



# Constitution of 'Otago University Debating Society Incorporated'

## Article 1: Otago University Debating Society Incorporated

- 1.1. The name of the Society shall be the 'Otago University Debating Society Incorporated', hereafter referred to as the Society.

## Article 2: Objects of the Society

- 2.1. The objects of the Society are:
- i. to take over the assets, liabilities, obligations and functions of the existing unincorporated society known as the Otago University Debating Society;
  - ii. to encourage and foster debating and public speaking at the University of Otago and in the wider community;
  - iii. to facilitate the attendance of members of the Society at regional, national and international debating events; and
  - iv. to uphold the reputation and code of conduct of the University of Otago.

## Article 3: Powers of the Society

### Powers

- 3.1. In carrying out the objects specified in Article 2, the Society shall have the power to:
- i. conduct the Bluff Cup competition and any other debating or public speaking competition established for the benefit of the members of the Society;

- ii. co-operate with or affiliate with any other organisation where this would advance the objects of the Society;
- iii. participate in any debating or public speaking contest or event, and to select individuals or teams to represent the Society at such contests or events;
- iv. purchase, lease, hire or by any other means acquire any property or interest where this would advance the interests of the Society;
- v. manage, sell, lease, hire or otherwise deal or dispose with all, or any part of, the property or interests of the Society, and to raise money on the security of the same;
- vi. invest such of the Society's funds as are not required for the immediate use of the Society;
- vii. borrow or raise money in such a manner as shall be deemed necessary or expedient;
- viii. guarantee the payment of money or the performance of obligations by or to otherwise assist any person or organisation, where those payments or obligations are consistent with the Society's objects and do not lead to a pecuniary advantage for any member; and
- ix. employ or otherwise engage any persons whose services may be necessary or expedient in furthering the objects of the Society,.
- x. any other power needed to carry out the objects of the Society

### **Influence**

- 3.2. Any income, benefit or advantage given by the Society to any member of the Society or any person associated with a member of the Society shall be reasonable and relative to that which would be paid on the open market.
- 3.3. The funds and other assets of the Society, from whatever source they are derived, shall only be applied to the promotion of the objects of the Society, and no portion of the funds of the Society shall be paid directly or indirectly by way of dividend, bonus, or salary to any member of the Society.

## **Grants**

- 3.4. For the avoidance of doubt, Articles 3.2 - 3.3 do not apply to decisions that the Society shall make grants for the purpose of enabling members of the Society to attend regional, national or international tournaments, provided that:
- i. the Society must communicate the way in which grants are to be allocated to the membership of the Society;
  - ii. if there is a restriction on the number of members who can attend the tournament, selections of the Society's representatives shall be carried out by selectors independently from the executive unless the executive votes unanimously to make a selection by another means;
  - iii. the amount of each grant is reasonable and in no case is greater than the sum of the registration costs of the tournament and the associated reasonable transport and accommodation costs; and
  - iv. the making of grants is always carried out in a manner consistent with the objects of the Society.

## **Article 4: Membership**

- 4.1. The members of the Society shall be
- i. The subscribed members of the Society as defined in Article 4.4 and;
  - ii. The Life Members of the Society as defined in Article 4.5 and;
  - iii. Associate Members as defined in Articles 4.6
- 4.2. Members of the Society will each have a single vote at Annual General Meetings and Special General Meetings.
- 4.3. A register of current members shall be kept by the Secretary

### **Subscribed Members**

- 4.4. Any eligible person who has paid the subscription fee shall be a subscribed member of the Society.
- i. All persons enrolled as students at the University of Otago are eligible to become members of the Society.
  - ii. The Society shall have the power to extend eligibility to any other person if it is satisfied that:

- a. the person intends to enrol as a student at the University of Otago within three calendar months; or
  - b. the person has been enrolled as a student at the University of Otago in the last six calendar months.
- iii. The annual subscription will be set from time to time by the Society
  - iv. All subscribed memberships shall lapse on the day designated by the University of Otago as the official course start date for the first semester of the calendar year after the year in which the membership was granted.

### **Life members**

- 4.5. Life Membership of the Society may be conferred upon any eligible individual by a resolution of the Society passed at a General Meeting with the concurrence of two-thirds of voting members.
  - i. A person is eligible to become a life member of the Society if, in the opinion of the Society, this is an appropriate recognition of their outstanding excellence in debating, or of their outstanding service to the Society.
  - ii. The motion nominating a person as a life member must contain a brief explanation of why, in the opinion of the member moving the motion, the nominee meets the eligibility criteria for life membership.
  - iii. The names of the life members of the Society shall be recorded in Schedule Two of this Constitution.

