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# 180 Degrees Consulting Canterbury Incorporated

## CONSTITUTION

### 1 Introduction

- 1.1 The name of the society is 180 Degrees Consulting Canterbury Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 28<sup>th</sup> August 2012.
- 1.3 The club shall be affiliated to the University of Canterbury Students' Association ("UCSA").
- 1.4 In all matters not specifically dealt with herein, the procedures set out in the latest edition of the UCSA's own Constitution shall apply.
- 1.5 The registered office of the Society is:

180 Degrees Consulting Canterbury  
C/O UCSA  
Room 123  
James Hight Building  
University Drive  
Christchurch 8444

### 2 Objectives of the Society

- 2.1 The objectives of the Society are:





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2.1.1 To strengthen the ability of socially conscious organizations in particular non-profit organisations to achieve high impact social outcomes through the development of innovative, practical and sustainable solutions.

2.1.2 To engage with local clients and collaborate with international peers, leveraging the capabilities of socially-minded and proactive youth worldwide to generate solutions for clients.

2.1.3 Offer a broad range of consulting services, including but not limited to organisational planning and development, market research and analysis, and project review and realisation.

2.1.4 The Society shall not be operating for the profit or gain of its individual members, whether these gains would have been direct or indirect. This applies both while the Society is operating and upon dissolution.

### **3 Definitions**

3.1 For the purposes of this Constitution:

3.1.1 University of Canterbury shall be referred to as UoC

3.1.2 Members shall mean full members of the society.

3.1.3 The Executive shall mean the Executive Committee of the society.

3.1.4 Active members shall include the Executive, Consulting Team Leaders, Consulting Team Members and Associate Members.

3.1.5 The AGM shall mean the Annual General Meeting of the Society.

3.1.6 The University of Canterbury Students Association shall be referred to as UCSA

3.1.7 The Department of Internal Affairs and Companies Office shall be referred to as the DIA





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#### **4 Admission of Members**

4.1. To become a member, a person (“the applicant”) may be required to:

4.1.1 Complete an application form and supply any information the Executive requires;

4.1.2 The Executive may interview the Applicant where it considers necessary.

4.1.3 The Executive shall have complete discretion when deciding to grant admission to an applicant.

4.2 Contact details for members of the Society are to remain with the Executive and UoC to have sole access.

4.3 A membership fee shall be decided if feasible and necessary by the Executive of the Society, with it limited to twenty dollars per annum. This subscription will apply to the year after it is proposed and accepted.

4.4. Membership shall be open to all persons who are UoC students. Recent alumni of the University of Canterbury, provided they are members of the UoC Alumni association may join on condition they pay a membership fee of no more than thirty dollars per annum that is set by the Executive. They will also be required to complete a membership form prepared by the Society Executive. Only in exceptional circumstances- as decided by the Executive would an alumni of the UoC be considered for a consulting project.

#### **5. Cessation of membership**

5.1 A person’s membership shall be ongoing unless any one of the following occurs:

5.1.1 The person dies.

5.1.2 A person formally resigns membership by giving the Secretary written notice of at least one week of the member’s intention to resign and, on the





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expiration of the period of notice, the member becomes a “non-active” member.

5.1.3 Any Member involved with a consulting project finishes the engagement and officially advises the Executive via email or in writing that they do not wish to be considered for future projects.

5.2 A member of the Society may face disciplinary action or have their membership terminated after the following procedure is followed:

5.2. 1 Complaint is brought to the attention of the Executive by any member of the Society where the subject has:

5.2.1.1 Refused or neglected to comply with a clause or clauses of this constitution.

5.2.1.2 Wilfully acted in a manner prejudicial to the interests of the Society.

5.2.3 The Executive agree that the complaint warrants disciplinary action and is not trivial or vexatious in nature.

5.2.4 The Executive cause notice of the complaint to be served on the member concerned.

5.2.5 The Executive must give the member at least twenty-one (21) days from the time the notice is served within which to make submissions to the Executive in connection with the complaint.

5.2.6 The Executive assess merits of the submissions.

5.2.7 A motion is carried by the Executive to instigate impeachment proceedings;

5.2.8 The member concerned is notified in writing of the procedures and reasons for proceedings at least seven (7) days prior to the meeting.





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5.2.9 The member in question is given the opportunity to argue their case before a majority decision of the Society Executive will decide the membership status of the said member.

## **MANAGEMENT OF THE SOCIETY**

### **6 Executive Committee**

6.1 The Society shall have an Executive committee, comprising of at least the following persons:

- (a) The Chair/President;
- (b) The Secretary;
- (c) The Treasurer; and
- (d) Such other Members as the Society shall decide.

6.2 Only Members of the Society may be Committee members.

6.3 There shall be a minimum of three Committee members, in addition to the Officers.

6.4 One member is permitted to hold two Executive positions, provided that a minimum of three different members shall remain on the Executive at all times, with the exception that the positions of President and Treasurer which may not be held by the same person.

