



# **Constitution**

**Queensland University of Technology Student Guild**

ABN: 77 713 415 382

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## Part 1 – Introductory provisions

### C1 Definitions

#### 1.1. In this constitution:

- a. **Act** means the Queensland University of Technology Act 1998;
- b. **board** means the people elected or appointed to control the business and operations of the Guild and who are deemed to be agents of the Guild for all purposes within its objects;
- c. **board meeting** means a meeting of the board to exercise the functions of the Guild, as per clause C24;
- d. **casual vacancy**, on the board, means a vacancy that occurs when an elected or appointed member of the board stops holding office for any reason, including the circumstances mentioned in clause C23.1;
- e. **First Election** means the first annual elections of the Guild conducted after the approval and implementation of this constitution;
- f. **general meeting** means a special or annual meeting of the members of the Guild to deal with specific motions or business as per Part 8;
- g. **Guild** means the Queensland University of Technology Student Guild;
- h. **in-camera** means a closed and private session of the board;
- i. **independent board member** has the meaning given in clause C9.2.c;
- j. **member** means a student currently enrolled at the Queensland University of Technology;
- k. **regulations** means the regulations of the Guild;
- l. **rehabilitation period** has the meaning given in the Criminal Law (Rehabilitation of Offenders) Act 1986;
- m. **rotational terms** means that one half of the positions of student members of the board are vacated in each year of odd number and the other half are vacated in each year of even number;
- n. **signed** means agreed in writing;
- o. **simple majority** means more than half of all eligible voting members present and voting at a board meeting or a general meeting;
- p. **special resolution** means:
  - i in the case of a decision by members at a general meeting, a resolution passed by the votes of at least 75% of the eligible voting members who are present and eligible to vote at a meeting; and
  - ii in the case of a decision of the board, a resolution passed in accordance with clause C24.9.a.
- q. **student** means a student currently enrolled at the Queensland University of Technology;

- r. **University** means the Queensland University of Technology;
  - s. **University Council** means the Queensland University of Technology Council established under Division 2 of the Act;
  - t. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or digital formats.
- 1.2. Words importing the singular include the plural where context requires or permits.
- 1.3. Any mention of a named position within the Guild or a named position within the University refers equally to the person filling that position and the office of the position.

## C2 Queensland University of Technology Act 1998

- 2.1. A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.
- 2.2. If a clause of this constitution is inconsistent with the Act, the Act prevails to the extent of the inconsistency.
- 2.3. Unless otherwise defined, the interpretation of words and phrases in this constitution shall be based upon the Acts Interpretation Act 1954.

## C3 Name

- 3.1. The name of the body is the Queensland University of Technology Student Guild.

## C4 Application

- 4.1. The Guild is established under section 34 of the Act.
- 4.2. This constitution is made under section 38 of the Act.

## Part 2 - Objects and powers

### C5 Objects

- 5.1. The objects of the Guild are to:
- a. advance and promote the interests of students;
  - b. represent the views of students to the University, individuals, corporations, bodies or any other group within and outside the University;
  - c. provide, conduct and/or manage cultural, sporting, welfare, recreational, social, commercial or other such activities, services, amenities and/or facilities which are in the interest or for the benefit of students;
  - d. promote and generally further the aims, objects and interests of the University, where they are consistent with the interests of students;
  - e. do such things which shall benefit students or are incidental or conducive to the attainment of any or all of these objects.
- 5.2. In attaining the objects of the Guild, the Guild shall at all times remain independent of any religious or political organisation.

## C6 Powers

- 6.1.** Subject to the Act, this constitution and any resolution of the University Council, and for achieving the objects of the Guild, the Guild has all the powers of an individual.
- 6.2.** The Guild may, for example:
  - a.** enter into contracts;
  - b.** acquire, hold, dispose of, and deal with, property;
  - c.** apply charges for services and facilities it supplies;
  - d.** do other things necessary or convenient to be done in carrying out its affairs.
- 6.3.** The Guild shall use and apply its income and property solely in the promotion of its objects and in the exercise of its powers.
- 6.4.** No portion of the income and property of the Guild shall be paid, distributed or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members or their associates except as:
  - a.** bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Guild; or
  - b.** making a payment to a member in carrying out the Guild's charitable purposes.

## Part 3 – Membership

### C7 Students are members

- 7.1.** All students of the University are members of the Guild.
- 7.2.** Non-students are ineligible to become members of the Guild.
- 7.3.** Subject to clauses C7.1 and C7.2, the number of members is unlimited.

### C8 Member entitlements

- 8.1.** Subject to this constitution and any regulations made under this constitution, members may:
  - a.** access and use the facilities, services and amenities of the Guild;
  - b.** stand and vote in elections;
  - c.** requisition, attend, speak, move and second motions and vote at general meetings;
  - d.** with reasonable prior notice given to the secretary, inspect any Guild records and books of account with the exception of any personal or staffing matters, agreements that are commercial-in-confidence, minutes of an in-camera session of the board or any subcommittee, correspondence or other documents which are subject to legal professional privilege or which relate to legal proceedings at issue, or documents or information which are otherwise subject to privacy or other legal restrictions or requirements.