### **Associate Members**

- 4.6. The Society may, at its discretion, admit any person as an associate member.
  - i. Associate members shall not be eligible to vote or stand for election at General Meetings, but shall be treated as subscribed members for all other intents and purposes.
  - ii. All associate memberships shall lapse on the day designated by the University of Otago as the official course start date for the first semester of the calendar year after the year in which the membership was granted.

### **Expulsion or denial of membership**

- 4.7. Any member may be expelled from the Society or denied membership of the Society, in accordance with the provisions of this Article, if the member's continued membership of the Society would be likely to frustrate the objects of the Society or to bring the Society into disrepute.
- i. The President or the Equity Officer may, on their own motion or on the application of any member, lay a complaint alleging that a member has conducted themselves in a manner such that their continued membership of the Society would be likely to frustrate the objects of the Society or to bring the Society into disrepute.
  - ii. The complaint must be delivered in writing to the member in question, and must set out the grounds upon which the complaint is based and the procedures to be followed in accordance with this Article.
  - iii. If the member in question does not give written notice to the President or the Equity Officer of their objection to the complaint within seven days of its receipt, their membership of the Society shall be terminated.
  - iv. If the member in question gives written notice of their objection to the complaint within seven days of its receipt, their membership of the Society shall not be terminated unless the Society resolves, on a motion supported by two-thirds of the voting members at a General Meeting, to expel them.
  - v. A person who is expelled from the Society or who has their membership of the Society terminated within the six calendar months immediately following their payment of their subscription fee is entitled to a refund of that fee.
  - vi. The Society may, by motion of the Executive, or on the application of any member, decline to accept the subscription fee of any person who is otherwise eligible to become a subscribed member if they are satisfied that the person in question has conducted themselves in a manner such that their membership of the Society would be likely to frustrate the objects of the Society or to bring the Society into disrepute.
  - vii. If the Society declines to accept the prescribed fee of any person in accordance with Article 4.19, this must be disclosed to the next General Meeting of the Society, but the person in question's details must be withheld if the person so requests.
  - viii. The Society may resolve at a General Meeting to admit or readmit any person as a member who has been previously expelled or whose subscription fee was not accepted.
- 4.8. For the avoidance of doubt, the Society may decline to admit or expel an associate member at its discretion.

## **Suspension of membership**

- 4.9. The Society may suspend a member if the member owes a debt to the Society that has been outstanding for more than two calendar weeks beyond its due date.
- 4.10. If a member is suspended their membership shall be fully reinstated upon payment or forgiveness of the debt.

## **Article 5 The Executive**

- 5.1. There shall be an Executive of the Society, which shall be charged with managing the affairs of the Society and shall consist of:
- i. The elected officers, as defined in Article 5.2 and
  - ii. Any persons appointed to the Executive in accordance with Article 5.21
  - iii. The Delegated Women's Officer under the provisions of Article 6.13
- 5.2. The Executive shall consist of the following members:-
- i. The President,
  - ii. the Vice President,
  - iii. the Secretary-Treasurer,
  - iv. the Development Officer,
  - v. the Novice Development Officer,
  - vi. the School's Representative;
  - vii. The Externals Officer
  - viii. The Equity Officer

## **Persons appointed to the Executive**

- 5.3. The Executive, on the motion of the President, may appoint any eligible person to the Executive in order to assist the Executive with a specific matter.
- i. A person is eligible to be appointed to the Executive if they:
    - a. are currently a subscribed member, life member of associate member of the Society; or
    - b. were a subscribed member of the Society within the last 12 calendar months.
  - ii. Persons appointed to the Executive shall hold office until the adjournment of the Annual General Meeting immediately following their appointment, but shall cease to hold office immediately if:

- a. they are dismissed by the Executive on a motion supported by two-thirds of those voting; or
  - b. they meet any of the conditions specified in Article 5.17
- iii. Persons appointed to the Executive shall not be entitled to vote on motions before the Executive.

### **Duties and Powers of the Executive**

- 5.4. The Executive may exercise all the powers of the Society, except those powers that must be exercised at General Meetings of the Society.
- 5.5. The specific portfolios of responsibility allocated to the elected officers are outlined in Schedule One of this Constitution.
- 5.6. The executive shall have the following general duties
- i. to attend all meetings of the Executive when reasonably able to do so;
  - ii. to engage with members of the Society on a regular basis;
  - iii. to prepare an annual report detailing their activities in their specific role;
  - iv. to make decisions that are in the best interests of the Society; and
  - v. to uphold the standards of conduct of any organisation to which the Society affiliates.

