
**CONSTITUTION OF TERTIARY STUDENTS CHRISTIAN
FELLOWSHIP NZ INCORPORATED**

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INTRODUCTION

- A. **TERTIARY STUDENTS CHRISTIAN FELLOWSHIP NZ INCORPORATED** (the “**Society**” or “**TSCF**”) is an incorporated society that was incorporated on 18 March 2009.
- B. The Society has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This constitution replaces the previous rules of the Society.

OPERATIVE PROVISIONS

1. DEFINITION AND INTERPRETATION

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:
 - (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
 - (b) “**Chairperson**” means the person who chairs National Board Meetings and co-chairs General Meetings alongside two Student Representatives. If the person elected or appointed as Chairperson in accordance with clause 9 is absent or unable to act as Chairperson at a National Board Meeting or General Meeting, the National Board will select a National Board Member to be the Chairperson for that National Board Meeting or General Meeting.
 - (c) A “**Christian Fellowship**” or “**Christian Fellowships**” means an affiliated Christian student group affiliated by becoming Members in accordance with clauses 8.2 to 8.4.
 - (d) A “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Society.
 - (e) A “**Member**” or “**Members**” means those members for the time being and anyone who is admitted as a member of the Society in accordance with clause 8.2.
 - (f) The “**National Board**” means the National Board Members elected or appointed in accordance with clause 9 of this Constitution.
 - (g) A “**National Board Member**” or “**National Board Members**” means those National Board Members for the time being and anyone who is elected or appointed as a National Board Member of the Society in accordance with clause 9 of this Constitution.
 - (h) “**Notice**” means written notice and includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered on the same day it was sent. If a Member or National Board Member does not receive Notice of a General Meeting or National Board Meeting for reasons outside of the National Board’s control or because of the Member’s or National Board Member’s failure to update the National Board with their contact details, then the failure to give notice to the Member or National Board Member will not invalidate the General Meeting or National Board Meeting.

- (i) An “**Officer**” or “**Officers**” means the National Board Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (j) “**Other Affiliated Groups**” include New Zealand Overseas Christian Fellowship (NZOCF), New Zealand Nurses Christian Fellowship (NZNCF), Christian Medical Fellowship (CMF) and any other Christian group, affiliated by becoming Members in accordance with clauses 8.2 to 8.4 of this Constitution.
- (k) The “**President**” and “**Vice-President(s)**” means the Society persons elected at the Annual General Meeting in accordance with clause 11.1 who by reason of their Christian character, and profession, scholarship or influence in the cause of evangelical Christianity will, in the opinion of the Annual General Meeting, further the interests of the Society by their identification with it. For the avoidance of doubt, the Present and Vice-Presidents are not National Board Members.
- (l) The “**Purposes**” means the purposes in clause 3.1 of this Constitution.
- (m) The “**Society**” is this society that was incorporated on 18 March 2009.
- (n) “**Student Forum**” means a meeting to identify and act upon current issues for the Society and for giving direction to the life of the Society amongst students. It shall make recommendations to the National Board, Annual General Meeting and National Director as appropriate. It shall be responsible for electing Student Representatives, as set out in Schedule Three of this Constitution, and the allocation of any International Fellowship of Evangelical Students (“IFES”) funds which the Christian Fellowships have raised throughout the year.
- (o) “**Student Representatives**” means one New Zealand student and one international student elected by the Student Forum in accordance with Schedule Three of this Constitution.
- (p) “**Tertiary Institutions**” means universities, polytechnics, teachers’ colleges and colleges of education, wānanga, theological colleges, and those tertiary institutions recognised by the Ministry of Education.
- (q) A “**Voting Member**” or “**Voting Members**” means those Members who fall into one of the categories as set out in clauses 8.3(b)-8.3(d) and are therefore eligible to exercise full rights of membership, including voting at General Meetings.
- (r) “**Working Days**” means any day excluding Saturdays, Sundays, and statutory holidays in New Zealand. For the avoidance of doubt, Working Days do not include anniversary days.

1.2 Unless the context otherwise requires:

- (a) a reference to this Constitution includes any variation of it;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);

- (d) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (e) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (f) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (g) a reference to writing or written includes e-mails;
- (h) headings are for reference only and do not affect the construction or interpretation of this Constitution; and
- (i) The words including and include mean including, but not limited to.

2. NAME

- 2.1 The name of the Society is **TERTIARY STUDENTS CHRISTIAN FELLOWSHIP NZ INCORPORATED** or such other name approved by a unanimous resolution of the National Board and in accordance with the Act.

3. PURPOSES

- 3.1 The primary Purposes of the Society are:

- (a) **True Witness:** to proclaim the gospel of Jesus Christ to students and lead students to personal faith in Christ;
- (b) **Undivided Life:** to promote a life of discipleship and a growing Christian maturity among students;
- (c) **Deep Thought:** to challenge students and graduates to follow Jesus as Lord in every area of life, including their studies, career, character and lifestyle, and in issues of social justice and morality; and
- (d) **Global Reach:** to promote a global Christian perspective and personal commitment to mission.

- 3.2 The Society affirms a commitment to student leadership.