## Part 4 – The board

### C9 Membership of the board

- 9.1.** The board shall consist of nine persons, comprising a majority of students.
- 9.2.** Membership of the board shall comprise:
- a.** six students elected by and from the students of the University;
  - b.** the General Manager of the QUT Student Guild appointed by the board in accordance with clause C38;
  - c.** one member of the alumni of the University and one business, community or educational representative (who may or may not be a member of the alumni of the University) appointed by the board who:
    - i.** have each obtained at least 10 years' practical experience in their relevant area of expertise and appropriate current professional qualifications; and
    - ii.** are not current students, (each an **independent board member**).

### C10 Powers of the board

- 10.1.** The board may exercise the powers of the Guild and has the general control and management of the administration of the affairs, property and funds of the Guild.
- 10.2.** The board must take all reasonable steps to ensure that the Guild complies with its obligations under the Act and this constitution.

### C11 Duties of members of the board

- 11.2.** A member of the board must exercise their powers and discharge their duties in good faith, in the best interests of the Guild for proper purpose and with due care, diligence and honesty at all times.
- 11.3.** Members of the board shall carry out the duties described by this constitution and any regulations made under this constitution to the satisfaction of the board.
- 11.4.** Members of the board must not misuse their position or information gained in their role for any direct or indirect personal, commercial or other gain for the member of the board or another person.
- 11.5.** Members of the board must ensure that the financial affairs of the Guild are managed responsibly, and that the Guild does not operate while it is insolvent.
- 11.6.** Members of the board must declare any conflict of interest and must comply with any reasonable directions of the remaining board members in dealing with that interest, which may include leaving a board meeting while the conflict or matter in which the personal interest is being discussed and/or not voting on an action in relation to that matter.

## C12 Term of board membership

- 12.1. Each student member of the board elected under clause C18 shall hold office for a two-year term.
- 12.2. Subject to provisions in this constitution relating to earlier retirement or removal of members of the board, student members of the board shall hold office from 1 December in the year of their election until 30 November in the second year following their election.
- 12.3. Half of the student members of the board shall retire from office each year to ensure rotational terms.
- 12.4. Except as set out in clause C44.4, the student members of the board who are required to retire from office each year shall be those board members who have held, or in the case of a member appointed to fill a casual vacancy who are deemed to have held, office for the longest period of time since their last election.
- 12.5. Subject to clause C23.6, any student may hold office as a student member of the board for a maximum of two full two-year terms.
- 12.6. The independent board members shall each hold office for a two-year term from the date of appointment.
- 12.7. Half of the board members appointed in accordance with clause C20.2 must retire from office each year to ensure rotational terms.
- 12.8. Except as set out in clause C44.6, the board member appointed in accordance with clause C20.2 who is required to retire from office shall be the board member who has held, or in the case of a member appointed to fill a casual vacancy who is deemed to have held, office for the longest period of time since their last appointment.
- 12.9. Subject to clause C23.6, an appointed member of the board may hold office for a maximum of two full two-year terms.
- 12.10. A member of the Guild may be co-opted to a casual vacancy occurring in a position of student member of the board under clause C23.6.

## C13 Board Positions

- 13.1. The Student Representative Council President appointed to the board under clause C18.2 will act as Chairperson in their second year on the board and is to preside at board meetings.
- 13.2. If an incumbent Student Representative Council President is re-elected to that role in their second year on the board, the board shall elect a student member of the board to act as Chairperson in the subsequent year.
- 13.3. At its first meeting during its term in office, the board shall elect from among the student members of the board:
  - a. a vice-chairperson; and
  - b. such other office bearers as determined by the board.



- 13.4.** The election of office bearers shall be conducted in a manner determined by the board.

## C14 Delegation

- 14.1.** The board may delegate any or all of its powers and authorities, duties and functions to any person or to any subcommittee except:
- a.** the power to delegate; and
  - b.** approval of the Guild's financial statements; and
  - c.** a function that is a duty imposed on the board by the Act or by any other law.
- 14.2.** Despite any delegation under this clause, the board may continue to exercise all of its functions, including any function that has been delegated, and remains accountable for the exercise of those functions at all times.

## Part 5 – Student Representative Council and Subcommittees

### C15 Student Representative Council (SRC)

- 15.1.** A Student Representative Council shall be elected by and from the students of the University.
- 15.2.** The Student Representative Council shall be a representative body for members of the Guild.
- 15.3.** Subject to clause C16.3, the Student Representative Council must make and keep updated regulations for the Student Representative Council, covering its composition, terms of reference and procedures. These must be approved by the Board.
- 15.4.** The Student Representative Council must, as a minimum, represent the following communities from within the student body:
- a.** Queer students;
  - b.** Women students;
  - c.** First Nations students;
  - d.** Students with disabilities, including serious ill health and mental health issues; and
  - e.** International students.
- 15.5.** The Student Representative Council shall meet at least once per month during the teaching period of the University.

