



**CONSTITUTION AND RULES OF THE
 VICTORIA UNIVERSITY OF WELLINGTON
 POSTGRADUATE STUDENTS' ASSOCIATION
 INCORPORATED**

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President

Vice-President

Vice-President

Secretary

1. NAME

- 1.1. The name of the society is the “Victoria University of Wellington Postgraduate Students’ Association Incorporated”.

2. INTERPRETATION

- 2.1. In these rules, unless the context requires otherwise:

“**Consensus Resolution**” means a motion requiring positive votes by all members voting at a meeting of the Association.

“**Day**” means a business day in any period when the University is not officially closed.

“**Executive**” means the executive committee of the Association.

“**PGSA**” or “**Association**” means the Victoria University of Wellington Postgraduate Students’ Association Incorporated.

“**Postgraduate**” means any person currently enrolled in a graduate or postgraduate certificate or diploma, honours, taught or thesis masters or doctoral degree at Victoria.

“**Resolution**” means a motion requiring positive votes of at least half of the total number of members voting at any meeting of the Association.

“**Special Resolution**” means a motion requiring positive votes of at least two-thirds of the total number of members voting at any meeting of the Association.

“**University**” or “**Victoria**” means Victoria University of Wellington / Te Whare Wananga o Te Upoko o Te Ika Maui.

3. OBJECTS OF THE ASSOCIATION

- 3.1. Any income, benefit, or advantage shall be used for the following charitable objects of the Association:
 - 3.1.1. To represent postgraduates at all levels of the University and to external bodies;
 - 3.1.2. To promote and develop the postgraduate community;
 - 3.1.3. To facilitate communication between postgraduates, staff, and the University;
 - 3.1.4. To advocate for and protect postgraduates in issues affecting their study;
 - 3.1.5. To function in accordance with Te Tiriti o Waitangi/Treaty of Waitangi and the laws of New Zealand.

4. POWERS OF THE ASSOCIATION

- 4.1. The Association may join with any other person or group for the pursuit of any of the objects of the Association, by way of formalised agreement.

5. MEMBERSHIP

- 5.1. All postgraduates enrolled at the University are eligible for membership of the Association until the General Meeting of the Association following the completion of their studies
 - 5.1.1. For research students, membership ends at the next General Meeting of the Association after the student has received official confirmation of completion of studies from the University;
 - 5.1.2. Research students who are currently on suspension are still deemed to be members of the Association.
- 5.2. All members of the Association may exercise the privileges and rights of membership upon:
 - (a) providing their name, email address, and student ID number to the Secretary; and any applicable payment of a membership levy.

(b) any applicable payment of a membership levy.

5.3. There is no requirement for any student at the University to be members of the Association.

5.4. Any member may withdraw from the Association by providing written notice to the Secretary.

5.5. Any postgraduate who withdraws from the University is also deemed to have withdrawn from the Association.

5.6. The Association may provide services to postgraduates who are not currently members of the Association, but such individuals must become members to exercise full rights and privileges of membership.

5.7. The Secretary is an ex-officio member of the Association and is exempt from payment of any levies.

5.8. The following persons are life members of the Association, are exempt from payment of levies, and are deemed to be full members:

5.8.1. All past Presidents of the Association prior to 1 April 2020;

5.8.2. Up to ~~another two~~four people ~~Any persons~~ appointed as Life Members by Special Resolution of the Executive in any one year.

5.9. A person may be expelled from the Association, including those appointed under Section 5.~~87~~, by a Special Resolution at a General Meeting.

5.9.1. A member facing expulsion must be given notice of the proposed Special Resolution at least ten days before the General Meeting at which the vote will be held and that member must be given final right of reply before the Special Resolution is put.

5.10. The Executive may set policies regarding membership provisions and procedures in these Rules provided that such policies are consistent with these Rules.

5.11. Members may be removed from the association by a resolution of the Executive if the membership register does not contain the details required by section 5.2(a).

~~5.10.0-5.11.1.~~ Members removed by operation of section 5.11 will be informed of their removal by email, where possible, and will be reinstated as members upon provision of details satisfying section 5.2(a), subject to their continued eligibility for membership.