4. COMMITMENT TO WORK WITH NEW ZEALAND AND INTERNATIONAL STUDENTS

- 4.1 The Society acknowledges and affirms the bicultural heritage of Aotearoa/New Zealand as embodied in Te Tiriti o Waitangi. The Society will ensure our mission and activities affirm this unique relationship and covenant between tangata whenua (Māori) and tangata Tiriti (other people groups of New Zealand).
- 4.2 The Society acknowledges that the tertiary student sector in New Zealand is multicultural and commits to working cross-culturally in accordance with its Basis of Belief as set out in Schedule Two.
- 4.3 In discharging the purposes as set out in clause 3 and work of the Society, the Society will be committed to work with New Zealand and international students. The Society sees the work with international students as integral to its overall ministry in New Zealand.

5. PURPOSES PARAMOUNT

5.1 Notwithstanding anything contained or implied in this Constitution:

- (a) The Purposes are paramount. Nothing in this Constitution authorises the Society to do anything that does not accord with the Purposes. All capital and income of the Society and any other benefit or advantage belonging to the Society must be applied to the Purposes.
- (b) The National Board must not pay, provide or allow to be derived any benefit or advantage of any kind referred to in sections CW42(1)(c) and CW42(3)-(8) of the Income Tax Act 2007 to or by any person who has some control over any business carried on by, for, or for the benefit of the Society (as defined in section CW42 of the Income Tax Act 2007) in circumstances that would disqualify the Society or any company owned by or business carried on by the Society from the benefit of exempt status under section CW42 of the Income Tax Act 2007 (or any statutory replacement or equivalent).

6. CHARITABLE STATUS

- 6.1 The Society is a charitable entity under the Charities Act 2005 and will only use its money, property and other assets to further the Purposes of the Society. Unless acting in accordance with the Act, the Charities Act 2005 and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

7. POWERS

- 7.1 Subject to clause 5, 6 and clause 7.2, the Society has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, the Charities Act 2005 or any other legislation.
- 7.2 The Society's capacity, powers and privileges are subject to the following restrictions:
 - (a) The Society cannot borrow and invest money unless approved by a 75% majority resolution of the National Board; and
 - (b) Any proposed change to the Basis of Belief set out in Schedule Two of this Constitution must be considered and consented to by a unanimous decision of the President and all the Vice-Presidents in writing in accordance with clause 11.2.
- 7.3 For the avoidance of doubt, the Society can only amend this Constitution in accordance with clause 15 and wind up or dissolve the Society in accordance with clauses 20 and 21 or otherwise in accordance with the law.

8. MEMBERSHIP

Admission of Members

- 8.1 The Society will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 8.2 Any consenting person or body corporate who agrees with the Purposes of the Society and the Basis of Belief in Schedule Two of this Constitution, subject to the National Board's approval or by a resolution of the Voting Members at an Annual General Meeting, become a Member of the Society by application in writing (including by electronic means). The consent of a body corporate or unincorporated body must be given on the

body's behalf in writing by a person acting on the body's express or implied authority. In considering whether to accept or withhold approval of a membership application, the National Board or Voting Members at an Annual General Meeting may consider:

- (a) what is in the best interests of the Society;
- (b) whether approving the application is in furtherance of the Society's purposes; and
- (c) what is fair and reasonable in the circumstances.

8.3 The Society has the following classes of membership:

- (a) **Ordinary Members:** being the following natural persons who have applied to become Members in accordance with clause 8.2 and fall within one or more of the following categories. Ordinary Members will enjoy limited rights of membership as they do not have voting rights but may attend General Meetings as an observer and participate in General Meetings to the extent permitted by the Chairperson and Student Representatives:

- (i) A member of a Christian Fellowship or Other Affiliated Group;
- (ii) A graduate of a tertiary institution who has been a member of a Christian Fellowship or Other Affiliated Group; and
- (iii) An office holder within the Society, a National Board Member, an employee of TSCF or a supporter of or volunteer worker for TSCF.

- (b) **Executive Members:** being the following natural persons who have applied to become Members in accordance with clause 8.2 who falls within one of the following categories:

- (i) The President and Vice-Presidents; and
- (ii) National Board Members,

Executive Members will enjoy full rights of membership, including voting rights.

- (c) **Incorporated Affiliated Members:** being bodies corporate who have applied to become Members in accordance with clause 8.2. Corporate Members must nominate up to two representatives, with one vote per representative, to be recorded on the register of Members as having the authority to exercise the Corporate Member's right to vote and must notify the National Board of any change to their nominated representative. Corporate Members will enjoy full rights of membership, including voting rights. For the avoidance of doubt, if the Incorporated Affiliated Member only has one representative, they may only have one vote. Notwithstanding anything to the contrary, if an Incorporated Affiliated Member is an Other Affiliated Group, it will only have one vote, whether or not it has nominated one or two representatives.

- (d) **Unincorporated Affiliated Members:** being unincorporated groups who have applied to become Members in accordance with clause 8.2. Unincorporated groups must nominate up to two members as representatives, with one vote per representative, in accordance with clause 8.5 to be recorded on the register of Members as having the authority to exercise the unincorporated group's right to vote. Unincorporated Members will enjoy the full rights of membership, including voting rights. For the avoidance of doubt, if the Unincorporated

Affiliated Member only has nominated one member, that member may only have one vote. Notwithstanding the above and anything to the contrary, if an Unincorporated Affiliated Member is an Other Affiliated Group, it will only have one vote, whether or not it has nominated one or two representatives.