### C16 Appointment of subcommittees

- 16.1.** The board will make and keep updated regulations for the maintenance of the following subcommittees;
- f.** Student Services and Amenities Fee
  - g.** Finance
  - h.** Disputes
  - i.** Audit and Risk
  - j.** Education

#### **k. Clubs and Societies**

- 16.2.** In addition to the subcommittees mentioned in clause C16.1, the board may appoint one or more subcommittees considered appropriate by the board to help with the conduct of the Guild's operations.
- 16.3.** Subject to clause 16.2, the board must make and keep updated regulations in accordance with clause 45.5 for any further subcommittees, covering their composition, terms of reference and procedures.
- 16.4.** The board shall delegate to the Student Representative Council and any subcommittee such authority and powers as required to enable that subcommittee to carry out its functions and duties as described in clause 16.3 and the regulations made under clause 15.3 or clause 16.2 (as relevant).
- 16.5.** The Student Representative Council and each subcommittee, will remain responsible, within the relevant area of activity to which the subcommittee relates, for:
- a.** setting the direction of the subcommittee;
  - b.** developing policy in that area;
  - c.** developing and administering its board approved budget;
  - d.** encouraging student engagement in the area relevant to the subcommittee (excluding any audit and risk subcommittee or equivalent);
  - e.** implementing the objectives of the subcommittee; and
  - f.** recommending regulations for approval by the board relating to the operation of that subcommittee.
- 16.6.** Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this constitution has the same force and effect as it would have if it had been done or suffered by the board.
- 16.7.** A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.

### **C17 Resolutions and decisions of subcommittees**

- 17.1.** Subject to any determination by the Electoral Tribunal of a matter within its authority under this constitution, the board has overall responsibility for the Guild and ultimate decision-making power rests with the board. Subject to C17.4 any decision of the board is binding on all subcommittees.
- 17.2.** In making any determination, the board will have due regard to any decision or recommendation of the Student Representative Council or any subcommittee to which the determination relates and will consult with the committee before making a determination which is contrary to any such decision or recommendation.
- 17.3.** The basis for the board's determination to overturn any resolution or decision of the Student Representative Council or a subcommittee must be communicated in writing to all members of the Student Representative Council or subcommittee.
- 17.4.** If the board overturns a decision or resolution of the Student Representative Council, the board will call a Special General Meeting of members to decide the issue, except in matters where the decision or resolution would:

- a. be in breach of the law or legislation (including director's duties), legal restraint or prohibition or constitute a defamatory act;
- b. impose a material financial obligation on the Guild that may result in the Guild becoming insolvent or unable to pay their debts as and when due;
- c. involve starting, defending or settling any legal, arbitration or other proceedings;
- d. involve making any claim, disclaimer, surrender, election or consent of a material nature for tax purposes;
- e. grant, permit to exist or vary any encumbrance or security over the assets of the Guild;
- f. materially alter the Guild's accounting policies other than as required to comply with the accounting standards or law; or
- g. void any insurance over the Guild or coverage under such insurance.

## Part 6 – Elections and appointments

### C18 Electing the elected members of the board and other elected positions

- 18.1.** Subject to this constitution and any regulations made under this constitution, annual elections shall be held for half of the six student members of the board, who are retiring in that year under clause C12.3.
- 18.2.** Subject to clause C18.3, the incoming President of the Student Representative Council, as voted in the annual elections, will be automatically appointed as one of the three incoming student members of the board under clause C18.1.
- 18.3.** If the incoming President of the Student Representative Council, as voted in the annual elections, was the Student Representative Council President in the previous year, the third board position for that year shall be filled with the next highest voted candidate from the board elections, after the other two positions are filled.
- 18.4.** Subject to this constitution and any regulations made under this constitution, and in addition to the elections for student members of the board, annual elections shall be held for all other elected positions within the Guild.
- 18.5.** The annual elections of the Guild shall be conducted in October each year, and wherever possible, will avoid the University examinations period wherever possible.
- 18.6.** The board must make regulations for the conduct of free and democratic elections with independent oversight.
- 18.7.** Elections shall be conducted by voluntary and secret ballot and may be conducted electronically.
- 18.8.** All students must be afforded access to vote in the annual elections.
- 18.9.** The board shall appoint a Returning Officer and establish an Electoral Tribunal to conduct the annual elections in accordance with this constitution and relevant regulations made under this constitution
- 18.10.** The Returning Officer must call for nominations for all positions to be filled by election at least 28 days prior to the opening of the voting period.

- 18.11.** Subject to any regulations made under this constitution, the call for nominations must be publicised in a manner that is reasonably accessible to all students.
- 18.12.** All members are eligible to vote once in elections for student members of the board, the Student Representative Council and other elected Guild positions for which they are entitled to vote.
- 18.13.** Should any vacant positions among the student members of the board not be filled at any annual election, the vacant positions become casual vacancies to be filled as per clause C23.6.

## C19 Electoral Tribunal

- 19.1.** The board must make regulations for the appointment of an independent Electoral Tribunal and to delegate electoral powers to that tribunal.
- 19.2.** The Electoral Tribunal shall consist of three members each of whom shall be a legal practitioner. The members of the Electoral Tribunal shall be appointed as follows:
  - a.** one member appointed by the President of the Queensland Law Society or any successor body performing the functions of the Queensland Law Society as may exist from time to time;
  - b.** one member appointed by the Queensland Bar Association or any successor body performing the functions of the Queensland Bar Association as may exist from time to time; and
  - c.** one member appointed by the President of the QUT Alumni or any successor body performing the functions of the QUT Alumni as may exist from time to time.
- 19.3.** The Electoral Tribunal shall have the power to hear and determine:
  - a.** appeals against decisions of the Returning Officer;
  - b.** appeals against the result of an election;
  - c.** complaints about a breach of the regulations applying to elections;
  - d.** any other matter referred to the Electoral Tribunal in accordance with the regulations applying to elections.
- 19.4.** In exercising its powers under clause C19.2, the Electoral Tribunal shall have the power to:
  - a.** determine its own procedures;
  - b.** direct the Returning Officer in the conduct of elections;
  - c.** affirm or revoke decisions of the Returning Officer;
  - d.** recommend to the board that the appointment of the Returning Officer be terminated;
  - e.** invalidate an election and order a new election;
  - f.** discipline a person for breaching the regulations applying to elections.
- 19.5.** The Electoral Tribunal should, wherever possible, respond to, and hear complaints, in a prompt manner to avoid disruption to the representation of the Guild.

