



Constitution of the
**COMMERCE STUDENTS'
ASSOCIATION OTAGO
INCORPORATED**
(COMSA)

Please find enclosed is the detailed constitutional rules to the association written, approved and amended in 2018 from the version as per incorporation in 2016.

Commerce Students' Association Otago Incorporated

Email: president@comsa.org.nz

c/- School of Business, University of Otago, PO Box 56, Dunedin 9054

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Approval of Constitution

CONSTITUTION

RULES OF THE COMMERCE STUDENTS' ASSOCIATION OTAGO INCORPORATED (COMSA)

1. Name

- 1.1. The name of the society shall be “Commerce Students Association Otago Incorporated” (the Society).
- 1.2. The Society was registered under the Incorporated Societies Act 1908 as at 12th August 2015.

2. Interpretation of the Rules

- 2.1. These rules will be interpreted in accordance with the Incorporated Societies Act 1908.
- 2.2. In any matter not provided for these rules or the Incorporated Societies Act 1908, the Executive Committee has a discretion to adopt appropriate procedures consistent with the purposes of the Society (set out in clause 4).

3. Registered Office

- 3.1. The Society is registered to the address, University of Otago Business School, 60 Clyde St, North Dunedin, Dunedin 9016.

4. Purposes of the Society

- 4.1. The purposes of the Society are to:
 1. Protect and promote the interests of all commerce students; and
 2. Promote and organise such cultural, social, intellectual and educational activities as the Society deems fit; and
 3. Organise, conduct and encourage students to participate in competitions; and
 4. Encourage and assist commerce students to engage in activities and competition with students from other universities/ facilitate the relationship between commerce students studying at the University of Otago and other universities; and
 5. Facilitate a strong relationship between commerce students and staff of the School of Business Faculty and the University of Otago; and
 6. Foster a cooperative relationship with the School of Business Faculty and the Otago University Students' Association.
- 4.2. Pecuniary gain is not the purpose of the Society consistent with s 5, Incorporated Societies Act 1908

Membership

5. Becoming a Member

- 5.1. Membership is open to all students enrolled at the University of Otago, it is not limited to those studying Commerce with the Otago Business School.
- 5.2. Such persons will become members of the Society upon payment of the annual subscription.
- 5.3. If a member ceases to meet the requirement of 5.1, they shall cease to be a member of the Society and are entitled to a full reimbursement should they have already paid.
- 5.4. Membership of the Society will terminate automatically on the first day on which subscriptions are called for in the following year unless membership is renewed upon by payment of a new subscription.

6. Termination of Membership

- 6.1. Any member of the Society may resign from the Society by giving written notice to the Executive Committee.
- 6.2. The Executive Committee may, on reasonable grounds, suspend or expel any member of the Society for conduct that brings the Society into disrepute, suspension or expulsion.

7. Annual Subscription

- 7.1. The Executive Committee will determine the amount of the annual subscription by majority consensus.
- 7.2. Subscriptions are active upon payment received by the Society and are non-refundable except in situations such that is expressed in clause 5.3.
- 7.3. Members on the Executive Committee will have their annual subscription waved for the year in which they serve.

Management of the Society

8. Executive Committee

- 8.1. The Society shall have an Executive Committee comprising of persons filling the following positions:
 1. President;
 2. Vice President;
 3. Treasurer;
 4. Secretary;
 5. Social Officer;
 6. Education Welfare Officer
 7. Competitions Officer
- 8.2. Within the Executive Committee shall be a management team comprising of:
 1. The President;
 2. The Vice President;
 3. The Treasurer; and
 4. The Secretary.
- 8.3. The responsibilities of each Executive Committee member are determined by **Schedule A** to these Rules.
- 8.4. Positions and responsibilities can be added, deleted and amended as seen fit by the Executive Committee. Additions, deletions and amendments in Schedule A can be passed by vote at an Executive Committee meeting.
- 8.5. Failure of a member of the Executive Committee to meet the responsibilities in Schedule A may be dismissed by the Executive Committee by 2/3 majority resolution.