8.4 Incorporated Affiliated Members and Unincorporated Affiliated Members are subject to the following provisions:

- (i) Each Christian Fellowship in a Tertiary Institution will, subject to clause 8.2, become Members of the Society by a majority resolution of an Annual General Meeting;
- (ii) A new Christian Fellowship in a Tertiary Institution may become a nominal Member of the Society without prior notice upon the recommendation of either the Student Forum and National Director or the National Board. Nominal membership must be ratified at the next Annual General Meeting in accordance with clause 8.4(i) in order for the Christian Fellowship to become a Member and do not enjoy full rights of membership until their membership is ratified accordingly;
- (iii) Every Christian Fellowship purposes must be consistent with the Society's Purposes as set out in clause 3 of this Constitution;
- (iv) Other Affiliated Groups will, subject to clause 8.2, become Members of the Society by a decision of the Voting Members at the Annual General Meeting on the recommendation of either the Student Forum and National Director or National Board where their purposes are consistent with the Society's Purposes as set out in clause 3 of this Constitution, and where such affiliation would enhance the work of the Society. A recommendation recognises the Other Affiliated Groups as nominal Members of the Society (who do not enjoy full rights of membership until their membership is ratified) until ratified in accordance with this clause 8.4(iv) at the next Annual General Meeting;
- (v) The constitutions of the Christian Fellowships and Other Affiliated Groups (if they have any) shall be autonomous from but shall be consistent with this Constitution;
- (vi) Each Christian Fellowship and Other Affiliated Group, shall be autonomous, the Society may advise and assist but cannot control its activities;
- (vii) Copies of the Annual Reports of each Other Affiliated Group (if applicable) shall be submitted to the Annual General Meeting of the Society;
- (viii) Any Christian Fellowship or Other Affiliated Group which applies for Membership will submit a copy of its constitution or rules to the National Board and will notify the National Board of any amendments to their constitution; and
- (ix) Upon any change being made to the Society's Basis of Belief as set out in Schedule Two of this Constitution, each Christian Fellowship or Other Affiliated Group must amend its constitution and Basis of Belief within twelve (12) calendar months.

- 8.5 Where a Member is an unincorporated group, a member of that unincorporated group must be nominated to become a Member of the Society by forwarding a resolution to that effect to the Society. The nominated member will:
- (a) become a Member of the Society and act as a representative of the unincorporated group;
 - (b) have the authority to exercise the unincorporated group's right to vote; and
 - (c) be treated as acting under the authority of the unincorporated group and therefore able to bind all members of the unincorporated group.

The unincorporated group may replace their nominated member by forwarding a resolution to that effect to the Society. The nominated group must also share with the Society a list of its members, including as a minimum the names and contact details of members, and notify the Society of any changes to this list.

- 8.6 The National Board must keep an up to date register of Members containing:
- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) date they became a Member;
 - (v) class of membership;
 - (b) for any Incorporated Affiliated Member, the name and contact details of the Incorporated Affiliated Member representative(s) for General Meetings,
 - (c) for any Unincorporated Affiliated Member, the name and contact details of the Unincorporated Member Affiliated representative(s) for General Meetings, along with the names and contact details of the members of any unincorporated group so far as is reasonably practicable;
 - (d) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - (e) any other information required by the National Board or by the Act.

8.7 Members must notify the National Board of any change to their information recorded on the register of Members.

8.8 A representative of a Christian Fellowship or Other Affiliated Groups will cease to be a representative at the close of the Annual General Meeting or Special General Meeting the representative was appointed to attend.

Membership obligations and rights

8.9 All Members will promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.

- 8.10 The National Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.
- 8.11 No Member is liable for an obligation of the Society by reason only of being a Member.

Cessation of Membership

- 8.12 Any Member of the Society may resign their membership at any time by giving to the National Board Notice to that effect and such Notice, unless otherwise stated, will take effect immediately.
- 8.13 A Member's membership will cease in accordance with clauses 8.14-8.17 and the following:
- (a) in the case of the President, Vice-President or National Board Member, at the time they cease to hold office.
- 8.14 A Member ceases to be a Member on death, or in the case of a body corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution.
- 8.15 The National Board may by a majority resolution remove a Member from membership if the Member has been accused or convicted of a criminal offence which, in the opinion of the National Board, makes their membership in the Society undesirable.
- 8.16 After following the dispute resolution procedures set out in Schedule One, the National Board may decide by passing a resolution of not less than two-thirds (2/3) to terminate a Member's membership if the Member has:
- (a) breached this Constitution, the Society's bylaws, or the Act; or
 - (b) engaged in misconduct which has brought the Society into disrepute or makes their membership in the Society undesirable.
- 8.17 Unless otherwise determined by a majority resolution of the National Board, a Member whose membership has ceased in accordance with this Constitution must return to the Society all material owned by the Society.

Re-admission of former Members

- 8.18 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 8.2.
- 8.19 If a former Member was removed under clause 8.15 and/or 8.16, that former Member's re-admission must be approved by a resolution of not less than two-thirds (2/3) of the National Board.