## C20 Appointing the appointed members of the board

- 20.1.** The General Manager appointed in accordance with clause C38.1 is automatically appointed to the board.
- 20.2.** The board must appoint as relevant, either one member of the alumni of the University or one business, community, or educational representative to the board to fill the position of the appointed member required to retire under clause C12.7 who meets the criteria set out in clause C9.2.c in the manner decided by the board as soon as practicable following the annual election.

## C21 Eligibility

- 21.1.** Subject to this constitution and any regulations made under this constitution, any member is eligible to stand for election, and be democratically elected, to any position on the board, on the Student Representative Council or within the Guild, for which they are entitled to stand.
- 21.2.** A person is not eligible to be elected or appointed to any position if:
- a.** the person has been convicted:
    - i.** on indictment; or
    - ii.** summarily and sentenced to imprisonment, other than in default of payment of a fine; and
  - b.** the rehabilitation period in relation to the conviction has not expired; or
  - c.** under the Bankruptcy Act 1966 (Cwlth) or the law of an external territory or another country, the person is an undischarged bankrupt; or
  - d.** under the Bankruptcy Act 1966 (Cwlth) or the law of an external territory or another country, the person is an undischarged bankrupt; or
  - e.** the person has executed a deed of arrangement under the Bankruptcy Act 1966 (Cwlth), part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
  - f.** the person's creditors have accepted a composition under the Bankruptcy Act 1966 (Cwlth), part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition; or
  - g.** the person appears on any Australian register of persons who are disqualified from managing a corporation or being a responsible person for a legal entity or registered charity; or
  - h.** the person is under the age of 18 years; or
  - i.** the person has been disqualified by the Electoral Tribunal for breaching the regulations applying to elections and the period in relation to the disqualification has not expired.

## C22 Resignation, suspension, or removal of a member of the board

- 22.1.** A member of the board may resign from the board by giving written notice of resignation to the secretary.
- 22.2.** A resignation given under clause C22.1 takes effect at:
- a.** the time the notice is received by the secretary; or

- b.** if a later time is stated in the notice, the later time.
- 22.3.** If the President of the Student Representative Council resigns from that role, they will be deemed to have resigned from the board with effect from the time of their resignation from their resignation from the Student Representative Council.
- 22.4.** A member of the board may be suspended or removed from office by special resolution of the board if the board is dissatisfied with the performance of the member of the board or if the member of the board is guilty of a breach of discipline, provided that:
  - a.** at least 14 days' notice is given in writing of the intention of the board to move a motion to suspend or remove the member of the board; and
  - b.** the member of the board has been given a full and fair opportunity to show cause why they should not be suspended or removed.
- 22.5.** A member of the board may be removed from office if that member is absent from two board meetings during their term in office without leave of the board.
- 22.6.** A member of the board is guilty of a breach of discipline if they:
  - a.** contravene or fail to comply with any of the provisions of this constitution and any regulations made under this constitution or any lawful order of the board;
  - b.** wilfully perform an act that might endanger the safety or health of a person, or damage or destroy any property of the Guild;
  - c.** wilfully perform an act that might disrupt any Guild activity or be detrimental to the Guild;
  - d.** make a frivolous or vexatious complaint against a member of the board.
- 22.7.** A member of the board has no right of appeal against their suspension or removal under this clause.
- 22.8.** If the board votes by special resolution to remove the President of the Student Representative Council from the board, they will also be removed as President of the Student Representative Council with effect from the time of their dismissal from the board.

## **C23** Vacancies on the board, Student Representative Council or subcommittee

- 23.1.** A casual vacancy on the board, Student Representative Council or other subcommittee shall be deemed to occur if a member of the board, Student Representative Council or other subcommittee (as relevant):
  - a.** resigns from the board, Student Representative Council or other subcommittee (as relevant);
  - b.** is removed from office;
  - c.** in the case of a student member of the board, Student Representative Council or other subcommittee (as relevant), ceases to be or remain a student;
  - d.** becomes a mentally ill or incapable person within the terms of the Mental Health Act 2000, or one whose person or estate is liable to be dealt with or controlled in any way under the laws relating to mental health;

- e. dies;
- f. appears on any Australian register of persons who are disqualified from managing a corporation or being a responsible person for a legal entity or registered charity; or
- g. becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
- h. is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
- i. has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.

**23.2.** If a casual vacancy on the board occurs in the position of a student the board shall, as soon as practicable after the casual vacancy occurs, invite:

- a. the unsuccessful candidate in the previous election who received the highest number of votes to fill the position; and
- b. if that person declines the invitation, the unsuccessful candidate from the previous election with the next highest number of votes and so on and so forth until the position has been filled; and
- c. if no unsuccessful candidate from the previous election accepts, another student determined by election.