6. POWERS OF THE MEMBERSHIP

6.1. The Membership exercises its powers through General Meetings.

6.2. The Membership has the power:

6.2.1. To amend these Rules;

6.2.2. To remove Executive members from their positions through a motion of "no confidence";

6.2.3. To expel members of the Association;

6.2.4. To validate breaches of these Rules;

6.2.5. To set the Association's levy.

6.3. The Membership can only exercise the powers in clause 6.2-by resolution at a General Meeting.

6.4. Any Resolutions passed at a General Meeting that have financial or legal obligations for the Association will be treated by the Executive as non-binding.

6.4.1. The Executive shall endeavour to comply with non-binding motions but must do so with primary regard to the Association's sustainability.

7. POWERS OF THE EXECUTIVE

7.1. The Executive is the governing board of the Association and controls the business, activities, and all operations of the Association in pursuit of its objects, except for powers specifically reserved to the Membership by these Rules.

7.2. The Executive oversees all bodies, committees, Executive members and Officers of the Association, and may direct all regarding performance of their duties.

- 7.3. The Executive may appoint and remove agents, delegates, and committees and may delegate to them either generally, or for a particular purpose or time, any powers of the Executive in relations to any matter and may withdraw these delegations provided that:
- 7.3.1. The Executive may only delegate powers by resolution;
 - 7.3.2. The minutes of meeting where such a resolution is passed must record all the details of such delegation, including to who the power(s) are delegated, for what purpose, and for how long;
 - 7.3.3. Such delegation powers include powers to delegate postgraduates to represent the Association on various University bodies.
- 7.4. The Executive may employ or contract any person to assist it in fulfilling the Association's objects.
- 7.4.1. The Executive exercises such powers of employment through the President(s) who shall be responsible for staff management.
- 7.5. The Executive controls the funds of the Association and must authorise all expenditure.
- 7.6. The Executive may set policies and procedures if these policies and procedures do not conflict with the provisions of this constitution.
- 7.6.1. Any policies and procedures require resolution of the Executive.
- 7.7. Resolutions of the Executive are binding upon all members of the Executive whether or not a member is present at the meeting where a resolution was passed.

8. CONSTRUCTION AND AMENDMENT OF THESE RULES

- 8.1. Disputes related to the interpretation of these rules shall be settled by resolution of the Executive.
- 8.2. These rules may only be amended or rescinded by a Special Resolution at a General Meeting.
- 8.3. 10 days' notice must be given to members of any amendment to these Rules. Such notice must include detailed documentation of any proposed amendment and reasons for the proposed changes.
- 8.4. A General Meeting may approve by Consensus Resolution minor amendments to these rules without notice so long as such amendments do not materially alter the meaning of these Rules.
- 8.5. Any amendment of these Rules must be registered with the Registrar of Incorporated Societies in accordance with the requirements of the Incorporated Societies Act 1908 and such amendment takes effect at the time of registration.
- 8.6. No amendment of these Rules will be valid if it conflicts with clause 4.1 or Section 18, or is otherwise contrary to the laws of New Zealand.

9. GENERAL MEETINGS

- 9.1. Any member of the Association may attend any meeting of the Association.
- 9.2. The Executive shall set, by special resolution, the Standing Orders of the Association that will govern all meetings of the Association.
- 9.3. Subject to the provisions of this Constitution, all resolutions of General Meetings shall be binding on the Executive.
- 9.4. The quorum for a General Meeting will be 25 members.
- 9.5. Members who are unable to attend a General Meeting may provide a proxy voting form to the Secretary not less than 24 hours before the meeting. Proxy votes can be counted towards the quorum.
- 9.6. Motions of no confidence in an Executive member may only be heard by a General Meeting.
 - 9.6.1. For a motion of no confidence in an Executive member to proceed, the Secretary must receive the grounds of the motion, specified in detail, 10 days prior to the meeting in which the motion is to be heard. 10 days' notice that specifies in detail grounds for the motion is required for any vote of no confidence in an Executive member.
 - 9.6.2. A motion of no confidence may only be moved against one member.
 - 9.6.3. There is no limit to the number of no confidence motions moved at any General Meeting.

