Queensland University of Technology Student Guild

QUT GUILD

# CONSTITUTION

2026

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## 1. Introductory provisions

### 1.1. Definitions

1.1.1. In this Constitution:

a. **ACNC** means the Australian Charities and Not-for-profits Commission;

b. **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*;

c. **annual election** means the annual election of Student Board Members and SRC Members, as provided for in this Constitution and the Regulations;

d. **Board** means the Board Members for the time being constituted as provided for in this Constitution;

e. **Board Member** means any elected or appointed Board Member;

f. **casual vacancy**, on the Board or SRC, means a vacancy that happens when a Board Member or SRC Member resigns or otherwise stops holding office, or a vacancy that occurs if no candidate is elected or appointed to any vacant position in the annual election;

g. **Committee** means any Board Committee or SRC Committee;

h. **Committee Member** means any member of a Board Committee or SRC Committee;

i. **day / days** means calendar days. For the purposes of calculating any notice or time period under this Constitution, the day on which any notice is given and the day on which the relevant meeting or event is to occur are both included, even if they fall on a weekend or public holiday;

j. **External Board Member** means a Board Member who is not a student and who may be a University employee, University alumni, local business, community or education representative or other person;

k. **officer** means a Board Member, SRC Member, Committee Member, General Manager, other officer or employee of the Student Guild;

l. **Office of the Registrar** means an administrative office of the University;

m. **quorum** means the minimum number of Board Members or students who must be present at a Board meeting or Student Guild general meeting in order to constitute a valid meeting;

n. **Regulations** means the Regulations of the Student Guild, made or altered from time to time in accordance with this Constitution;

o. **signed** means agreed in writing;

p. **special resolution** means, at a Board meeting or SRC Council meeting, a resolution carried by at least 75% of Board Members or SRC Members who are present and voting at the meeting;

q. **SRC** means Student Representative Council;

r. **SRC Member** means a student who is elected or appointed to a student role with the SRC in accordance with this Constitution and the Regulations;

s. **student** means a student enrolled in the University, as defined in the University Act;

t. **Student Board Member** means a Board Member who is a student, elected in accordance with this Constitution and the Regulations;

u. **Student Guild** means Queensland University of Technology Student Guild;

v. **Student Guild general meeting** means an annual general meeting or special general meeting of the Student Guild;

w. **surplus assets** means the assets and property after payment of the debts and liabilities remaining on a winding-up of the Student Guild and the costs, charges and expenses of the winding-up;

x. **University / QUT** means Queensland University of Technology, established under the *Queensland University of Technology Act 1998*;

y. **University Act** means the *Queensland University of Technology Act 1998*; and

z. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

1.1.2. Words importing the singular include the plural where context requires or permits.

### 1.2. Name

1.2.1. The name of the Student Guild is Queensland University of Technology Student Guild.

### 1.3. Body corporate and charity

1.3.1. The Student Guild is established as a body corporate with perpetual succession, in accordance with Section 34 of the University Act.

1.3.2. The Student Guild is a registered charity in accordance with the ACNC Act.

### 1.4. University Act and ACNC Act

1.4.1. In this Constitution, unless the context requires otherwise, any word or expression used in a provision that relates to a matter covered by the

University Act or the ACNC Act has the same meaning as it does in the relevant Act.

1.4.2. Where there is any inconsistency between a clause in this Constitution and the University Act or the ACNC Act, the respective Act prevails to the extent of the inconsistency.

### 1.5. Interpretation

1.5.1. The Board has authority to interpret the meaning of this Constitution and any matter relating to the Student Guild on which the Constitution is silent, provided that any such interpretation:

a. shall to the extent applicable, be based on the *Acts Interpretation Act 1954*; and

b. must have regard to the University Act and the ACNC Act.

1.5.2. Reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act.

### 1.6. Acts not affected by defects or disqualifications

1.6.1. An act performed by the Board, SRC, a Committee or a person acting under the direction of the Board or SRC is taken to have been validly performed.