**23.3.** If the casual vacancy on the board occurs in the position of a member of the alumni of the University, the board must appoint another member of the alumni of the University, who fulfils the criteria specified in clause C9.2.c, to fill the casual vacancy as soon as practicable after the casual vacancy occurs.

**23.4.** If the casual vacancy on the board occurs in the position of a business, community or educational representative, the board must appoint another business, community or educational representative, who fulfils the criteria specified in clause C9.2.c, to fill the casual vacancy as soon as practicable after the casual vacancy occurs.

**23.5.** Where an office bearer position becomes vacant, the board shall elect a replacement office bearer from among the remaining student members of the board.

**23.6.** A person appointed to fill a casual vacancy on the board (whether a student member or otherwise) shall:

- a. take office from the close at the board meeting at which they are appointed until the expiration of the current term of office of their predecessor;
- b. be required to retire at the end of that term;
- c. if they take office during the first year of the current term of office of their predecessor, they shall for the purposes of clause C12.5, be deemed to have served from the first date of that term of office (i.e. they will only be eligible to stand for election for one further two year term); and
- d. if they take office during the second year of the current term of office of their predecessor, any time served during that term shall be disregarded for the

purposes of clause C12.5 (i.e. they will be eligible to stand for two further two year terms).

- 23.7.** If a casual vacancy on the Student Representative Council occurs it will be advertised to the membership and a replacement will be elected from nominees at the next meeting of the Student Representative Council.
- 23.8.** A person elected to fill a casual vacancy on the Student Representative Council, or any other subcommittee shall:
- a.** take office from the close at the board or council meeting at which they are appointed or elected until the expiration of the current term of office of their predecessor; and
  - b.** be required to retire at the end of that term.
- 23.9.** Subject to clauses C23.2, C23.3 and C23.4, the continuing members of the board may act despite a casual vacancy on the board.
- 23.10.** However, if the number of members of the board is less than the number fixed under clause C26.1 as a quorum of the board, the continuing members of the board may act only to:
- a.** increase the number of members of the board to the number required for a quorum; or
  - b.** call a general meeting of the Guild.

## Part 7 – Meetings of the board

### C24 Board meetings

- 24.1.** Subject to this clause, the board may meet and conduct its proceedings, as it considers appropriate.
- 24.2.** The board shall meet at least six times in each year, meeting at least once every two months.
- 24.3.** The secretary shall give at least seven days' notice of each board meeting and of the business to be conducted at the meeting to the members of the board, provided that the board may, by resolution, accept additional business at any meeting other than an extraordinary board meeting.
- 24.4.** Notice of a meeting is to be given in the way decided by the board.
- 24.5.** The board may hold meetings, or permit a member of the board to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- a.** A member of the board who participates in a meeting as mentioned in clause C24.5 is taken to be present at the meeting.
- 24.6.** If there is no chairperson or if the chairperson is not present within 30 minutes after the time fixed for a board meeting, the vice-chairperson shall preside at the meeting.



- 24.7.** If both the chairperson and vice-chairperson are not present within 30 minutes after the time fixed for a board meeting, the members of the board present may elect one of their number to preside at the meeting.
- 24.8.** Each member of the board shall have one vote only on each question, matter or resolution at board meetings.
- 24.9.** A question arising at a board meeting may only be carried:
- a.** in the case of an action requiring a special resolution:
    - i** by a resolution passed by the affirmative vote of 75% of board members entitled to vote on that resolution; or
    - ii** if board members holding 75% of votes eligible to be cast on that resolution sign a document consenting in writing to take the specified action; and
  - b.** in the case of a question dealing with any other matter:
    - i** by a resolution passed by a simple majority of the votes cast by board members entitled to vote on that resolution; or
    - ii** if a majority of board members sign a document consenting in writing to take the specified action.
- 24.10** The chairperson may vote at board meetings but cannot cast a deciding vote in any instance of an equality in voting.
- 24.11** Voting shall be by show of hands or voices, unless a secret ballot is requested by at least 20% of members of the board present and voting at the meeting.

## C25 Minutes of board meetings

- 25.1.** The secretary shall ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are kept.
- a.** Subject to clause C25.1.b, the secretary must publicise the minutes of board meetings on the Guild website, within 14 days after the conclusion of the board meeting.
  - b.** The secretary must ensure that any commercial-in-confidence information, minutes of an in-camera session, personal information and/or staff information is redacted from the minutes before the minutes of any board meeting are made available to any person who is not a member of the board.
- 25.2.** To confirm the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.

## C26 Quorum for, and adjournment of, board meetings

- 26.1.** At a board meeting, a simple majority of the board members form a quorum.
- 26.2.** If there is no quorum within 30 minutes after the time fixed for a board meeting:
- a.** the meeting is to be adjourned for at least one day; and
  - b.** the members of the board who are present are to decide the day, time and place of the adjourned meeting, being not less than seven days later.
- 26.3** If a quorum is not present within 30 minutes after the time appointed for a reconvened meeting of the board, then those present will be taken to constitute a quorum for the purposes of that meeting only.

**26.4** If a meeting loses quorum after having attained quorum, it may continue to consider business for up to 10 minutes without a quorum being present, but no motion may be put to a vote.

- a. If a quorum is not again present within that 10 minutes, the meeting is to be adjourned in the same manner as per clause C26.2.