9. THE NATIONAL BOARD

- 9.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the National Board. The National Board has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

Number of National Board Members

9.2 The National Board must have a minimum of eight (8) and a maximum of twelve (12) National Board Members who are natural persons elected at a General Meeting or otherwise appointed in accordance with this clause 9. A majority of the National Board must also be Members of the Society. The National Board will consist of:

- (a) Chairperson;
- (b) Vice-Chairperson;
- (c) Treasurer;

as elected at an Annual General Meeting in accordance with clause 9.4.

- (d) National Director;
- (e) Up to two (2) other National Board Members elected at an Annual General Meeting in accordance with clause 9.4;
- (f) Two (2) Student Representatives being one (1) New Zealand student representative and one (1) international student representative as elected by the Student Forum in accordance with Schedule Three of this Constitution; and
- (g) Up to four other persons co-opted by the National Board in accordance with clause 9.5(b).

Election or Appointment of National Board Members

9.3 Where there are less than the minimum number of National Board Members required by clause 9.2, the National Board may appoint additional National Board Members from the Members of the Society who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of National Board Members, the National Board may carry out essential matters but may not undertake any action or make any decision until the number of National Board Members is increased to the minimum number PROVIDED THAT the National Board (once it has the minimum number of National Board Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the National Board was composed of less than the minimum number of National Board Members required by clause 9.2.

9.4 The election of National Board Members will be conducted in the following manner:

- (a) a candidate's written nomination for the position(s) on the National Board the candidate wishes to fill, or a National Board Member eligible for re-election, accompanied by their consent under clause 10.1, other details required by the National Board must be delivered to the National Board fifteen (15) Working Days before the date of the General Meeting (typically the Annual General Meeting);
- (b) if there are insufficient numbers of nominees received for the positions on the National Board which need to be filled, the National Board may adopt other processes at the General Meeting to fill the vacancies; and
- (c) any other administrative processes at the election of National Board Members will be managed in a manner determined by the incoming National Board.

Terms

- 9.5 Each National Board Member's election will be subject to the following, unless otherwise determined by resolution of two-thirds (2/3) of the National Board:
- (a) For the roles of, Chairperson, Vice-Chairperson, Treasurer and two other National Board Members elected at the Annual General Meeting ("**Elected National Board Members**"), as referred to in clauses 9.2(a), 9.2(b), 9.2(c) and 9.2(e) above, the following process applies:
 - (i) Elected National Board Members will be elected for a term of three (3) years;
 - (ii) if after the initial three-year term, the Elected National Board Members, wish to continue in their role, they can be elected for one (1) further three-year term; and
 - (iii) after an Elected National Board Member, has served for two (2) terms, the Elected National Board Member must stand down for one (1) year before being eligible for election again.
 - (b) For persons co-opted by the National Board, as referred to in clause 9.2(g) above, ("**Co-opted National Board Members**") the following process applies:
 - (i) Co-opted National Board Members will serve up to three (3) years, as specified by the National Board and will be eligible for further co-option with a majority approval of the National Board; and
 - (ii) Co-opted National Board Members before the date of the adoption of this Constitution will serve for three years from the date of their most recent co-option as a National Board Member.
 - (c) For the position of National Director, as referred to in clause 9.2(d) above, the following provisions apply:
 - (i) The position of National Director is appointed by the Board and the appointment will be subsequently approved by a majority of Voting Members at the Annual General Meeting; and
 - (ii) The relationship between the National Director and the Society shall be exclusively regulated by the National Director's signed terms of appointment.

Removal from National Board

- 9.6 A National Board Member will cease to hold the office of the National Board if the National Board Member:
- (a) commits an act of bankruptcy;
 - (b) dies;
 - (c) retires or resigns as a National Board Member by giving prior Notice of their resignation to the National Board;
 - (d) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005;

- (e) becomes disqualified to be an Officer in accordance with the Act;
- (f) in the opinion of not less than a three-quarters (3/4) majority of the other National Board Members, excluding the National Board Member in question, no longer adheres to the Basis of Belief set out in Schedule Two of this Constitution, or has otherwise brought or is likely to bring the Society into disrepute, as determined by resolution of a majority of the other National Board Members; or
- (g) otherwise becomes disqualified to be a National Board Member of the Society in accordance with this Constitution.

9.7 If a National Board Member is:

- (a) in the opinion of a majority of the other National Board Members, physically or mentally incapable of acting as a National Board Member; or
- (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other National Board Members, makes their position as a National Board Member undesirable,

then, by resolution of a majority of the other National Board Members, the National Board Member will be removed as a National Board Member of the Society immediately (unless the resolution states otherwise).

9.8 Subject to clause 8, removal from the National Board as a National Board Member will not equate to removal as a Member of the Society.

9.9 Every extraordinary vacancy, except for that of Chairperson, may be filled by the National Board by co-opting any Voting Member who would qualify for election under clause 9.2 and meets the requirements of clause 10.1. The co-opted National Board Member's term will expire at the next Annual General Meeting of the Society, at which the co-opted National Board Member will be eligible for re-election in accordance with clause 9.4. For the avoidance of doubt, Co-opted Board Members as referred to in clause 9.2(g) are not to be confused with co-opted Board Members as referred to in this clause 9.9.

Miscellaneous

9.10 The National Board may nominate by majority resolution who from among them will hold the role of Chairperson, along with any other role the National Board deems appropriate. The National Board's nomination will be approved at the next Annual General Meeting by a majority of the Voting Members present.