1.6.2. Clause 1.6.1 applies even if the act was performed when:

a. the appointment of a Board Member, SRC Member, Committee Member or authorised person was flawed or procedurally irregular, and the act was carried out in good faith without knowledge of the defect at the time;

b. there was an irregularity in the convening or conduct of any Board meeting, SRC meeting or Committee meeting that was not discovered until after the conclusion of that meeting; or

c. a Board Member, SRC Member, Committee Member or person acting under the direction of the Board was disqualified from acting in that capacity.

## 2. Objects and powers

### 2.1. Objects

2.1.1. The objects of the Student Guild in delivering its charitable purpose of advancing social or public welfare are to:

a. advance and promote the welfare, rights and interests of students, particularly in areas that contribute to their social, cultural, educational and economic wellbeing;

b. represent the views of students to the University and other stakeholders on matters affecting their welfare, rights and interests;

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, whilst maintaining the Student Guild's non-partisan and non-sectarian stance;

d. do such things which shall benefit students or are incidental or conducive to the attainment of any or all of these objects.

### 2.2. Powers

2.2.1. Solely for furthering the objects under clause 2.1 and in accordance with Section 37 of the University Act, the Student Guild has all the powers of an individual.

## 3. Membership

### 3.1. Members

3.1.1. Students are members of the Student Guild.

### 3.2. Student rights

3.2.1. Subject to this Constitution and any Regulations, students may:

a. access and use the facilities, services and amenities of the Student Guild;

b. stand and vote in annual elections;

c. requisition, attend, speak, move and second motions and vote at Student Guild general meetings;

d. subject to approval of the Board, attend Board meetings as an observer, but not vote unless a Board Member;

e. attend and speak at SRC meetings, but not vote unless an SRC member;

f. subject to approval of the respective Committee, attend and speak at a Committee meeting, but not vote unless a member of the Committee;

g. upon giving reasonable prior notice to the General Manager, request to inspect Student Guild records, excluding any material that:

i relates to personal, staffing or disciplinary matters;

ii is subject to legal professional privilege or pertains to actual or anticipated legal proceedings;

iii contains information classified as commercial-in-confidence;

iv is otherwise confidential or protected by privacy laws, University policies or legal obligations; or

v the Board reasonably determines should not be made available for inspection.

3.2.2. If a student is not approved to attend or speak at a meeting of the Board or a Committee, they must be given written reasons for the decision by the Board Chair or respective Committee Chair within seven days of the decision.

## 4. The Board

### 4.1. Functions and powers of Board

4.1.1. The Board is responsible for the governance of the Student Guild, including oversight of decision-making processes relating to the administration, management and use of the Student Guild's affairs, property and funds.

4.1.2. The Board must take all reasonable steps to ensure that the Student Guild complies with its obligations under the University Act, ACNC Act and this Constitution.

4.1.3. The Board may exercise all the powers of the Student Guild in accordance with this Constitution, any Regulations, the University Act and ACNC Act.

### 4.2. Duties of Board Members

4.2.1. Board Members must comply with all legal duties and the obligations set out in ACNC Governance Standard 5, including their duties:

a. to act with reasonable care and diligence;

b. to act honestly, fairly and in good faith in the best interests of the Student Guild and in furtherance of its charitable purpose;

c. not to misuse their position or any information obtained in their role as a Board Member;

d. to disclose and appropriately manage conflicts of interest;

e. to ensure the Student Guild's financial affairs are managed responsibly; and

f. not to allow the Student Guild to operate while insolvent.

### 4.3. Board composition

4.3.1. The Board comprises no less than five and no more than nine Board Members, including:

a. up to five Student Board Members;

b. the SRC President, who is also a student; and

c. up to three External Board Members.

4.3.2. The Board must always have more Student Board Members than External Board Members.

4.3.3. Except for the SRC President, no student may serve on the Board and in any other elected Student Guild role at the same time.

4.3.4. A person may be a Board Member only if the person:

a. is at least 18 years of age; and

b. is not disqualified from managing the affairs of a body corporate.