6.5 The Executive shall be responsible for the following duties:

5.5.1 The activities of the Society,

5.5.2 The finances of the Society.

5.6 The Executive is at all times bound by the decisions of a Society Annual, Special or Extraordinary General Meeting.

5.7 Any member of the Executive shall have their position declared vacant if they:

5.7.1 Die;





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- 5.7.2 Cease to be a member of the Society;
- 5.7.3 Are absent from any three (3) consecutive meetings of the Society without apology or leave; or
- 5.7.4 Have their position declared vacant at an Extraordinary General Meeting.
- 5.8 Any vacancy on the Executive will automatically trigger a Special General Meeting not to be held more than two weeks after the resignation of the said Executive member(s), with elections taking place in due course.
- 5.9 Unless otherwise agreed at the Annual General Meeting, Executive terms shall be for 12 months from 1 January to 31 December;
- 5.10 Duties of the following Committee positions shall include but not be limited to:
  - 5.10.1 President
    - a) To chair Committee, General and Annual General Meetings (held during the calendar year) of the Society unless otherwise designated to another member by the President;
    - b) To convene meetings and establishing whether or not a quorum (half of the committee is present);
    - c) To ensure the rules of the Society are followed;
    - d) To oversee and coordinate the activities and administration of the Society;
    - e) To provide a report on the Society's operations at each Annual General Meeting;
    - f) To ensure that the elected officers of the Society perform duties as laid down by this Constitution;
    - g) To have a thorough knowledge of the Society's constitution;
    - h) To act as official spokesperson for the Society;
    - i) To acquaint each Executive member with their function, responsibility, duties and maintain personal contact with them;





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- j) To liaise with the UoC and departments of the University where necessary;
- k) To liaise with other chapters of 180 Degrees Consulting;
- l) Other duties as in accordance with the Constitution of The Society;
- m) To oversee the organisation of an appointed Board of Advisors to advise the Executive on the direction of the Society.

#### 5.10.2 Secretary

- a) To be responsible for receiving and replying to all correspondence on behalf of the Society;
- b) To organise meetings, agendas (in consultation with the President), and minutes;
- c) To keep relevant Society papers in order;
- d) To coordinate elections;
- e) To keep the membership list up to date;
- f) Maintain effective flow of information between the Committee.
- g) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by Members at an Annual General Meeting.

#### 5.10.3 Treasurer

- a) To always ensure that proper accounting records of the Society's financial transactions are kept to allow the Society's financial position to be readily ascertained;
- b) Preparing annual financial statements and a financial report for presentation at the Annual General Meeting.





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- c) To provide financial information to the Executive whenever appropriate
- d) To keep the Society informed of its financial position (at meetings, through regular e-mail reports, or regular newsletters);
- d) To carry out financial transactions as directed by the Society's Committee;
- e) To not lend money, under any circumstances to oneself, Society members or other Societies;
- f) To not put the Society in debt that cannot be repaid, but should endeavour to match costs and income as closely as possible;
- g) To become familiar with and use an accounting system;
- h) To ensure you have at least two and not more than three signatories who are current Executive members to the cheque account;
- i) To ensure that Society funds are not misused at any time.

## **6 Directors**

6.1 Directors shall be elected from active members by the Executive

6.1.1 More than one member may be elected to each position according to need.

6.2 Directors should have the relevant specialised skills set and/or background to fill their respective positions

6.3 The positions can consist of but are not limited to:

6.3.1 A Consulting Director

6.3.2 A Human Resources Director

6.3.3 An Information Technology Director

6.3.4 A Marketing Director

6.3.5 A Events Director





6.4 Duties of the following positions and other potential positions shall be decided accordingly by consensus decision of the Committee on behalf of the Society membership after communicating with all members

## **7 Nomination of Committee Members**

7.1 Nominations for members of the Executive shall be called for at least twenty-eight (28) days before an AGM. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the AGM. All retiring members of the Executive shall be eligible for re-election.

7.2 If the position of any Executive member or appointed director becomes vacant between AGMs, the Executive may appoint another Committee Member or director to fill that vacancy until the next AGM.

7.3 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

7.4 Elections for Directors will follow the above process in section 7.1, however with a notice period of at least seven (7) days required.

## **8 Meetings**

### **Annual General Meetings**

8.1 There shall be one Annual General meeting every calendar year.

8.2 Notice in the form of an agenda for the Annual General Meeting shall be no less than seven (7) days, and is to be:

7.2.1 Given in writing to UCSA;

7.2.2 Given in writing to all Society Members or upon approval by the Executive to be displayed in a way that will guarantee an acceptable level of exposure among Society members.





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- 8.3 Quorum for the Annual General Meeting shall be fifteen members or one half of the Society membership, whichever is the lesser.
- 8.4 At an Annual General Meeting:
  - 8.4.1 Reports shall be presented by at least the President and the Treasurer;
  - 8.4.2 Full financial reports shall be presented and adopted;
  - 8.4.3 Elections for a new Executive shall be conducted; and
  - 8.4.4 Constitutional amendments and other motions on notice may be discussed and voted upon.
- 8.5 Full minutes of this meeting, including a list of the new Executive, written financial reports, and constitutional amendments, shall be forwarded to the UCSA, UoC and the DIA within fourteen (14) days of the meeting.