9.11 The National Board will appoint one (1) or up to three (3) contact persons by way of a majority resolution. This contact person could be a National Board Member, Officer, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.

9.12 Subject to this clause 9, appointments to office will be annual, unless otherwise stated in this Constitution.

10. OFFICER QUALIFICATIONS

10.1 Prior to election or appointment, every Officer (including every National Board Member) must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.

10.2 Prior to election or appointment, every Officer (including every National Board Member) must affirm their acceptance of and agreement with TSCF's Basis of Belief as set out in Schedule Two of this Constitution, and shall be deemed to have resigned upon the opinion of a majority of the National Board Members (excluding the Officer in question if they are a National Board Member) that the Officer ceases to adhere to the Basis of Belief set out Schedule Two of this Constitution.

11. PRESIDENT AND VICE-PRESIDENTS

11.1 Subject to clause 10.1 and 10.2, the President and Vice-Presidents of the Society will be elected at the Annual General Meeting. The election of the President and Vice-Presidents will be subject to the following provisions:

- (a) The President and Vice-Presidents will be persons who by reason of their Christian character and standing in their profession, scholarship or influence in the cause of evangelical Christianity will in the opinion of the Annual General Meeting further the interests of the Society by their identification with it.
- (b) Nominations for President and Vice-Presidents must be given to the National Director at least fifteen (15) Working Days before the Annual General Meeting.
- (c) The Annual General Meeting will elect a President that is ordinarily resident in New Zealand. A person will be deemed to be ordinarily resident in New Zealand if:
 - (i) his or her home is in New Zealand; or
 - (ii) he or she is residing in New Zealand with the intention of residing therein indefinitely; or
 - (iii) having resided in New Zealand with the intention of establishing his or her home therein, or with the intention of residing in New Zealand indefinitely, he or she is outside New Zealand but has an intention to return to establish his or her home therein or to reside in New Zealand indefinitely.
- (d) The National Board will by not less than a three-quarters (3/4) majority resolution make an interim appointment of President if the office should become vacant by reason of death, resignation, failure of the Annual General Meeting to elect someone to the office or any other reason.
- (e) The President will be appointed for a term of three (3) years.
- (f) Subject to clause 11.1(g) below, the Vice-President(s) will be appointed for a term of up to five (5) years.
- (g) There will be between five (5) to ten (10) Vice-Presidents, each reflecting a balance of gender, ethnicity, geographical location and of the different church denominations that make up TSCF. At each Annual General Meeting there will be two (2) Vice-Presidents elected and two (2) Vice-Presidents who will retire in chronological order of appointment. If appointees were appointed at the same time they shall retire in alphabetical order on a last name basis.
- (h) The President and all Vice-Presidents must affirm their acceptance of and agreement with TSCF's Basis of Belief as set out in Schedule Two of this Constitution, and shall be deemed to have resigned upon the opinion of a

majority of the National Board Members that they cease to adhere to the Basis of Belief set out in Schedule Two of this Constitution.

11.2 Any proposed change to the Basis of Belief set out in Schedule Two of this Constitution must be considered by and be agreed to in writing by a unanimous decision of the President and all the Vice-Presidents holding office at the time the change is proposed.

12. MEETINGS OF THE NATIONAL BOARD

12.1 The National Board shall normally meet quarterly or may otherwise hold a meeting at such time and place as they determine.

12.2 Meetings may be conducted in person and/or by any means of electronic, audio or audio-visual communication, provided that the National Board Members can hear each other well enough to follow the discussion throughout the meeting. National Board Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

12.3 National Board meetings will be chaired by the Chairperson.

Quorum and Voting

12.4 No business of the National Board will be transacted at a National Board meeting without a quorum present. The quorum for a National Board meeting is at least half (1/2) of the National Board.

12.5 Subject to this Constitution and the Act, each National Board Member will be entitled to one (1) vote on any matter being voted on by the National Board.

12.6 Subject to this Constitution, the number of votes required to reach any decision for a National Board meeting will be not less than half (1/2) of the number of National Board Members present and eligible to vote at the meeting.

12.7 In the event of a tied vote, the Chairperson will have a casting vote.

12.8 Where half (1/2) or more of the National Board Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act a Special General Meeting of the Society must be called to determine the matter.

Resolution in Lieu of a National Board Meeting

12.9 A resolution in writing (which may consist of several documents including by way of email, scanned or original copies, or other similar means of communication) signed or assented to by not less than three-quarters (3/4) of the National Board will be as valid and effectual as if it had been passed at a meeting of the full National Board.

13. GENERAL MEETINGS

13.1 Minutes of meetings must be kept for every General Meeting.

13.2 General Meetings may be conducted in person and/or by audio or audio-visual communication or any similar means of electronic communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Voting Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

- 13.3 General Meetings will be chaired by the Chairperson and at least one (1) of the Student Representatives.