### 4.4. Terms of office for Board Members

4.4.1. Student Board Members shall take office from the date specified in the Regulations.

4.4.2. The term of office for Student Board Members is two years.

4.4.3. Subject to the Regulations, approximately half of the Student Board Members are elected in each year to ensure rotational terms.

4.4.4. A Student Board Member must remain a student throughout their term, unless they are on an approved leave of absence from the University of no more than one month.

4.4.5. The SRC President shall take office from the date specified in the Regulations.

4.4.6. The term of office on the Board for the SRC President is one year.

4.4.7. External Board Members shall take office from the date of their appointment, or from any other date determined by the Board.

4.4.8. The term of office for External Board Members is two years.

4.4.9. No Board Member may hold office for a cumulative total of more than six years.

### 4.5. Board Chair and Deputy Chair

4.5.1. The Board appoints a Board Chair and Deputy Chair from among the Board Members. These appointments must be consistent with the Regulations.

4.5.2. A Board Member may be reappointed as Board Chair or Deputy Chair so long as they remain a Board Member.

### 4.6. Material personal interests

4.6.1. A Board Member must disclose any material personal interest in a matter relating to the affairs of the Student Guild:

a. at the first Board meeting after their appointment; and

b. at the first Board meeting after becoming aware of a new material personal interest arising during their term.

4.6.2. The disclosure must include:

a. the nature and extent of the interest; and

b. how the interest relates to the affairs of the Student Guild.

4.6.3. A Board Member who has disclosed a material personal interest in a matter must not:

a. be present while the matter is discussed or considered by the Board;

b. participate in discussions, deliberations, or decisions relating to the matter;

c. vote on the matter, and if they do vote, the vote must not be counted; or

d. take part in any written resolution concerning the matter under clause 8.4.

4.6.4. The General Manager must maintain a register of declared interests that records all disclosures made under this clause, a copy of which must be presented at the annual general meeting.

### 4.7. Vacation of office of a Board Member

4.7.1. A Board Member's position on the Board automatically becomes vacant if the Board Member:

a. resigns from the Board by giving written notice of resignation to the General Manager. Such resignation takes effect at:

i the time the notice is received by the General Manager; or

ii if a later time is stated in the notice, the later time.

b. dies;

c. in the case of a Student Board Member, ceases to be a student;

d. is removed from office at a Board meeting in accordance with clause 4.8;

e. is disqualified from managing the affairs of a body corporate;

f. is convicted of an indictable offence or is made bankrupt;

g. is absent from two consecutive Board meetings without approval of the Board;

h. is subject to a guardianship, administration or mental health order under applicable legislation; or

i. does not agree to undergo a criminal history check.

### 4.8. Suspension or removal of Board Member by the Board

4.8.1. A Board Member may be either suspended or removed from office by a resolution of the Board, 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 Board Member; and

b. the Board Member has been given a full and fair opportunity to show cause why they should not be suspended or removed.

4.8.2. The grounds for suspension or removal of a Board Member under clause 4.8.1 include, where the Board reasonably believes that the Board Member has:

a. contravened or failed to comply with any of the provisions of this Constitution, the Regulations or any lawful direction of the Board;

b. wilfully performed an act that might endanger the safety or health of a person, or damage or destroy any property of the Student Guild;

c. wilfully performed an act that might disrupt any Student Guild activity or be detrimental to the Student Guild;

d. repeatedly demonstrated unsatisfactory performance in the execution of their duties as a Board Member;

e. made a frivolous or vexatious complaint against a Board Member under this clause; or

f. failed to comply with their duties set out at clause 4.2.1.

4.8.3. A Board Member must be given written notice of a decision to suspend or remove them from office.

### 4.9. Appeal against removal of Board Member by the Board

4.9.1. A Board Member who has been suspended or removed under clause 4.8 may appeal the decision by submitting a written notice of appeal to the General Manager no later than 10 days after receiving the notice of suspension or removal.

4.9.2. No later than seven days after the General Manager receives a notice of intention to appeal, the Board must appoint an appeals panel comprising three people, other than Board Members.