9. Powers of the Executive Committee

- 9.1. Management and control of the Society vests in the Executive Committee.
- 9.2. The members of the Executive Committee shall have all powers necessary to achieve its associated objects of the society including appointing a sub-committee (see clause 10).

10. Sub-Committees

- 10.1. The Executive shall have the power to create and disband sub-committees.
- 10.2. The Executive shall have the power to appoint non-executive members to committees.
- 10.3. The purpose of a sub-committee is to assist the COMSA Executive with activities undertaken by the Executive.
- 10.4. Sub-committees and their members are to be listed in Schedule B.
- 10.5. The Executive may add, amend or delete the schedule as necessary by way of action at an Executive Committee meeting.
- 10.6. Sub-committees will be made of at least one Executive Committee member.
- 10.7. Sub-committee members may include Faculty members.

Elections and Executive Committee Changeover

11. Appointment of the Executive Committee

- 11.1. Annual elections to vote in the incoming Executive Committee must be held in conjunction with the Annual General Meeting.
- 11.2. Persons running for a position in the Executive Committee must be a member of the Society before applying.
- 11.3. If the person running for a position is not already a member, they may join as a member upon application for the position.
- 11.4. Persons must be appointed into the Executive Committee by way of organisation resolution.
- 11.5. All Society members may vote at the annual general meeting.

12. Change over of the executive committee

- 12.1. After the Annual General Meeting, the Executive Committee may delegate any or all of its powers to the Executive Committee elected at the Annual General Meeting with the consent of the Executive Committee elect.
- 12.2. Transition date is at the discretion of the Executive Committee but must be no later than 15th day of October.
- 12.3. The outgoing Executive Committee will forfeit their positions when the incoming Executive Committee are elected to their position.
- 12.4. The incoming Executive Committee will hold their positions for the governing year.
- 12.5. The incoming Executive Committee and the current Committee must meet, at least once, to handover administrative documents, details and information necessary before changeover occurs.

Meetings

13. Executive Committee Meeting

- 13.1. There shall be weekly Executive Committee meetings, unless the meeting is called off by the President or Vice President, and may be communicated by the Secretary, for an appropriate reason.
- 13.2. Attendance to weekly Executive Committee meetings is compulsory for all Executive Committee members, unless the meeting is called off by the President or Vice President, and may be communicated by the Secretary, for an appropriate reason.
- 13.3. The management team shall, unless the meeting is called off by of the President or Vice President, in addition to the weekly Executive Committee meeting, meet weekly.
- 13.4. The Executive Committee and management team shall meet, not less than, once a month during the university term as defined in the Otago University calendar.
- 13.5. A member of the Executive Committee who fails to attend three meetings without accepted apologies may be dismissed by the Executive Committee by 2/3 majority resolution.
- 13.6. Six members of the Executive Committee will constitute a quorum.
- 13.7. The Executive Committee will make decisions by Executive resolution.
- 13.8. In the absence of the Secretary, the Vice President will keep detailed minutes of all meetings of the Executive Committee.

14. General Meetings

- 14.1. The Society shall hold an Annual General Meeting in the second semester of each University of Otago academic calendar year.
- 14.2. The Annual General Meeting shall be held notwithstanding twenty days before the end of the governing year.
- 14.3. The Annual General Meeting shall resolve the following agenda:
 - 14.3.1. Election of the Executive Committee for the following year; and
 - 14.3.2. Presentation of annual financial statements by the Treasurer; and
 - 14.3.3. Any other resolution put to the meeting.
- 14.4. The Executive Committee may call Special General Meetings as necessary to conduct the business of the Society.
- 14.5. General Meetings shall be called by the President.
- 14.6. Shall ten or more members of the Society request a meeting in writing, the President will be obliged to call a Special General Meeting within a reasonable period of time.
- 14.7. The Executive Committee must give at least fourteen days' notice of a General Meeting by placing a notice on the COMSA notice board and other appropriate places deemed appropriate by the Executive Committee.
- 14.8. Twenty five members of the Society will constitute a quorum at General Meetings.
- 14.9. Only members of the Society may vote at General Meetings, except in the case of an election or by-election
- 14.10. Voting at general meetings may be conducted by any means agreed upon in advance by resolution of the Executive Committee.
 - 14.10.1. In deciding the means by which voting is conducted the Executive committee must consider; Accessibility, speed, cost and maintaining the independence of voters.