Annual General Meetings

- 13.4 The Annual General Meeting must be called by the National Board and must be held no later than six (6) months after the Society's balance date and no later than fifteen (15) months after the previous Annual General Meeting.
- 13.5 At least fifteen (15) Working Days prior to the Annual General Meeting, the National Board will give Notice of the Annual General Meeting to all Members, with the Notice setting out the time and place of the Annual General Meeting, along with the manner by which candidates can submit their written nominations in accordance with clause 9.4 and submit a Voting Member motion in accordance with clause 13.9.
- 13.6 At least five (5) Working Days prior to the Annual General Meeting, the National Board will give Notice setting out details of the business to be discussed at the Annual General Meeting, including any Voting Member or National Board motions to be voted on, the manner of submitting a vote by post or electronic means and the details of candidates for election to the National Board.
- 13.7 At the Annual General Meeting the National Board must present:
- (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
 - (b) the financial statements of the Society for that period; and
 - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- 13.8 The National Board may put forward motions for the Society to vote on, which will be notified to Members in accordance with clause 13.6.
- 13.9 A Voting Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the National Board at least ten (10) Working Days before that Annual General Meeting. The Voting Member may also provide information in support of that motion. Notice of a Voting Member motion must be given to Members in accordance with clause 13.6.

Special General Meetings

- 13.10 A Special General Meeting may be called at any time by the National Board by resolution, in accordance with clause 12.8, or the National Director on the request of the Student Forum. The National Board will give prior written Notice of the Special General Meeting to all Members.

Quorum

- 13.11 No business of the Society will be transacted at a General Meeting without a quorum present. The quorum for a General Meeting is half (1/2) of the Voting Members of the Society, attending in accordance with clause 13.2 (being in person, by proxy or via electronic means).

Voting

- 13.12 Each Voting Member of the Society present at a General Meeting is entitled to one (1) vote on any matter being voted on.
- 13.13 Votes may be cast by show of hands or by electronic means, or on demand of the Chairperson or by two (2) or more Voting Members present, by secret ballot. The Chairperson will determine the most appropriate equivalent electronic voting method for those Members attending the General Meeting in accordance with clause 13.2.
- 13.14 In the event of a tied vote, the Chairperson and Student Representative will not have a casting vote.
- 13.15 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Voting Members present and entitled to vote at the General Meeting, and/or entitled to vote at the General Meeting and/or voting by proxy in accordance with clauses 13.18 and 13.19, and/or entitled to vote at the General Meeting and voting by post or electronic means in accordance with clauses 13.20 and 13.21.
- 13.16 If it is proposed that a vote is held on a matter that was not included in any Notice, then a majority of the Voting Members present and entitled to vote at the General Meeting must first agree to hold a vote on that matter.
- 13.17 Subject to the Act and this Constitution, the National Board may determine any other administrative procedures and processes provided it is fair and proper.

Proxies

- 13.18 If a Voting Member would like to appoint a proxy, that proxy must be appointed by notice in writing to the National Board. The notice must state which General Meeting the appointment is for and must be signed or otherwise authorised by the Voting Member.
- 13.19 The notice appointing a proxy must be received by the National Board at least one (1) Working Day before the General Meeting for which the appointment has been made. Voting Members voting in accordance with this clause will count towards a quorum.

Votes by Post or Electronic means

- 13.20 The National Board may allow votes by post or electronic means prior to the General Meeting in accordance with the manner set out in the notice provided under clause 13.6 or 13.10.
- 13.21 Unless otherwise stated, the vote/s by post or electronic means prior to the General Meeting must be received by the Society at least one (1) Working Day before the date of the General Meeting. Voting Members voting in accordance with this clause and present in accordance with clause 13.2 will count towards a quorum.

14. DISPUTE RESOLUTION PROCEDURES

- 14.1 The Society's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

15. AMENDMENT OF CONSTITUTION

- 15.1 The Society may amend this Constitution with the unanimous support of the National Board, by a resolution passed by a seventy-five percent (75%) majority of Voting Members who are present and entitled to vote at a General Meeting, and/or entitled to vote at

the General Meeting and voting by proxy in accordance with clauses 13.18 and 13.19, and/or entitled to vote at the General Meeting and voting by post or electronic means in accordance with clauses 13.20 and 13.21,

PROVIDED THAT no amendment of the Society's Constitution is made which would:

- (a) amend the Basis of Belief as set out in Schedule Two of this Constitution, unless the unanimous consent of the President and all Vice-Presidents in writing has been obtained in accordance with clause 11.2;
- (b) modify the intention of the Charitable Purposes set out in this Constitution except to the extent required to register the Society as a charity under the Charities Act 2005 or any amendment or any statutory provision in substitution thereof; or
- (c) result in the Society losing its status as a "charitable entity" under the Charities Act 2005 or any amendment or substitution thereof.

All amendments to the Society's Constitution must be made in writing.

15.2 The National Board may amend the terms of this Constitution by a unanimous resolution of the National Board if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the National Board provides written Notice of the amendment to every Member of the Society, with the Notice stating:

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.
- (c) If no Member objects within twenty (20) Working Days after the date on which the Notice is sent, the National Board may make the amendment.
- (d) If a Member objects to the amendment made under clause 15.2 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

16. **BYLAWS**

16.1 The National Board may from time to time make and amend regulations, bylaws and policies for the conduct and control of Society activities, provided such regulations, bylaws and policies are consistent with this Constitution.

16.2 For the avoidance of doubt, the Student Forum, which is set out in Schedule Three, is not a bylaw, but part of this Constitution. Any amendment to the Student Forum must be amended in accordance with clause 15 and uploaded to the Incorporated Societies Register in accordance with the requirements of the relevant legislation to be of effect.

17. **FINANCES**

17.1 The funds and property of the Society will be controlled and managed by the National Board in accordance with this Constitution and the Act, to further the Society's Purposes.