4.9.3. The appeals panel must hold the appeal meeting no later than 28 days after the General Manager receives the notice of intention to appeal.

4.9.4. At the appeal meeting, the appellant must be given a full and fair opportunity to show why they should not be suspended or removed from office and the Board must be given a full and fair opportunity to show why the appellant should be suspended or removed.

4.9.5. An appeal must be decided by a majority vote of the appeals panel.

4.9.6. Where a decision of the Board to suspend or remove a Board Member is set aside by the appeals panel, the appellant shall be reinstated to the Board.

### 4.10. Removal of Board Member by students

4.10.1. Subject to clause 4.10.2, a Board Member may be removed from office by a resolution at a Student Guild general meeting if a majority of the students present and voting at the meeting vote in favour of removing the Board Member.

4.10.2. A resolution mentioned in clause 4.10.1 may not be carried at an annual general meeting.

4.10.3. Before a vote is taken about removing a Board Member from office at a Student Guild general meeting:

a. the Board Member, any other Board Members and students must be given a full and fair opportunity to show why the Board Member should not be removed from office; and

b. other Board Members and students must be given a full and fair opportunity to show why the Board Member should be removed from office.

4.10.4. A Board Member has no right of appeal against their removal from office under this clause.

### 4.11. Vacancies on Board

4.11.1. If a casual vacancy occurs in a Student Board Member position:

a. within six months of the Student Board Member's election, the vacancy shall be offered to the unelected student candidate who received the highest number of votes in that annual election. If that candidate is unwilling or unable to accept the position, the offer shall be made to the next highest-polling candidate, and so on in descending order of votes received, until the vacancy is filled. If there are no eligible candidates remaining, a by-election shall be conducted in accordance with the Regulations; or

b. more than six months after the Student Board Member's election, a by-election shall be conducted in accordance with the regulations.

4.11.2. If a casual vacancy occurs in the position of SRC President:

a. the SRC shall fill the casual vacancy in accordance with the Regulations.

4.11.3. If a casual vacancy occurs in an External Board Member position:

a. the continuing Board Members shall fill the vacancy as soon as practicable by appointment.

4.11.4. A Board Member appointed or elected to a casual vacancy under this clause shall remain in office for the remainder of the term for the position to which they are appointed or elected.

4.11.5. The continuing Board Members may act despite one or more casual vacancies on the Board. However, if at any time the number of Board Members is less than five or if Student Board Members do not constitute a majority of the Board, the continuing Board Members may act only to:

a. increase the number of Student Board Members to achieve a majority of the Board;

b. make decisions necessary to ensure the Student Guild meets its legal obligations or avoids significant operational or financial harm;

c. address urgent matters affecting the continuity or governance of the Student Guild; or

d. call a by-election.

## 5. Student Representative Council

### 5.1. Functions of SRC

5.1.1. The SRC is established to advocate for and represent the interests of students.

5.1.2. The SRC shall be responsible, without limitation, for:

a. setting the direction of the SRC;

b. creating and dissolving SRC Committees;

c. developing SRC policy;

d. developing and administering the SRC's Board-approved budget;

e. encouraging student engagement in the SRC;

f. implementing the objectives of the SRC; and

g. working with Student Guild Professional Staff to scope, plan and deliver SRC initiatives and campaigns in accordance with the SRC direction;

h. any other matters delegated to it by the Board.

5.1.3. In accordance with clause 12.4, the Student Guild must make and keep updated Regulations relating to the SRC.

5.1.4. The SRC may manage its own affairs, provided it complies with any directions from the Board and submits reports to the Board as required.

5.1.5. The Board delegates decision-making powers to the SRC, except for decisions that:

a. incur expenditure beyond its approved budget;

b. initiate, defend or settle legal, arbitration, or similar proceedings;

c. involve a material taxation claim, disclaimer, election or consent;

d. grant, vary or permit a security interest or encumbrance over Student Guild assets; or

e. materially change the Student Guild's accounting policies, unless required by law or accounting standards.