14.11. The President will act as chairperson of all General Meetings. In the absence of the President, another member of the Executive Committee will be appointed as chairperson in the order of priority set down in clause 8.1.

14.12. The Vice President, or if delegated or in their absence, another member of the Executive Committee, will keep detailed minutes of all General Meetings.

15. Resolution

15.1. Resolution shall be passed by a two thirds majority at a meeting.

Financial Management

16. Finances and Assets of the Society

- 16.1. The Financial Year begins on the 1st day of April and ends on 31st March the following year.
 - 16.1.1. The control of the Society's funds will vest in the Executive Committee.
 - 16.1.2. Management of funds will be the function of the Treasurer.
 - 16.1.3. The Treasurer shall keep proper accounts of all financial transactions entered into by the Society. The Treasurer will present annual financial statements to the Annual General Meeting.
- 16.2. Any income, benefit or advantage must be used to advance the charitable purposes of the organisation.
- 16.3. Where the Executive Committee considers it appropriate for the achievement of the Society's objects, it may authorise the investing of the Society's funds.
- 16.4. Where the Executive Committee considers it appropriate for the achievement of the Society's objects, it may authorise the borrowing of funds.
- 16.5. Not more than \$10,000 may be borrowed unless a motion is passed at a General Meeting authorising the borrowing.
- 16.6. No member of the organisation or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person to their, or another persons' benefit or advantage.
- 16.7. Any payments from the COMSA bank account to a member of the organisation, or person associated with a member, must be for the goods and services which advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
- 16.8. Where reimbursement is sought by an Executive Committee member for Organisation related activities and expenses, the Executive Committee member must produce a receipt to the Treasurer for reimbursement to be approved and completed.

Other

17. Common Seal

- 17.1. The Society will have a common seal, which will be kept in a place of safety by the Vice President.
- 17.2. The common seal will only be affixed to a document pursuant to a resolution of the Executive Committee, and will be attested by the signatures of two members of the Executive Committee.
- 17.3. The common seal will be affixed to all contracts and documents containing significant financial obligations incurred by the Society.

18. Affiliation

- 18.1. The Society shall be affiliated with the Otago University Students' Association Incorporated (OUSA).
- 18.2. These rules are subject to the constitution and rules of the OUSA and are void where they conflict with the constitution and rules of the Society.

18.3. The Finance and Services Officer of the OUSA will at all times be entitled to inspect the books, papers and accounts of the Society.

19. Substantial Compliance

19.1. A General Meeting may, by two thirds majority, validate a breach if these rules are breached and the General Meeting is satisfied that:

19.1.1. There has been substantial compliance with these rules; and

19.1.2. The breach has not materially affected and will not foreseeably nor materially affect the rights or interests of any person or affiliated body; and

19.1.3. The breach was committed in bad faith; and

19.1.4. The breach resulted in a benefit to the Society and its members; and

19.1.5. The breach did not breach the objects of the Society,

20. Amendment of the Rules

20.1. These rules, excluding s 3, Charities Act 2005, may be altered, added to, or rescinded at any General Meeting of the Society provided that notice of the proposed amendment has been given in the notice calling the meeting.

20.2. A resolution altering, adding to, or rescinding these rules must be passed by a two-thirds majority of those present and voting.

21. Dissolution of the Society

21.1. The Society may be dissolved at a meeting called for that purpose.

21.2. A resolution dissolving the Society must be passed by a two-thirds majority of the members present and voting.

21.3. Where a resolution is passed to dissolve the Society, a further meeting will be called at least thirty days thereafter at which the resolution must be confirmed by a two-thirds majority of those present and voting.

21.4. In the event of the dissolution of the Society, all real and personal property of the Society, after all expenses, debts and liabilities of the Society are settled, will vest in the OUSA upon trust until a body with similar objectives is formed, whereby the transfer of property to that body can be made.