### **Exercise of Powers**

- 5.7. The Executive may delegate any of its powers to any member or members of the Executive
- 5.8. Unless a power is explicitly conferred by this Constitution on a particular elected officer, or has been delegated by the Executive to any member or members of the Executive, it may only be exercised through a resolution of the whole Executive.
- 5.9. An elected officer may, with the permission of the President, delegate any of their responsibilities as outlined in Schedule Two to any other member of the Executive, unless those responsibilities are also enumerated elsewhere in this Constitution.

## Meetings of the Executive

- 5.10. Notice must be given of meetings of the Executive prior to the meeting, in a form to be agreed upon by the members of the Executive.
- 5.11. The President shall chair meetings of the Executive and shall have the casting vote in the event of a tied vote, if the President is absent, the next highest ranking member of the Executive shall act as Chairperson and shall have the casting vote.
- 5.12. Executive votes may be cast via a proxy, online or by signed letter of intention
- 5.13. Votes cast by a member not in attendance at an Executive Meeting may only be accepted if the vote is cast for a specific agenda item
- 5.14. Votes cast by a member of the Executive who is not in attendance must be counted as an abstention if it does not pertain to a specific agenda item.
- 5.15. The Executive must take all reasonable steps to inform each member of the Executive as to the agenda of each Executive meeting in advance of a meeting.
- 5.16. Minutes of the Executive meeting must be recorded and made available to the membership of the Society in whole unless;
- i. To do so would release private information about an individual, in which case the executive should redact such private information
  - ii. The executive agrees by a two third majority that the public release of the minutes would damage the objectives of the Society

## Term of Office

- 5.17. An elected officer holds office from the conclusion of the Annual General Meeting at which they were elected until the following Annual General Meeting in the next calendar year, however they shall cease to hold office immediately if they:
- i. cease to be a member of the Society;
  - ii. are the subject of a successful motion of no confidence at a General Meeting of the Society;
  - iii. are declared bankrupt;

- iv. are convicted of any offence punishable by imprisonment of a term of two years or more;
- v. are convicted of any offence punishable by imprisonment for a term of less than two years and sentenced to imprisonment for that offence;
- vi. become a “person subject to a property order” as defined in Section 2 of the Protection of Personal and Property Rights Act 1988 on the grounds that he or she is no longer competent to manage his or her affairs;
- vii. become a “patient” as defined in Section 2 of the Mental Health (Compulsory Assessment and Treatment) Act 1992;
- viii. indicate in writing to the most senior other elected officer that they intend to resign their position; or
- ix. die.

#### **Vacancies**

- 5.18. If an elected office becomes vacant, an election must be held at a General Meeting of the Society must be held within 30 days to fill the vacancy.
- 5.19. While an office remains vacant, the portfolio of responsibility associated with it shall become the responsibility of the President.
- 5.20. If the office of President becomes vacant, the next most senior member elected officer shall act as President until the vacancy is filled.
- 5.21. A person elected to fill a vacancy in accordance with Article 5.6 shall have the same term in office as the person whom they replaced.

#### **Resignations from the Executive**

- 5.22. Any executive member may tender a resignation of their position by notifying the President in writing of their resignation under Article 5.17.viii
- 5.23. In the event of the President resigning, they will tender their resignation to the Vice-President

- 5.24. The resignation shall render the executive position vacant from the point stipulated in the resigning member's resignation letter or, if not stipulated, from the point decided by the President when accepting the resignation.

### **Management of the Society's funds and other assets**

- 5.25. The Treasurer shall be responsible for the management of the Society's funds and other assets.
- 5.26. All monies shall be received by the Treasurer, who shall deposit them into a bank account in the name of the Society.
- 5.27. The withdrawal or debiting of funds from the Society's bank account must only be done pursuant to a resolution by the Executive and the withdrawal or debit must be signed by the signatories of the bank account.
- 5.28. The Treasurer shall keep a register of the current assets and liabilities of the Society, which shall be presented at each General Meeting of the Society.

## **Article 6 General Meetings**

### **Annual General Meeting**

- 6.1. The Annual General Meeting (AGM) of the Society shall take place in the second semester of the academic year, at a time to be determined by the Executive or at a General Meeting of the Society and shall transact the business set out in Schedule Three, as well as any other business raised by members of the Society.
- 6.2. The membership of the Society shall be notified at least two weeks in advance of the date and time of the AGM.