### 5.2. SRC composition

5.2.1. The SRC 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;

e. international students;

f. undergraduate students;

g. postgraduate students; and

h. any other communities determined by the SRC.

### 5.3. Meetings of the SRC

5.3.1. The SRC shall hold an SRC Council meeting at least once per month during the Semester 1 and 2 teaching periods of the University.

### 5.4. Overturning decisions of the SRC

5.4.1. The Board may overturn a decision of the SRC without holding a Student Guild general meeting where the Board reasonably believes that the SRC decision:

a. is or would result in a breach of a law or legislative requirement, including the legal duties of Board Members, or constitute a defamatory act;

b. would impose a material financial obligation that may result in the Student Guild becoming insolvent or financially distressed;

c. is outside the delegated decision-making powers of the SRC; or

d. would void or jeopardise any insurance coverage held by the Student Guild.

5.4.2. In all other cases, the Board must notify the SRC of its intention to overturn a decision, including the reasons for that intention, and provide a reasonable opportunity for the SRC to respond.

5.4.3. If, after receiving notice under clause 5.4.2, the SRC formally requests it, the Board must call a Student Guild general meeting to determine the matter.

### 5.5. Vacancies on SRC

5.5.1. If a casual vacancy occurs in an SRC Member position, the position shall be advertised to students in a manner that is reasonably accessible to them and a replacement shall be elected from nominees at the next SRC Council meeting.

5.5.2. An SRC Member elected to a casual vacancy under this clause shall take office at the close of the SRC Council meeting at which they are elected and shall remain in office for the remainder of the term.

## 6. Elections and appointments

### 6.1. Election of Student Board Members and SRC Members

6.1.1. The Student Guild must make and keep updated Regulations for the conduct of free and democratic elections of Student Board Members and SRC Members.

6.1.2. Student Board Members and SRC Members must be directly elected by students in accordance with this Constitution and the Regulations.

6.1.3. The SRC President serves as an ex-officio Student Board Member in accordance with clause 4.3.1.b.

### 6.2. Appointment of External Board Members

6.2.1. The Student Guild must make and keep updated Regulations for the appointment of External Board Members.

6.2.2. External Board Members are appointed by the Board in accordance with the Regulations.

### 6.3. Annual election

6.3.1. The annual election must be conducted prior to 31 October each year.

6.3.2. The annual election must be held by voluntary and secret ballot, which may be conducted electronically.

6.3.3. No student may run for election to the Board and to the SRC in the same annual election.

6.3.4. All students must be:

a. notified regarding the annual election via email from the Office of the Registrar; and

b. afforded the opportunity to vote in the annual election.

6.3.5. The Board shall appoint a Returning Officer to conduct the annual election in accordance with this Constitution and the Regulations.

### 6.4. Electoral Tribunal

6.4.1. The Student Guild must make and keep updated Regulations for the appointment of an independent Electoral Tribunal and for the delegation of electoral powers to that tribunal.

6.4.2. The Electoral Tribunal shall comprise three members, each of whom shall be a legal practitioner.

6.4.3. 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 the annual election; and

d. any other matter referred to the Electoral Tribunal in accordance with the regulations applying to elections.

6.4.4. In exercising its powers under clause 6.4.3, 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. recommend to the Board that an election be invalidated and a new election arranged; and

f. recommend to the Board that a person be disciplined for breaching the regulations applying to elections.

6.4.5. The Electoral Tribunal shall act promptly in handling complaints and appeals, to avoid unnecessary disruption to Student Guild representation.

## 7. Delegation and Committees

### 7.1. Delegation

7.1.1. The Board may delegate any of its powers, authorities, duties or functions to any person or Committee, except where the power, authority, duty or function:

a. is required by the University Act, the ACNC Act, or any other law to be exercised solely by the Board; or

b. is restricted from delegation by the University Council.

7.1.2. Despite any delegation, the Board may continue to exercise all its functions, including any function that has been delegated, and always remains accountable for the exercise of those functions.

7.1.3. The Student Guild must keep appropriate records of any delegations.

### 7.2. Board Committees

7.2.1. The Board has authority to create and dissolve any Board Committee considered appropriate by the Board to help with the conduct of the Student Guild's operations.