## C27 Extraordinary board meeting

**27.1.** The secretary must call an extraordinary board meeting within seven days of receiving a request from:

- a. the chairperson;
- b. a simple majority of the members of the board.

**27.2.** A request for an extraordinary board meeting must:

- a. be made in writing to the secretary;
- b. state the specific business which is to be placed upon the notice of the meeting, together with any motions on notice;
- c. be accompanied by supporting documentation to be considered at the meeting.

**27.3.** Notice of an extraordinary board meeting is to be given as per clause C24.3.

**27.4.** An extraordinary board meeting must be held within 14 days after the secretary is directed or requested to call the meeting under clause C27.1.

**27.5.** Only the business listed on the notice of an extraordinary board meeting may be conducted at that extraordinary meeting.

## C28 Resolutions of the board without meeting

**28.1.** A resolution may be validly transmitted and agreed in writing electronically.

**28.2.** A resolution mentioned in clause C28.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

## C29 Acts not affected by defects or disqualifications

**29.1.** An act performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.

**29.2.** Clause C29.1 applies even if the act was performed when:

- a. there was a defect in the appointment of a member of the board, Student Representative Council, subcommittee or person acting under the direction of the board; or
- b. there was an informality or irregularity in the appointment of a member of the board, Student Representative Council, subcommittee or person acting under the direction of the board;
- c. there was an irregularity in the convening or conduct of any board meeting, general meeting, Student Representative Council meeting or subcommittee meeting that was not discovered until after the conclusion of that meeting;

- d. there was a casual vacancy on the board.

## C30 Register of members' interests

- 30.1.** The secretary shall cause to be kept and updated from time to time a register of interests of members of the board.
- 30.2.** Without limiting clause C11.5, if a member of the board has a material personal interest in a matter that relates to the affairs of the Guild:
  - a. the member of the board must declare the interest;
  - b. the member of the board must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
  - c. the Guild cannot avoid the transaction merely because of the existence of the interest;
  - d. all declarations of interest under this clause shall be recorded in the minutes of the meeting where the declaration was made and in the register of interests of members of the board.

## Part 8 – Meetings of members

### C31 Annual general meetings

- 31.1.** The Guild's annual general meeting must be held in November each year.
- 31.2.** The following business must be conducted at each annual general meeting of the Guild:
  - a. reviewing the activities and achievements of the Guild for the previous financial year including reports of the elected representatives of the Guild;
  - b. presenting the Guild's financial statement and audit report for the previous financial year as adopted by the board;
  - c. presenting the annual report for the last reportable fiscal year;
  - d. any other business of which notice has been given.

### C32 Special general meetings

- 32.1.** The board must call a special general meeting:
  - a. as the board deems necessary;
  - b. If the board overturns a decision or resolution of the Student Representative Council other than in accordance with clause C17.4; or
  - c. if the secretary receives one or more written requests signed by at least one half of one percent (0.5%) of members requesting a special general meeting.
- 32.2.** A request mentioned in clause C32.1.c must state:
  - a. why the special general meeting is being called;
  - b. the business to be conducted at the meeting.

- 32.3.** A request mentioned in clause C32.1.c may consist of several documents in like form, each agreed in writing by one or more members.
- 32.4.** A special general meeting must be held within 28 days after the secretary:
- a.** is directed to call the meeting by the board; or
  - b.** is given the written request mentioned in clause C32.1.c.

### C33 Notice of general meetings

- 33.1.** The board must give at least 14 days' notice of a general meeting to members.
- 33.2.** Notice of general meetings must be given via email to all students through the office of the registrar.
- 33.3.** The notice of a general meeting must state the business to be conducted at the meeting.

### C34 Quorum for, and adjournment of, general meetings

- 34.1.** The quorum for an annual general meeting is at least the number of members equal to double the number of members of the board at the time of the general meeting, plus one.
- 34.2.** The quorum for a special general meeting is at least one half of one percent (0.5%) of members.
- 34.3.** No business may be conducted at a general meeting unless there is a quorum present.
- 34.4.** If there is no quorum within 30 minutes after the time fixed for a special general meeting requested by members under clause C32.1.C, the meeting lapses.
- 34.5.** If there is no quorum within 30 minutes after the time fixed for an annual general meeting or a special general meeting called by the board:
- c.** the meeting is to be adjourned for at least seven days; and
  - d.** the board is to decide the day, time and place of the adjourned meeting, being not less than seven days later.
- 34.6.** If a quorum is not present within 30 minutes after the time appointed for a reconvened annual general meeting under clause C34.5 then those present will be taken to constitute a quorum for the purposes of that meeting only.
- 34.7.** The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 34.8.** If a meeting is adjourned under clause C34.7, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 34.9.** The secretary shall communicate the time and place of an adjourned general meeting to members in a manner that is reasonably accessible to all students.

## C35 Procedure at general meetings

- 35.1.** At each general meeting:
- a.** the Chair of the board, is to preside;
  - b.** if there is no chairperson or if the chairperson is not present within 30 minutes after the time fixed for the meeting or is unwilling to preside, the vice-chairperson shall preside at the meeting;
  - c.** if both the chairperson and vice-chairperson are not present within 30 minutes after the time fixed for the meeting or are unwilling to preside, the members present may elect another member of the board to preside at the meeting;
  - d.** if there is no member of the board present or if no member of the board is willing to preside, the members may choose one of their number to preside at the meeting;
  - e.** the person presiding at any meeting must conduct the meeting in a proper and orderly way.
- 35.2.** Proxies are not permitted at general meetings of the Guild.