### **Special General Meetings**

- 6.3. The Executive may on its own motion, and must if it is presented with a petition signed by ten or more members of the Society, call a Special General Meeting of the Society at any time.
- 6.4. A Special General Meeting may be held to
- (i) Hold an election to fill a vacancy on the executive, should one arise;
  - (ii) Consider a proposal to amend this constitution or any other governing instrument of the Society;
  - (iii) Consider a decision of the Executive
  - (iv) Consider any policy decision considered important enough by the executive to need a full consultation of the Society.

- 6.5. The Membership shall be notified at least three days in advance of the date and time of any Special General Meeting

#### **Procedure at General Meetings**

- 6.6. Quorum at a General Meeting shall be eight members of the Society who do not hold Executive Positions under Article 4
- a. In the event that the Society does not have the required membership to satisfy Article 6.5, quorum shall be 20% of the membership
- 6.7. The President, or in their absence the next most senior elected officer, shall chair the General Meeting for all agenda items except for the elections of elected officers.
- 6.8. During the election of elected officers, the chairperson shall nominate a returning officer to conduct the elections, who shall be ineligible to stand for election.

#### **Voting at General Meetings**

- 6.9. Except as otherwise prescribed in this Constitution, all questions before the General Meeting shall be put to a motion to be decided by a majority of those voting members of the Society.
- 6.10. Any proposed change to the Constitution must have been notified to the Membership in writing no later than three days in advance of the General Meeting unless otherwise authorised by a two-third majority vote at the General Meeting
- 6.11. All votes at General Meetings shall be conducted by secret ballot.
- 6.12. If a member of the Society cannot attend a General Meeting, they may nominate another member to vote on their behalf on specific agenda items, provided that the nomination is made in writing and presented to the chairperson or returning officer prior to the relevant agenda item being put to a vote.

#### **Election of the Executive**

- 6.13. The Executive of the Society shall be elected at the AGM or if needs arise, an SGM, positions that shall be open for election are listed in Article 5.2:
- 6.14. In addition to the roles listed in 5.2 the General Meeting shall delegate one female identifying member of the elected Executive as the Delegated Women's officer
- i. If the elected Executive does not contain a female identifying member to fill Delegated Women's Officer role by the close of a General Meeting, the Society at the General meeting shall elect an additional female-identifying member to fulfill that role.

- 6.15. The President shall act as returning officer for the elections unless the President intends to be a candidate in any election, whereupon a returning officer who is not a candidate in any election, shall be appointed by the membership.
- 6.16. All members of the Society shall be eligible for election to the Executive unless otherwise provided for in this Constitution
- 6.17. Candidates for each position on the Executive of the Society must be proposed and seconded by members of the Society at the AGM or SGM.
- 6.18. For the purposes of this constitution, valid votes shall be considered votes which vote in favour of a named candidate in the particular election they were cast in. Votes for candidates not seeking nominations shall be considered invalid votes and shall be discarded by the returning officer.
- 6.19. Where the votes obtained by any candidate exceed 50% of the total votes cast for that position, they shall be elected to that position.
- 6.20. In elections involving more than two candidates, if no candidate obtains 50% of the vote, the candidate with the fewest number of votes shall be eliminated. A second round of voting shall then occur between the remaining candidates. This process shall continue until a candidate obtains 50% of the vote.
- 6.21. If all candidates are tied in the final round of voting, the President shall have the deciding vote.
- 6.22. If the president is absent, the deciding vote shall be held by the highest ranked executive member who is present at the meeting, according to list of positions in Article 5.2 in order of seniority

## Article 7 Common Seal

- 7.1. The executive shall provide a common seal for the Society and may from time to time replace it with a new one.
- 7.2. The Secretary shall have custody of the common seal, which shall only be used by the authority of the executive. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the executive.

## Article 8 Amendments to the Constitution

- 8.1. Amendments to this constitution may be made at an Annual General Meeting or a Special General Meeting of the Society.

- 8.2. Such amendments to this constitution as may be approved by an Annual General Meeting or a Special General Meeting of the Society shall require the formal approval of the membership before taking effect.
- 8.3. Amendments to this constitution must be notified at least three days in advance and placed on the agenda of the General Meeting unless there is a two third majority vote to allow the amendment
- 8.4. Any amendment may be varied by the General Meeting once it has been brought to the floor

## Article 9 Winding Up

- 9.1. If the society is wound up:
  - i. The society's debts, costs and liabilities shall be paid.
  - ii. Surplus money and other assets of the Society shall be disposed of by resolution at an AGM or SGM.
  - iii. No distribution may be made to any member.