7.2.2. The Student Guild must make and keep updated Regulations relating to Board Committees.

## 8. Meetings of the Board

### 8.1. Board meetings

8.1.1. The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it deems fit.

8.1.2. The Board must meet at least once every two months, unless this requirement is impractical due to an extended holiday period, in which case the Board must meet as soon as reasonably practicable thereafter.

8.1.3. Either the Board Chair or the SRC President may direct the General Manager to call a Board meeting by giving reasonable notice to all other Board Members.

8.1.4. A majority of the Board Members may also direct the General Manager to call a Board meeting, in which case the meeting must be convened within a reasonable time.

8.1.5. Notice of a Board meeting must be given in the manner determined by the Board. The schedule of Board meetings must be made available to students at least 28 days in advance, in a manner that is reasonably accessible to them. This may include publishing multiple meeting dates at once.

8.1.6. The Board may hold meetings or permit a Board Member to take part in its meetings by using any technology that reasonably allows all Board Members to participate in the meeting and vote in real time.

8.1.7. A Board Member who participates in the meeting as mentioned in clause 8.1.6 is taken to be present at the meeting.

8.1.8. Each Board Member present is entitled to one vote only.

8.1.9. A question arising at a Board meeting is to be decided by a majority vote of the Board Members present and voting on the resolution and, if the votes are equal, the question is resolved so as to maintain the status quo.

8.1.10. At each Board meeting:

a. the Board Chair shall preside as chairperson;

b. if the Board Chair is absent or unwilling to act, the Deputy Chair shall preside as chairperson;

c. if a Board Chair or Deputy Chair has not been appointed, is not present within 15 minutes of the scheduled start time of the meeting or is unwilling to act, the Board Members present may choose one of their number to chair the meeting; and

d. the chairperson must conduct the meeting in a proper and orderly way.

### 8.2. Minutes of Board meetings

8.2.1. The General Manager must ensure a record of all Board Members present and full and accurate minutes of each Board meeting are recorded.

8.2.2. To ensure the accuracy of the minutes, the minutes of each Board meeting must be confirmed by the Board Members present at a subsequent Board meeting.

8.2.3. A summary of each Board meeting, excluding any confidential or in-camera matters, must be made available to students within 14 days, in a manner that is reasonably accessible to them.

### 8.3. Quorum for, and adjournment of, Board meeting

8.3.1. The quorum for a Board meeting is more than half of the total number of Board Members at the time of the meeting, provided that the number of Student Board Members present must not be less than the number of non-Student Board Members present.

8.3.2. If there is no quorum within 30 minutes after the scheduled start time of a Board meeting:

a. the meeting is to be adjourned for at least one day; and

b. the Board Members who are present are to decide the day, time and place of the adjourned meeting.

### 8.4. Resolutions of Board without meeting

8.4.1. A written resolution agreed in writing by a majority of Board Members is as valid and effectual as if passed at a properly convened Board meeting, provided that:

a. every Board Member has been given an opportunity to read and vote on the resolution; and

b. the number of Student Board Members who agree to the resolution is not less than the number of non-Student Board Members who agree to it.

8.4.2. Such a resolution may be validly transmitted and agreed in writing electronically.

8.4.3. A resolution mentioned in clause 8.4.1 may be made up of multiple copies of the same document, each signed or otherwise agreed to in writing by one or more Board Members.

### 8.5. General Manager attendance at Board meetings

8.5.1. The General Manager is entitled to attend and speak at Board meetings but is not a Board Member and is not entitled to vote.

8.5.2. The Board may request the General Manager to be absent from all or part of a Board meeting, where deemed necessary by the Board.

## 9. Meetings of students

### 9.1. Annual general meetings

9.1.1. The Student Guild must hold an annual general meeting no later than five months after the end of its financial year.