## C36 Voting at general meetings

- 36.1.** At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a simple majority vote of the eligible voting members present and voting.
- 36.2.** Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is resolved to maintain the status quo.
- 36.3.** The method of voting is to be decided by the board.
- 36.4.** However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 36.5.** If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 36.6.** Resolutions or decisions passed at a general meeting shall be binding on the Guild unless the board passes a special resolution to overturn the resolution or decision on the basis that it would be illegal or defamatory, or on the basis that it would be negligent to implement the resolution or decision.
- a.** The basis for the board's decision to overturn any resolution or decision passed at a general meeting under clause C36.6 must be communicated to members via the Guild website.

## C37 Minutes of general meetings

- 37.1.** The secretary must ensure full and accurate record of all questions, matters, resolutions and other proceedings of each general meeting are recorded in the minutes.
- 37.2.** The secretary must publicise the minutes of general meetings on the Guild website within 14 days after the conclusion of the meeting.

- 37.3.** To confirm the accuracy of the minutes:
- a.** the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy;

## Part 9 – General Manager

### C38 Appointment of General Manager

- 38.1.** The General Manager, who shall be a person with formal qualifications relevant to the role (a Master of Business or equivalent and experience in a senior management position) who is not a current student, shall be appointed by the board.
- 38.2.** If a vacancy occurs in the office of General Manager, the board must ensure a General Manager is appointed as soon as practical after the vacancy occurs.
- 38.3.** The board must conduct an annual review of the performance of the General Manager in accordance with any employment contract and agreed responsibilities of the General Manager.

### C39 General Manager duties

- 39.1.** The General Manager is accountable to the board.
- 39.2.** As secretary of the board, the General Manager's functions include:
- a.** calling board meetings and general meetings of the Guild, including preparing notices of meetings and of the business to be conducted at meetings in consultation with the board;
  - b.** ensuring that minutes of each meeting are kept;
  - c.** keeping copies of all correspondence and other documents relating to the Guild;
  - d.** maintaining a register of interests of members of the board.
- 39.3.** The General Manager shall diligently perform the lawfully-required duties as directed by the board.
- 39.4.** The General Manager shall have the right to attend and speak, but not vote, at general meetings of the Guild.

### C40 Dismissal of the General Manager

- 40.1.** Subject to clause C40.2 and to any contract or legislation, the General Manager may be dismissed by a special resolution of the board on the grounds that they:
- a.** resign from office by notice in writing to the board. Such resignation shall take effect at:
    - i.** the time the notice is received by the board; or
    - ii.** if a later time is stated in the notice and is approved by the board, the later time; or
  - b.** have been guilty of persistent or gross neglect in the discharge of their duties; or

- c. conduct themselves in a way considered by the board to be injurious or prejudicial to the character or interests of the Guild; or
  - d. become bankrupt or compound with creditors or otherwise take advantage of the laws in force for the time being relating to bankruptcy; or
  - e. are convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
  - f. have been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired, or
  - g. appear on any Australian register of persons who are disqualified from managing a corporation or being a responsible person for a legal entity.
- 40.2.** At least one independent board member must vote in favour of the special resolution to dismiss the General Manager under clause C40.1.
- 40.3.** Before the General Manager can be dismissed under clause C40.1, the board must:
- a. conduct a due and proper inquiry into the existence and sufficiency of the ground for dismissal;
  - b. give details on the ground for dismissal to the General Manager, who shall be given full and fair opportunity to show cause why they should not be dismissed.

## Part 10 – Documents and legal

### C41 Custody of documents

- 41.1.** The secretary must ensure the safe custody of books, documents, records, instruments of title and securities of the Guild.

### C42 Common seal

- 42.1.** The board must ensure the Guild has a common seal.
- 42.2.** The secretary shall provide for the safe custody of the common seal.
- 42.3.** The common seal must be used only under the authority of the board.
- 42.4.** Each instrument to which the seal is attached must be signed by two members of the board.

### C43 Alteration of constitution

- 43.1.** This constitution may only be amended or replaced by:
- a. providing at least 14 days' notice of any proposed amendment to or replacement of this constitution to all members of the board and publicising the proposed amendment to or replacement of the constitution in a manner that is reasonably accessible to all students;
  - b. the passing of a special resolution to approve any proposed amendment to or replacement of this constitution at a board meeting; and

- c. the passing of a special resolution to approve any proposed amendment to, or replacement of, this constitution at a meeting of the Student Representative Council; and
- d. the approval of any proposed amendment to or replacement of this constitution by the University Council.

**43.2.** An amendment to or replacement of this constitution is valid only after it is approved by the University Council.

## C44 Transitional provisions

**44.1.** Members elected or appointed to positions within the Guild immediately prior to the approval of this constitution by the University Council will remain in those positions until the expiration of the respective term of office or the declared outcome of elections for positions under this constitution and any regulations made under this constitution, whichever is the later.

**44.2.** The approval and implementation of this constitution will not have the effect of invalidating the election, appointment or employment of any officer or employee of the Guild that was in effect prior to the approval and implementation of this constitution.