## Schedule One: Executive Committee Roles

### **President**

The President shall have overall responsibility for the affairs of the Society with responsibilities including, but not limited to:

1. Calling executive meetings and managing the agenda of executive meetings
2. Deciding whether to hold an SGM or AGM unless otherwise provided for in this Constitution
3. Chairing all meetings of the Society, save where decided otherwise by the executive or where otherwise provided for in this constitution.
4. Liaising with the National Executive and other national and international Debating organisations branches, at the Executive's discretion.
5. The President shall be a signatory of the bank account.

### **Vice – President**

The Vice-President be responsible for fostering a productive internal debating environment at the Society with responsibilities including, but not limited to:

1. The internal debating of the Society
2. Assuming the duties of the President should the President be absent

### **Secretary-Treasurer**

The Secretary-Treasurer shall keep a true account of meetings of the executive as well as manage the financial affairs of the Society under authority of the executive with responsibilities including, but not limited to:

1. Holding the executive documents of the Society including an up to date list of Society membership and minutes of Executive and General meetings
2. Ensuring the Society remains consistent with the Incorporated Societies Act
3. Maintaining the financial records of the Society including an up to date asset register and making payments on behalf of the Society..
4. Preparing and presenting to the Society and the University of Otago the end of year accounts
5. Applying for Blues and Golds and Club of the Year awards.
6. The Secretary-Treasurer shall be a signatory of the bank account.
7. Registering the Society for tournaments
8. Facilitating transport and accommodation for the Society.

### **Development Officer**

The Development Officer is responsible for the overall skills development of members of the society with responsibilities including, but not limited to:

1. Facilitating development seminars at regular internal tournaments
2. Ensuring regular practices for tournament teams assisted by the Novice Development Officer
3. Upholding all tournament codes and rules assisted by the Novice Development Officer
4. Exploring and providing debating opportunities beyond the regular internal novice tournament assisted by the Novice Development Officer

### **Novice Development Officer**

The Novice Development Officer is responsible for developing the debating skills of the Society's new and novice debaters with responsibilities including, but not limited to: .

1. Organising the tournament known as *Claytons* when Otago University Debating Society is named host
2. Assisting in the organisation of the tournament known as *Claytons* when Canterbury University Debating Society is named host.
3. Convening South Island Inter Varsity when hosted by Otago University Debating Society
4. Liaising with the Development Officer to establish new development opportunities

### **Externals Officer**

The Externals Officer is responsible for the external publicity and socials of the Society, and obtaining and protecting sponsorship with responsibilities including, but not limited to:

1. Hosting Public Debates
2. Exploring avenues for fundraising
3. Working with the President to obtain and protect sponsorship opportunities
4. Managing the Society's online presence
5. Facilitating social opportunities for the Membership of the Society

### **Schools Representative**

The School's Representative shall liaise with local schools to encourage and facilitate debating within them with responsibilities including, but not limited to:

1. Acting as the Society's representative to Dunedin Schools Debating
2. Acting as the Society's representative to New Zealand Schools Debating
3. Convening the regional tournament

### **Equity Officer**

The Equity Officer is generally responsible for equity and social events within the society in conjunction with the Women's Equity Officer delegated role with responsibilities including, but not limited to:

1. Facilitating equity forums
2. Providing guidance on the application of the applicable equity policies
3. Ensuring members behave consistently with the University of Otago Code of Conduct
4. Ensuring events and forums held by Otago University Debating Society are welcoming and tolerant
5. Reporting, where authorised, to all relevant debating bodies on matters pertaining to Equity

### **Delegated Women's' Equity Officer**

The Women's' Equity Officer is generally responsible for equity and social events within the society in conjunction with the Equity Officer. The Woman's Equity Officer role will be delegated to a female identifying member of the executive and will have responsibilities including, but not limited to:

1. Specific involvement with the development of women including keeping track of how many women are at tournaments and related information.
2. Facilitating outreach with and for women including opportunities at public debates, and engage in public events that specifically involve or are about women.
3. The Women's' Equity Officer shall be in charge of getting teams to AWDC including organising trials, support the squad.

Schedule Two: Life Members of the Society

1. Jesse Wall
2. Simon Connell
3. William Chisolm
4. Paul Hunt
5. John Brinsley-Pirie
6. Jamie Tocher

### Schedule Three: Business of the Annual General Meeting

The regular business of each Annual General Meeting, which shall take precedence over any other business, shall be:

1. to receive annual reports from each of the elected officers;
2. to review the accounts of the Society, as presented in the Treasurer's Financial Report;
3. to review any terminations or declinations of memberships that have occurred since the last General Meeting; and
4. To deal with any other business
5. to elect the elected officers for the following year.