- 9.6.4. The Executive member who is the subject of a motion of no confidence must be given the right to answer all charges and may speak last on such motion and for a period of up to ten minutes.
- 9.6.5. A motion of no confidence in an Executive member must be passed by a special resolution.
- 9.7. There shall be two regular general meetings each year: an Initial General Meeting (IGM) and an Annual General Meeting (AGM).
- 9.8. The IGM is to be held no later than 31 March each year.
- 9.8.1. The specific purposes of the IGM are to:
- (a) Approve the minutes of the previous the General Meeting;
 - (b) Receive and adopt the annual financial report and statements;
 - (c) Receive an Presidential report;
 - ~~(d) Hold elections for vacant Executive positions;~~
 - (dd) Approve plans for the balance of the year.
- 9.9. The AGM is to be held no earlier than 1 September and no later than 31 October each year.
- 9.9.1. The specific purposes of the AGM are to:
- (a) Approve the minutes of previous General Meeting;
 - (a) Receive the annual Presidential report;
 - (b) Receive a six-monthly financial report;
 - (c) Elect Executive members for the following year.
- 9.10. Both the IGM and the AGM shall be called by the Secretary on passage of a resolution by the Executive.
- 9.11. A Special General Meeting (SGM) will be called by the Secretary within 28 days:
- 9.11.1. After receipt of a written request signed by thirteen members of the Association that clearly states the reason for the SGM; or
- 9.11.2. After resolution of the Executive.
- 9.12. The Executive may elect to conduct the SGM by electronic means.
- 9.12.1. The quorum for such a meeting shall be 50 votes.
- 9.13. The Secretary will provide at least ten days' notice of an IGM or AGM by publicising the meeting as broadly as possible.
- 9.13.1. Subject to Section 8, such notice shall include the wording of any motions to be moved at the meeting.
- 9.13.2. Any member of the Association may move a motion at a General Meeting provided they furnish the Secretary with the wording of the motion signed by themselves and a seconder in time for adequate notice to be given to the Membership Body.
- 9.13.3. The Secretary will circulate a proxy voting form along with the meeting notice.
- 9.14. The President(s) shall preside over General Meetings.
- 9.14.1. Should the President(s) be unable to preside over the meeting then the meeting shall elect a Chair.
- 9.14.2. The meeting shall also elect a Chair upon passage of a motion of no-confidence in the Chair or when the President(s) abrogates the Chair because their occupancy is inappropriate.

10. ELECTIONS

10.1. PGSA Elections shall be conducted by simple preferential by fair voting procedures which give equal weight to the preferences of all voting members of the Society.

10.1.1. Election procedures will be publicised to the members of the Society alongside the call for nominations to the Executive, and no substantive changes to the procedures or the call for nominations will be made following their publication.

10.1.2. Any member of the Society may stand for election to the Executive.

10.1.3. Where possible, the office of President shall be filled by at least one person with no less than 6 months' experience as a member of the PGSA Executive as of the date of the election.

~~10.1.0-10.1.4.~~ In the event that no member standing for election to the office of President fulfills the experience requirement, all members of the Society are deemed eligible for that office.

10.2. Where possible, elections should shall be carried out

~~10.2.0-10.2.1.~~ in secret with ballots cast on paper;:-

~~10.2.1-10.2.2.~~ If clause 10.2 causes too much extra work in administering elections, a by simple hand count; or is acceptable.

~~10.2.2-10.2.3.~~ Elections may, if required, be carried out electronically using a suitable system for the purpose.

10.3. The Secretary shall conduct all elections and call for nominations for vacant positions.

10.3.1. The call for nominations shall include details of all vacant positions to be elected, as set by the Executive in accordance with these Rules.

~~10.3.0-~~

~~10.4. If the number of vacant positions is greater than the number of candidates then no election is required.~~

~~10.4.1. Notwithstanding clause 10.3, the meeting may, by resolution, deem a candidate unsuitable for election.~~

~~10.5. If the number of candidates exceeds the number of positions then an election is required and the following process shall be followed.~~

~~10.5.1. Each candidate shall be given the opportunity to address voting body.~~

~~10.5.2. The candidates shall be asked to leave the room and the remainder of the voting body shall be invited to discuss the election in the absence of the candidates.~~

~~10.5. The Secretary shall call for votes and, once the candidates have returned, announce the results.~~

~~10.6-10.4.~~ The members shall Executive shall elect from its members the following Officers of the Association;:-

~~The Association shall have the following Officers~~

~~(a) Up to two Presidents;~~

~~(b) Up to two Vice Presidents; and~~

~~(c) A Treasurer.~~

10.5. The members shall also elect any other executive positions specified in the call for nominations.

10.6. In the event that the same person is elected to more than one Executive position, that person shall choose which position to occupy.

10.6.1. The unoccupied position(s) shall be filled by the person receiving the next-highest number of votes in accordance with the election procedures.