- a. The regulations in effect immediately prior to the approval and implementation of this constitution by the University Council shall continue in effect until the adoption of amended or replacement regulations made under clause C45.5 of this constitution.

**44.3.** Notwithstanding clause C18.4, the First Election may be conducted later than October in the year of approval, to allow for the timeframes necessary for the approval of this constitution, provided that they are held within 10 weeks of the constitution being approved.

**44.4.** Subject to clause C44.5, at the First Election:

- a. the incumbent President, Secretary and Treasurer of the Guild will not be required to retire (but will be required to retire from the board at the next annual election following the First Election); and
- b. the other members of the board shall be required to retire.

**44.5.** Should any of the outgoing representatives identified in clause C44.4a choose to retire at the First Election the student member/s who replace them on the board (and who are required to retire from office at the election following from the First Election) shall be the member/s who received the next highest number of votes (but were not appointed) at the First Election (or in the case of a casual member the last election in which they stood for election).

**44.6.** The independent board member appointed under clause C20.2 who is required to retire from office at the election following from the First Election shall be determined in consultation with the officer holders and if not mutually agreed, by lot.

## C45 Regulations

**45.1.** The board may make or amend regulations, consistent with this constitution and the Act, for the internal management of the Guild by:



- a. providing at least seven days' notice of any proposed regulation or amendment to all members of the board; and
  - b. the approval of any proposed regulation or amendment by the passing of a special resolution at a board meeting.
- 45.2.** As per clause C15.3, the Student Representative Council will be responsible for making and proposing amendments to regulations governing its membership and administration.
- 45.3.** The secretary shall publicise the regulations and any amendments to the regulations within 14 days of the regulations or amendments being approved by the board on the Guild website.
- 45.4.** The secretary shall provide the University Council with copies of the regulations and any amendments to the regulations within 14 days of the regulations or amendments being approved by the board.

## C46 Indemnity

- 46.1.** The Guild shall indemnify and save harmless in all respects but not limited to incurring of legal costs, whether on an ordinary or indemnity basis:
  - a. members of the board;
  - b. members of the Electoral Tribunal;
  - c. the Returning Officer and subordinates; and
  - d. all other persons elected or appointed under this constitution or the regulations;for acts and omissions, whether beyond the authority of the person concerned or not, committed by that person in good faith whilst honestly intending to perform their duties and discharge their position.

## C47 Publications

- 47.1.** The Guild shall maintain an independent student publication.
- 47.2.** The board must make regulations for the publication, including regulations relating to:
  - a. the independence of the publication;
  - b. the charter of the publication;
  - c. the annual budget for the publication.

## Part 11 - Finance

### C48 Financial year

- 48.1.** Upon the adoption of this constitution, the financial year of the Guild shall change from 1 January to 31 December to 1 July to 30 June.
- 48.2.** Following the adoption of this constitution:
  - a. the first financial year will be for an 6 month period ending on 30 June; and

- b. will thereafter be for a 12-month period from 1 July to 30 June.

## C49 Funds and accounts

- 49.1.** The funds of the Guild must be kept in one or more accounts in the name of the Guild in a financial institution decided by the board.
- 49.2.** Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Guild.
- 49.3.** All amounts must be deposited in a financial institution account as soon as possible after receipt.
- 49.4.** A payment by the Guild of an amount greater than a limit determined by the board must be made by cheque or electronic funds transfer.
- 49.5.** Any cheque or electronic funds transfer of an amount greater than a limit determined by the board must be signed or approved by two members of the board.
- 49.6.** Cheques, other than cheques for wages, allowances, or petty cash recoupment, must be crossed not negotiable.
- 49.7.** The Guild precludes the payment to an officer or employee of the Guild of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Guild or the receipts of the Guild for such liquor.

## C50 Annual Budget

- 50.1.** An annual budget for expenditure of the Guild's funds shall be prepared for each financial year.
- 50.2.** The annual budget shall be submitted for approval by a special resolution of the board before the commencement of the financial year.
- 50.3.** If the board does not approve the budget for the next financial year, the business of the Guild will continue to be conducted on the basis of the then current budget until a new budget is adopted.
- 50.4.** The board may, in its discretion, agree to amend the current budget by special resolution at any time during a financial year.

## C51 Audit

- 51.1.** At its first meeting during its term in office, the board shall appoint an independent and qualified external auditor for the present financial year.
- 51.2.** On behalf of the board, the General Manager must, as soon as possible after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 51.3.** As soon as possible after the end date of each financial year, the General Manager shall cause to be audited by the auditor the financial statement for its last reportable financial year and present the audited financial statements to the board at the earliest opportunity for approval.
- 51.4.** The audited financial statements of the Guild shall be published in the annual report of the Guild.

- 51.5.** The University Council may, at its discretion, request further information from the auditor about any material matters or internal control issues affecting the integrity of the financial statement and may request that further audit or review work be undertaken by an independent auditor.

## C52 Dissolution of the Guild

- 52.1.** If upon winding up or dissolution of the Guild there remains, after satisfaction of all its debts and liabilities, any income or property whatsoever, the same shall not be paid or distributed among the members, but shall be held by the University in trust for the purposes of establishing some other representative student organisation recognised by the University and having objects similar to the objects of the Guild, and which shall prohibit the distribution of its income and property among its members or students.

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