, in which instance the vacancy may remain unfilled. Executive committee members will be elected regionally, or in the case of the Maori committee member, by the Maori members, and only EXMSS members from the particular candidate's region or constituency may vote for those candidates

d) Treasurer

- i) The **Executive Committee** shall elect from within its own membership a **Treasurer**.
- ii) The **Treasurer** shall, as directed by the **Executive Committee**, present to the **Executive Committee**, and then to the **Annual General Meeting**, the **Annual Accounts**, the **Annual Budget** and any other proposal of a financial nature.

e) 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 the **Postal Voting** of eligible members in such manner and times as may be directed by the **Executive Committee**.
- b) Each year one **Committee Member** will be elected from **each** of the areas of:
 - i. **The Northern part of the North Island**; as defined as north of a line drawn between New Plymouth and Gisborne.
 - ii. **The Southern part of the North Island**; as defined as south of a line drawn between New Plymouth and Gisborne.
 - iii. **The South Island**.

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

That member will serve for a period of two years before being required to stand for election again.

- c) All persons seeking Office must be **Financial 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) Nothing in the clause shall prevent the Society from paying an honorarium to any **Officer**.
- f) Any **Officer** may be removed from office by a two thirds majority of those voting at an **Annual General Meeting** (where due notice of such a proposal had been given) or at a properly constituted Special General Meeting called for that purpose.
- g) Members nominated to stand for Office shall supply a written nomination signed by two (2) Full Members of the Society and endorsed by the nominee to the **Secretary** by 4.00 p.m. on the date set by the **Executive Committee** as the closing date for Nominations.

- h) All elections of officers shall be undertaken by postal and/or electronic voting on terms and conditions as may be decided by the Executive Committee from time to time.
- i) The **Executive Committee** shall to give effect to **sub clause b)** above appoint two (2) **Scrutineers** to conduct the Postal and/or electronic Voting and to report to the **Returning Officer** the results thereof as soon as practicable after the election.

6. **EXECUTIVE COMMITTEE**

- a) The **President, Vice President** and the six **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) The **Executive Committee** shall set all honoraria including that of the President.
- d) All **Executive Committee** meetings shall be conducted according to the widely accepted rules of meeting procedure and debate.
- e) As chair-person of the meetings, the **President** (or Vice President) shall encourage participation by avoiding too rigid an application of meeting procedure.
- f) The quorum for **Executive Committee** meetings shall be **five (5) of its members inclusive of the President** or in the absence of the President the Vice President.
- g) 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 an EXMSS 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.
- h) Subject to a direction from a General Meeting, or Annual General Meeting, the business of the Society shall be carried out by the **Executive Committee**.

- i) Decision making by the **Executive Committee** shall be by consensus provided that, if necessary, decisions shall be by majority vote.
- j) 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.
- k) The **Executive Committee** shall have the power to temporarily co-opt any member or members as it sees fit to assist the Committee.
- l) Society **Representatives** on outside organisations shall be by appointment by the **Executive Committee**.
- m) At the first meeting of the **Executive Committee**, subsequent to the Biennial Elections, shall appoint a **Secretary** who shall be an employee of the Society. The **Secretary** is not an Officer of the Society.
- n) The **Secretary** shall have the right to speak at meetings of the **Executive Committee** but not vote.
- 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 **Secretary** shall, in liaison with the **Treasurer**, prepare the **Annual Accounts**, the **Annual Budget** to be made to the Annual General meeting.
- q) Any proposal that would involve **Constitutional Change** shall be submitted in writing to the **Executive Committee** not later than two (2) months prior to the Annual General Meeting.
- r) Upon receipt of the 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 by **Newsletter** 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.

7. ANNUAL GENERAL and OTHER GENERAL MEETINGS

1) General:

- a) The **Annual General Meeting** should be held during on-campus contact courses.

- 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 commencement of the on campus course.
- d) The **quorum** of any General or Annual General Meeting shall be **twenty-five (25) members**.
- e) 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 member of the NZ Society of Accountants, (appointed at the previous Annual General Meeting) and the proposed the **Annual Budget**;
 - iii) The **Report of the Returning Officer**;
 - iv) **Appoint a Returning Officer**;
 - v) **Appoint an Auditor**, (Who must be a member of the NZ Society of Accountants), for the forthcoming year;
 - vi) **Set the Annual Subscription Fee**;
 - vii) Receive the **Policy Register Report**. (Ref. **Clause 12(i) to (iii)** 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.

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 the widely accepted rules of meeting procedure and debate.
- 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.

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 provided that any Officer of the Society who is unfinancial shall remain a member of the Society until the expiry date of hers/his term of office.

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 follows:

- i) Such proportion as shall be allocated to any project by the **Executive Committee** or by vote at the **Annual General Meeting**.
- ii) The balance shall be used to meet all of the administrative costs of the Society and any other expenditure that the **Committee** shall incur provided always that:
- c) All bills, orders and other charges against this account shall bear the signatures of such **Trustees** as shall be appointed by the **Committee**.
- d) Ordinary running costs of the Society, and extraordinary costs to a maximum value set by the **Committee**, shall be met from an **Imprest Account** operating with the following constraints:

All cheques issued on the Imprest, Operations or other Accounts 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**, or
- iii) **Two (2) staff members**. (N.B. this can occur on individual, authorised occasions, with the recorded permission of **President** or **Treasurer**).
- e) A schedule of issued cheques, together with a full statement of income and expenditure is to be presented to the **Executive Committee** each month by the **Secretary**.
- f) A Budgetary forecast is to be approved prior to the year in which expenses are expected to be incurred which the **Treasurer**, in liaison with the **Secretary** will present to the **Executive Committee** prior to it being presented to the Annual General Meeting.
- 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 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 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 proposed changes to the Constitution shall be as set out in **Clause 6**, and sub clauses thereof, **q)** and **r)** above and sub clause **2) b)** of **Clause 7** above.
- 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. REGULATIONS

The Society may from time to time in General Meeting enact and amend Regulations providing for the performance and furtherance of any of the objects of the Society and for the execution of its affairs.

12. MISCELLANEOUS

a) Policy Register

- i) The **Secretary** will maintain a '**Policy 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 Policy 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) Executive Committee Procedures

The **Executive Committee** shall develop and record, and amend as required, a schedule of procedures for the conduct of its business.

c) **Schedule of Administrative Procedures**

The **Executive Committee** shall develop and record, and amend as required, a **Schedule of Administration Procedures** for the guidance of the Officers and Staff in the conduct of the Society's business.

13. REGISTERED OFFICE

The Registered Office of the Society shall be at the **Massey University Extramural Students' Society Office** located at Massey University.

14. 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**.

15. 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.

16. INTERPRETATIONS OF RULES

- 1) **'Committee'** means the Executive Committee.
- 2) **'Extramural Student'** means a Massey University Student who wishes to study one or more papers by distance education.
- 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) **'Postal Voting'** means each individual member eligible to have a vote being supplied with the opportunity to cast that vote via the postal/mail system.
- 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) **'Registered Office'** means the location registered with the Registrar of Incorporated Societies.
- 11) **'Secretary'** means the Society employee appointed to perform that function by the Executive Committee.
- 12) **'Society'** means **'Massey University Extramural Students' Society Incorporated'**.
- 13) **'Society Representative'** means a person appointed to represent the Society on some organisation or at any gathering, or for any other purpose.
- 14) **'Southern part of North Island'** means that area south of a line drawn between the cities of New Plymouth and Gisborne.