- 17.2 The Society's balance date will be 31 December, unless otherwise specified by the National Board in accordance with the Act.
- 17.3 The National Board must ensure a financial statement is kept that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act and the Charities Act 2005.
- 17.4 Subject to the Act, the National Board may elect to have the accounts of the Society reviewed or audited annually by a suitably qualified person.
- 17.5 The National Board must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

18. INDEMNITY AND INSURANCE

- 18.1 The Society may, with the authority of the National Board, indemnify and/or obtain insurance for an Officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 18.1(a).
- 18.2 The Society may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.

19. CONTRACTING METHOD

- 19.1 Documents will be executed for the Society pursuant to a resolution of the National Board, and the Society may enter into contracts by two (2) National Board Members signing under the name of the Society and any other method approved in the Act.

20. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY

- 20.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 21 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 20.3. The resolutions described in this clause may be made at the same meeting of the Society.
- 20.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 20.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 21.
- 20.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) the National Board must give at least twenty (20) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
- (b) the Notice must include the matters required under section 228(4) of the Act; and
- (c) the resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 13.18 and 13.19, and/or entitled to vote and voting by post or electronic means in accordance with clauses 13.20 and 13.21.

21. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

- 21.1 On a Voting Member vote in accordance with clause 20.1 or 20.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such charitable entities in New Zealand whose purposes align with the Purposes of the Society and whose Purposes are consistent with the Basis of Belief as set out in Schedule Two of this Constitution as may be determined by a three-quarter (3/4) majority of the Voting Members in accordance with clause 21.2.
- 21.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the National Board must give at least fifteen (15) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act;
 - (c) the resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote, and/or entitled to vote and voting by proxy in accordance with clauses 13.18 and 13.19, and/or entitled to vote and voting by post or electronic means in accordance with clauses 13.20 and 13.21; and
 - (d) the resolution must set out which charitable entities the Society's surplus assets will be applied to in accordance with clause 21.1.
- 21.3 To be clear, a resolution under this clause 21 may be made at the same General Meeting as a resolution under clause 20.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. Introduction

1.1 Subject to clause 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:

- (a) Members of the Society;
- (b) Officers of the Society; and/or
- (c) the Society itself.

The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons in relation to the Society and its activities.

1.2 Where a complaint is to be made by or against an employee in their capacity as an employee of the Society, then the complaints procedure set out in the employee's employment agreement must be followed.

2. How a Complaint is Made

2.1 A Member or Officer may make a complaint by giving to the National Board a Notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:

- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

3. Investigating and Determining a Dispute

3.1 The National Board must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.

3.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the National Board with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:

- (a) appoint an external person to investigate and report; or

- (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
- (c) appoint an external person to investigate and make a decision; or
- (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

3.3 Despite clause 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

3.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:

- (a) where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
- (b) where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
- (c) where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
- (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.

3.5 Before making a decision under clause 3.2, the Elector may request further information from the National Board, the complainant and/or any person who is the subject of the complaint.

- 3.6 Where an external party is appointed to provide a report, that report should be provided to the National Board, the complainant and any person who is the subject of the complaint (“the parties”). After reviewing the report, the parties will then meet to discuss whether:
- (a) the Society will take any steps in light of the report-writer’s findings; and
 - (b) the parties agree that those steps (if any) will resolve the dispute.
- 3.7 If the Elector initiates the steps under clause 3.2(a) or 3.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.2.
- 3.8 A person may not act as a decision maker in relation to a complaint if the majority of Officers of the National Board consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 3.9 An external person appointed under clause 3.2(a) or 3.2(c) may, inter alia:
- (a) call for written submissions from all relevant parties;
 - (b) call for specific evidence from the Society or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 3.10 In addition to the powers under clause 3.9, an external person appointed under clause 3.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.11 A decision reached by an external person appointed under 3.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.
- 4. Person Who Makes a Complaint Has a Right to be Heard**
- 4.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 3.3.
- 4.2 If the Society makes a complaint:
- (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Society.
- 4.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and

- (d) their written statement or submissions (if any) are considered by the decision maker.

5. Person Who is Subject of a Complaint has a Right to be Heard

5.1 Clauses 5.2 and 5.3 apply if the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Society’s Constitution or the Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

5.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent’s written statement or submissions (if any) is considered by the decision maker.

SCHEDULE TWO: TSCF'S BASIS OF BELIEF**1. BASIS OF BELIEF**

1.1 The Basis of Belief of the Fellowship comprises the evangelical truths of the historic Christian faith including:

- (a) There is one God, who is three persons, Father, Son and Holy Spirit. God is the Creator and Sustainer of all things;
- (b) God in revealing Himself inspired the Holy Scriptures so that they are entirely trustworthy and have supreme authority in matters of doctrine, faith and conduct;
- (c) We all were made for fellowship with God, but disobeyed Him. So we all have become sinners, guilty in God's sight, under His wrath, and alienated from Him.
- (d) Jesus Christ, God's own son, became truly human. He was conceived by the Holy Spirit and born of the virgin Mary.
- (e) Jesus Christ took on Himself the sin of the world when He died on the cross as our representative and substitute. God thereby showed His love for us and provided the only way for us to be forgiven and reconciled to Him.
- (f) Jesus of Nazareth was raised by God from the dead.
- (g) The Holy Spirit brings us to trust Christ and repent of our sins, lives in us, and develops our new life in Christ in the fellowship of the Church.
- (h) Jesus Christ, the living Lord, will return in person as Judge and King.