## **Extraordinary General Meetings**

- 8.6 There shall be Extraordinary General Meetings as the Executive sees fit or as petitioned under clause 8.7.
- 8.7 The format, procedures, notice and quorum for an Extraordinary General Meeting shall be the same as for an Annual General Meeting, except that Executive elections will not be held unless specifically notified.
- 8.8 To petition Extraordinary General Meeting fifteen (15) members or half of the Society membership, whichever is the lesser, must petition the Executive in writing.
- 8.9 Such a petitioned meeting must be held within twenty-one (21) days, but no sooner than seven (7) days.
- 8.10 There shall be other general meetings of the Society as the Executive sees fit.
- 8.11 General requirements for all meetings are as follows:
  - 8.11.1 All voting at meetings shall be with a simple majority required for a resolution to be passed;
  - 8.11.2 Each member is entitled to one vote;





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8.11.3 Proxies shall be allowed in meetings and the procedure shall comply with the requirements of the UoC;

8.11.4 In the case of equality of voting the President shall have a casting vote;

8.11.5 Elections for Executive shall use the “first past the post” system;

8.11.6 Constitutional changes must be in the form of a motion on notice to an Annual or Extraordinary General Meeting;

8.11.7 Constitutional changes passed at an Annual or Extraordinary General Meeting must be approved by the UoC for the Club to remain affiliated with the UCSA.

8.11.8 All ballots shall be secret ballots. All votes are anonymous, and the number of votes shall not be revealed.

8.11.9 The votes shall be counted by an impartial chair and confirmed by the current President, If the previous President is nominated for election, the votes shall be counted and confirmed by two impartial third parties.

### **Postal ballots**

8.12 The Society may hold a postal ballot to determine any issue or proposal (other than disciplinary action under clause 5.2)

### **Altering the rules**

#### **9 Altering the Rules**

9.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

9.2 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive have.





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9.3 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **10 Finance**

- 10.1 The Society shall hold an account with a financial institution approved by UoC.
- 10.2 The Executive must approve all accounts and expenditures for payment.
- 10.3 All financial transactions, including cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall require two (2) signatures of members of the Executive.
- 10.4 The assets and income of the Society shall be applied solely in furtherance of its above-mentioned objects in Section 2.1 and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 10.5 The Society shall nominate three members of the Executive as possible signatories for the account, one of which must be the Society Treasurer.
- 10.6 The financial records of the Society shall be open for inspection by UoC at all times.

## **Funding Sources**

- 10.7 The funds of the Society shall be derived from sponsorship, grants, donations and such other sources as the Committee shall determine, which will be subject to any resolution passed in an Annual General Meeting or Extraordinary General Meeting.
- 10.8 All money received by the Society must be deposited as soon as practicably possible and without deduction to the credit of the Society bank account





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- 10.9 The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt
- 10.10 The Society can make a profit from operating activities, but this profit must be used to carry out its purposes as stated in Section 2.1. Any profits must not be distributed to members or other private people

## **11 Inspection of books**

- 11.1 The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour, with a minimum of two (2) days notice.
- 9.1.1 Records, books and other financial documents of the Society.
- 9.1.2 This Constitution.
- 9.1.3 Minutes of all committee meetings and general meetings.
- 11.2 A member of the Society may obtain a copy of any of the documents referred to in subclause 11.1.

## **12 Financial year**

The financial year of the Society is;

- 12.1 The period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and
- 12.2 Each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.

## **13 Dissolution**

- 13.1 Dissolution of the Society will occur after the following conditions have been met:
- 13.1.1 An Extraordinary General Meeting is petitioned in writing as set out in subclause 8.7.





13.1.2 Procedures for notification as set out in section 7 are followed, and the reasons for the proposed dissolution are included with the notification to UoC;

13.1.3 Quorum for the meeting to dissolve the Society shall be twenty (20) members or three-quarters of the Society membership, whichever is the lesser;

13.1.4 No other business may be conducted at the meeting to dissolve the Society;

13.1.5 After the petitioning body has stated its case any opposition must be given the opportunity to reply, with at least ten minutes set aside for this purpose;

13.1.6 A vote is taken and the motion to dissolve lapses if opposed by fifteen (15) or more members of the Society;

13.1.7 If the motion to dissolve is carried, UoC and the DIA must be notified within fourteen (14) days.

13.2 Dissolution of the Society will also occur if the Society has been financially and administratively inactive for a period of eighteen (18) months.

13.2.1 UoC must give twenty (20) academic days notice in an official UoC publication and in writing to the last known President before dissolving the Society in this way.

13.3 In the event of the Society being dissolved, the amount of assets that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members. This organisation may be nominated at the dissolution meeting of the Society.

#### **14 Common Seal**

14.1 The Executive shall provide a common seal for the Society and may replace it in time if need be.





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14.2 The Secretary of the Society shall maintain custody of the common, which is only to be used by the authority of the Executive. Every document to which the common seal is applied shall be signed by the President and countersigned by the Secretary or a member of the Executive.