10.7. The Executive may co-opt any member onto the Executive throughout the year to ensure all Executive positions are filled.

~~10.7.1. Five days' notice must be given of the intention to co-opt a member onto the Executive.~~

~~10.7.2. Such notice must contain the name of the member being co-opted and information about the candidate for co-option.~~

~~10.7.3-10.7.1.~~ The candidate will attend a meeting of the Executive where they will be introduced and briefly address the meeting.

~~10.7.4-10.7.2.~~ Co-option shall be complete upon successful passing of a resolution of the Executive.

11. EXECUTIVE

11.1. The Executive shall consist of a minimum of seven and a maximum of twelve members of the Association.

- 11.2. One seat on the PGSA Executive is an ex-officio seat for Ngai Taurira.
- 11.2.1. Such seat does not count towards the Executive composition in clause 11.1.
- 11.2.2. Such seat has full voting rights at any meeting it is occupied.
- 11.3. As far as practicable, Executive positions should be filled by members from the broadest variety of faculties and qualifications.
- 11.4. The President(s) is/are the primary elected representative of the Association. They will lead the Association in fulfilling its objects. Further, they will provide leadership of the Executive.
- 11.4.1. Where the President(s) shall be absent from the University for two weeks or longer, they must notify the Secretary.
- 11.5. The Vice President is acting President in the President's absence and is generally responsible in assisting the President in leading the Association.
- 11.5.1. If there are two Vice Presidents then the Vice President who has served the longest on the Executive shall be acting President.
- 11.6. The Treasurer is responsible for all financial dealings of the PGSA. Further, should there no Vice President to be acting President then the Treasurer will fill this role.
- 11.6.1. The Treasurer shall keep a true and accurate record of the financial activities of the Association.
- 11.7. No Executive member may hold more than one office on the Executive concurrently.
- 11.8. Executive members shall hold office from the meeting at which they join the Executive until the following AGM.
- 11.9. The holder of any office in the Association must vacate office if they:
- 11.9.1. Cease to be member of the Association;
- 11.9.2. Tenders written notice of resignation to the Secretary; or
- 11.9.3. Are ~~is~~ subject to a vote of no confidence passed by the Membership Body.
- 11.10. An Executive member will be deemed to have vacated office if they:
- 11.10.1. Are absent without leave from any three consecutive meetings of the Executive; or
- 11.10.2. Is elected to a different position on the Executive during the term of office in their former capacity.
- 11.11. Meetings of the Executive are to be held at such a time, place, and frequency as decided by the Executive.
- 11.11.1. The Executive shall meet no less frequently than every two months.
- 11.12. The Secretary shall call a meeting of the Executive by distributing the meeting papers not fewer than five days prior to the meeting date.
- 11.13. Quorum for any Executive meeting shall be six members, including the Secretary.
- 11.14. The Executive may, by resolution, hear matters in committee.
- 11.14.1. Committee may only be used for the purposes of personal privacy or employment and the resolution to enter committee must state the reason for entering into committee.
- 11.14.2. When the Executive enters committee to discuss matters relating to employment, relevant employees shall be excluded from the meeting, unless otherwise decided by the Executive.
- 11.15. The Executive will maintain a publicly available list of currently serving members of the Executive.
- 11.15.1. In addition, any changes to the composition of the Executive, including but not limited to resignations, co-options, and elections, will be communicated to members within a reasonable timeframe.

12. MINUTES

- 12.1. The minutes of each meeting must include:
- 12.1.1. The name of the body meeting;
- 12.1.2. The date, time and place of the meeting;

- 12.1.3. The number of members present and the name of the chair of the meeting;
 - 12.1.4. Confirmation of any previous minutes;
 - 12.1.5. The text of every motion or amendment moved and seconded;
 - 12.1.6. An indication of whether such motions and amendments were carried, and the names of any members who request that their dissent be recorded;
 - 12.1.7. The facts and details of any adjournment;
 - 12.1.8. Any notice of motion given;
 - 12.1.9. Details of any business raised at the meeting; and
 - 12.1.10. Any other matters which facilitate the historical and legal record of the Association.
- 12.2. The minutes of any meeting must be confirmed by the following meeting and signed as a “true and correct record” by the chair of that following meeting.