2. AGREEMENT WITH THE BASIS OF BELIEF

2.1 All persons elected to office under authority of this Constitution will, upon first taking up their position, signify in writing their acceptance of and agreement with TSCF's Basis of Belief as set out in this Schedule, in accordance with clause 10.2. An Officer will be deemed to have resigned if they, in the opinion of a majority of the National Board excluding the Officer in question if they are a National Board Member, cease to adhere to the Basis of Belief set out in this Schedule, in accordance with clause 9.6(f).

SCHEDULE THREE: STUDENT FORUM AND NATIONAL BOARD ROLE

1. STUDENT FORUM

- 1.1 The “**Student Forum**” means a meeting to identify and act upon current issues for the Society and for giving direction to the life of the Society amongst students. It shall make recommendations to the National Board, Annual General Meeting and National Director as appropriate. It shall be responsible for electing Student Representatives, as set out in this Schedule, and the allocation of any International Fellowship of Evangelical Students (“IFES”) funds which the Christian Fellowships have raised throughout the year.
- 1.2 The TSCF Student Forum will be subject to the following provisions:
- (a) The forum will consist of:
 - (i) Up to two Christian Fellowship representatives of each Christian Fellowship appointed by the Christian Fellowship in accordance with its constitution (if any). One representative shall be the president, if the president is able to attend;
 - (ii) Any observers from a Christian Fellowship, who may participate in the meeting to such an extent as the co-chairpersons permit but shall have no right to vote;
 - (iii) Any TSCF staff member or intern who may participate in the meeting but who shall have no right to vote; and
 - (iv) Any member of the National Board as observer.
 - (b) The Student Forum will be co-chaired by the two Student Representatives (one New Zealand student and one international student).
 - (c) The National Director shall arrange for at least one national Student Forum meeting to be held in each calendar year.
 - (d) At least one Student Forum shall be a national meeting; the others may be held in regional meetings.
 - (e) Otherwise the Student Forum shall meet by its resolution or as convened by the National Director following the request of at least three presidents of affiliated Christian Fellowships or the request of the National Board or both Student Representatives.
 - (f) At least one month’s notice of such meetings and of the motions to be considered as business to be transacted at each such meeting shall be given, but may be waived by unanimous resolution of the meeting convened.
 - (g) Each annual national Student Forum shall elect one New Zealand Student Representative and one international Student Representative who shall be members of the National Board. Their term of office shall expire when they are replaced at an annual National Student Forum.
 - (h) The co-chairs of Student Forum shall in consultation with the National Director be responsible for arranging the Student Forum. In event of a co-chair’s resignation or inability to preside, the National Director shall appoint an acting co-chair whose appointment shall be subject to the majority approval of the appropriate Student Forum.

- (i) The Student Forum will be a meeting to identify and act upon current issues for TSCF and for giving direction to the life of TSCF amongst students. It shall make recommendations to the National Board, Annual General Meeting, and the National Director as appropriate.

2. ROLE OF NATIONAL BOARD

2.1 In addition to and in no way limiting the powers of the National Board as set out in this Constitution, the role of the National Board consists of the following:

- (a) Safeguard TSCF's vision, aims and values, and financial probity;
- (b) Together with the Vice-Presidents, safeguard TSCF's doctrinal integrity;
- (c) Develop TSCF's vision and strategic direction, in conjunction with the National Director;
- (d) Approve the TSCF budget, to monitor income and expenditure of the organisation and to report to the Annual General Meeting as to TSCF's financial position;
- (e) Make appointments to the Board and to recommend nominations to the Annual General Meeting for TSCF Vice-Presidents and President, and for the role of Chairperson, Vice-Chair, Treasurer and elected members of the National Board;
- (f) Appoint the National Director on such terms of salary, tenure and other conditions of appointment including job description as the National Board sees fit, subject to this Constitution;
- (g) Delegate management of TSCF to the National Director;
- (h) Approve Annual Strategic Plans for TSCF and key performance indicators for the National Director; prepared by the National Director in conjunction with the Board and to regularly monitor their progress;
- (i) Develop an active relationship with the National Director, ensuring that the National Director is properly supported and encouraged, subjected to regular reviews, and provided with appropriate and relevant professional development;
- (j) Produce and record a "Risk Management Plan" for TSCF and to review it at least once per year;
- (k) Represent, act for, and/or assist TSCF as a whole, or when authorised, any part of the Society;
- (l) Incorporate the policies suggested by, and to undertake any work recommended by, the Annual General Meeting or by the Student Forum;
- (m) To be an ambassador and advocate for TSCF, and for Board members to actively promote the vision and current opportunities within TSCF by using personal, local and national networks;
- (n) To pray for the work of TSCF in general, and for the National Director in particular;
- (o) Affirm the bicultural heritage of Aotearoa/New Zealand, to understand the multicultural nature of the student world, and to ensure that TSCF reflects this diversity and works with an inclusive approach; and

- (p) Continue a close relationship with the International Fellowship of Evangelical Students (elsewhere referred to as “IFES”) and play an active part in its affairs.

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