Schedule to the Rules

Schedule A: Executive Committee Position Descriptions and Responsibilities (clause 7.4)

The Executive Committee for the governing year beginning in 2018 consists of the following positions, a brief description of their responsibilities are listed below.

1. President

- Must have served at least one term on the Executive Committee before the candidate can be nominated as President
- Oversees the longevity and strategic planning of the Organisation
- Team Management
- Public relation appearances and maintenance of professional relationships within the University of Otago Business School, Head of Department connections within the University, the Otago University Students' Association (OUSA) and other networks
- Organisation and maintenance of sponsorship and sponsorship relationships
- Oversight of the Financial Management of the Organisation together with the Treasurer
- Fulfil the role of Student Representative on the Commerce Divisional Board, or delegate the role to another member of the executive

2. Vice President

- Oversees the longevity and strategic planning of the Organisation together with the President
- Team Management
- Public relations appearances and maintenance of professional relationships within the University of Otago Business School, Head of Department connections within the University, the Otago University Students' Association (OUSA) and other networks
- Assisting other Executive Members as necessary
- Organisation and maintenance of sponsorship and sponsorship relationships
- Oversight of the Financial Management of the Organisation together with the Treasurer and President
- Responsible for oversight of the organisation's property (including the common seal)

3. Treasurer

- Must attend OUSA course relating to financial management of a Society.
- Strategic financial planning with the Management team
- Administration relating to banking, IRD (income tax and GST)
- Reimbursement of payment to executive members and external parties
- Responsibility for the filing of relevant documents with the charities commission, ensuring compliance with all charities commission requirement.
- Organising the switching of bank account signatories and financial details to the incoming treasurer and president for the incoming year
- Management of the financial accounts (such as monitoring of balances, reconciliations, and reviewing profit/loss of key events)

4. Secretary

- Organise meetings and consult with the President as to weekly agenda for meetings
- Call off meetings as necessary
- Organise and keep an online record of administrative documents including organisation resolutions and minute meetings (preferably google drive – to be discussed)
- Keep templates as necessary
- Get signatures for resolutions and other documentation as necessary and send off to relevant parties – May have to check with President, Vice President or Treasurer before doing so
- maintenance of administrative tasks such as room bookings and communications between the organisation and applicable university staff

5. Marketing and Communications Representative(s)

- Communications with external parties including working with the President and Vice President to maintain sponsorship relations
- Managing Social Media Accounts, Email Communications and Website
- Creating / Designing Marketing Content, Publications and Giveaways (i.e. For events) and Contacting and communicating with external design artists and other relevant contacts who may be of assistance
- Contacting businesses for discounts, prizes for events, etc.
- 6. Marketing/ Design
- Designing marketing initiatives and paraphernalia
- Managing social media and website

6. Competitions Representative(s)

- Organising competitions such as case comps, stock pitch and other educational events to immerse the student body. Includes managing marketing and sign ups, admin for the day and organising networking events
- Networking and maintaining steady communication with faculty including lecturer
- Initiating, building and maintaining relationships with sponsors, external judges and partners of competitions and other activities
- Helping to run specific events (e.g. mentoring sessions) sponsors and partners may want to put on

7. Social Representative

- Organisation of social events including Wine and Cheese, Ball, Steins & other events that you deem fit
- Provide assistance the marketing representative when promoting the events
- Aiding fellow exec members when required

8. Education Welfare Representative

- Networking and maintaining a steady communication stream with the faculty including lecturers in order to best help them achieve their key strategic goal of excellence in teaching
- Organisation of educational events and welfare initiatives to engage the student body
- Working with sponsors and external stakeholders to improve the education component of COMSA's portfolio
- Responsible for all graduate recruitment correspondence and working alongside external stakeholders to provide students with opportunity to reflect our purpose as a society
- Connecting the student body to businesses outside of the University (i.e. mentorship programmes, scholarships, internship opportunities)

9. Sports Representative

- Organisation of sports competitions and events
- Aiding fellow exec members where required

Schedule B: List of Sub-Committees

- Currently no Sub-committees

File a society's rule change online <https://www.societies.govt.nz/cms/customer-support/learn-about-our-online-services/file-rule-changes-online/file-a-societys-rule-change-online>