13. STANDING COMMITTEE OF THE EXECUTIVE

- 13.1. There will be a Standing Committee of the Executive that will meet throughout the year to consider matters important to the Association.
- 13.2. During periods when there are not sufficient members of the Executive ~~Officers~~ available for a quorum for meetings the Standing Committee of the Executive will exercise the powers of the Executive.
 - 13.2.1. Exercise of such powers must be ratified by resolution of the Executive.
- 13.3. The Standing Committee of the Executive will comprise:
 - 13.3.1. The President(s);
 - 13.3.2. The Vice President(s);
 - 13.3.3. The Treasurer;
 - 13.3.4. Any other Executive members that the Standing Committee of the Executive may co-opt for that meeting.

14. SECRETARY

- 14.1. The Secretary is an Officer of the Association.
- 14.2. The Secretary shall:
 - 14.2.1. Be available to the members of the Association to explain these Rules and the operations of the Association;
 - 14.2.2. Report to the Association through the Executive;
 - 14.2.3. Collate and maintain a register of members that contains the names, contact details, and student ID numbers of all members;
 - 14.2.4. Act as secretary of meetings of the Membership Body, Executive, and of all committees of the Association to which no other person has been appointed as secretary;
 - 14.2.5. Keep all necessary and usual minute books and other records as may be required by these rules or the Executive;
 - 14.2.6. Maintain, in a place of safety, a current copy of these rules;
 - 14.2.7. Maintain a policy book that contains a record of all policy set by the Association;
 - 14.2.8. Advise the Registrar of Incorporated Societies of any rule changes;
 - 14.2.9. Put into effect and maintain the provisions contained in these Rules;
 - 14.2.10. Attend all meetings of the Association and have the right to speak at such meetings but shall not be entitled to vote at any such meetings; and
 - 14.2.11. Forward the annual financial statements for the Association to the Registrar of Incorporated Societies upon ratification by Members.
- 14.3. The duties of the Secretary may be fulfilled by an employee of the Association.
- 14.4. The Secretary may delegate power in accordance with these Rules but must keep a public record of

such delegation.

15. FINANCES OF THE ASSOCIATION

- 15.1. The financial statements of the Association shall be subject to an audit or limited accountant's review by a suitably qualified accountant appointed by the Executive.
- 15.2. At an Executive meeting to be held no earlier than three months prior to year-end and no later than one month prior to year-end, the Executive shall determine if the Audit for the current year will be a full audit.
- 15.2.1. Failing such determination the Audit shall be a limited review engagement.
- 15.2.2. The Secretary shall ensure that a copy of the minute recording any such determination be provided to the Auditor within three days of the decision being made.
- 15.3. Cheques and cash withdrawals of the Association's bank accounts must be signed for by the Treasurer and either a President, a Vice President, or the Secretary.
- 15.4. The financial year of the Association begins on 1 January and ends on 31 December.
- 15.5. The Association is not formed for the pecuniary gain of its members, provided that the Association may make payment as reasonable remuneration to any servant of the Association or the payment of reasonable expense to any authorised representative or delegate of the Association.

16. COMMON SEAL

- 16.1. The Common Seal must be affixed to any deeds entered into by the Association.
- 16.2. The Common Seal must be kept by the Secretary.
- 16.3. The affixing of the Common Seal to a document must first be authorised by resolution of the Executive.
- 16.4. Any document to which the Common Seal is affixed must be signed by the Secretary and either a President, a Vice President, or Treasurer as attesting witnesses.

17. BREACHES OF THE CONSTITUTION AND REMEDIES OF SUCH BREACHES

- 17.1. Where these Rules have been breached, or when a breach is inevitable for any reason, the Executive must call a General Meeting and report the breach.
- 17.2. The Membership Body may determine to remedy the breach by either:
- 17.2.1. Substantial compliance in accordance with section 17.3; or
- 17.2.2. Determining the appropriate course of action where such action must be consistent with these Rules.
- 17.3. ~~If~~ any of these Rules are breached and the General Meeting is satisfied that:
- 17.3.1. There has been substantial compliance with these Rules; and
- 17.3.2. The breach has not materially affected, and/or will not foreseeably materially affect, the rights or interests of any person or affiliated body; and
- 17.3.3. The breach resulted in positive benefit to the Association, its members, and objects, then the Membership body may, by special resolution, validate the breach.

18. WINDING UP

- 18.1. In the event of winding up or dissolution of the Association, all the real and personal property of the Association, after payment of all costs, debts and liabilities of the Association, will be used for charitable purpose.