9.1.2. The following business must be conducted at each annual general meeting:

a. presentation of a report on the activities and achievements of the Student Guild during the last reportable financial year;

b. presentation of the Student Guild's audited financial statements for the last reportable financial year; and

c. presentation of the register of declared interests mentioned in clause 4.6.4.

d. consideration of any other business for which notice has been given.

## 9.2. Student Guild general meetings

9.2.1. The SRC President must call a Student Guild general meeting no later than 14 days after:

a. being directed to call the meeting by the Board; or

b. being given a written request signed by the greater of 500 students or 1% of all students when the request is signed.

9.2.2. A written request mentioned in clause 9.2.1.b must state any proposed resolution to be considered at the Student Guild general meeting.

9.2.3. A request mentioned in clause 9.2.1.b may be made up of multiple copies of the same document, each signed or otherwise agreed to in writing by one or more students.

9.2.4. A Student Guild general meeting must be held no later than 28 days after the SRC President is directed or requested to call the meeting as mentioned in clause 9.2.1.

9.2.5. A student may be permitted to take part and vote in a Student Guild general meeting in person, or by using any technology that reasonably allows the student to take part in discussions as they happen.

9.2.6. A student who participates in a meeting as mentioned in clause 9.2.5 is taken to be present at the meeting.

9.2.7. At a Student Guild general meeting:

a. the Board Chair is to preside as chairperson;

b. if the Board Chair is absent or unwilling to act, the SRC President shall preside, provided they are not a signatory to the meeting request under clause 9.2.1.b;

c. if the Board Chair and SRC President are both absent, unwilling to act or the SRC President is disqualified under clause 9.2.7.b, the Deputy Chair shall preside;

d. if within 15 minutes of the scheduled start time of the meeting no chairperson is appointed under 9.2.7.a-c, the students present may choose another person to chair the meeting; and

e. the chairperson must conduct the meeting in a proper and orderly way.

### 9.3. Notice of Student Guild general meeting

9.3.1. Written notice of a Student Guild general meeting must:

a. be given to all students no later than 14 days prior to the meeting;

b. be sent via email from the Office of the Registrar;

c. state the business to be conducted at the meeting; and

d. specify the date, time and place for the meeting.

### 9.4. Voting at Student Guild general meeting

9.4.1. Each student present is entitled to one vote only.

9.4.2. A question arising at a Student Guild general meeting is to be decided by a majority vote of the students present and voting on the resolution and, if the votes are equal, the question is resolved so as to maintain the status quo.

9.4.3. The method of voting at a Student Guild general meeting is decided by the Board.

9.4.4. Proxy voting is not permitted at Student Guild general meetings.

### 9.5. Attendance and minutes

9.5.1. The General Manager must ensure that any person participating in a Student Guild general meeting is verified as a current student.

9.5.2. The General Manager must ensure that a record of any resolutions passed and significant matters discussed at a Student Guild general meeting is kept. This record must be made available to all students in a manner that is reasonably accessible to them, no later than 28 days after the Student Guild general meeting.

### 9.6. Quorum for, and lapse of, Student Guild general meeting

9.6.1. The quorum for an annual general meeting is the number of students in attendance at the meeting.

9.6.2. The quorum for any other Student Guild general meeting is the greater of 500 students or 1% of all students.

9.6.3. If there is no quorum within 30 minutes after the scheduled start time of a Student Guild general meeting, the meeting shall lapse and no business may be conducted.

## 10. General Manager

### 10.1. Appointment of General Manager

10.1.1. The Board shall appoint a General Manager who must be an individual:

a. ordinarily residing in Australia;

b. at least 18 years of age; and

c. not disqualified from managing a corporation.

10.1.2. The Board may remove the General Manager from office at any time, subject to applicable laws and the terms of the General Manager's appointment.

10.1.3. If the General Manager position becomes vacant, the Board must appoint a new General Manager as soon as practicable.

## 11. Finance

### 11.1. Financial year

11.1.1. The Student Guild's financial year commences on 1 July and ends on 30 June, unless the Board passes a resolution to change the Student Guild's financial year.

### 11.2. Financial records and audit

11.2.1. The Board must ensure written financial records are kept with respect to the Student Guild's financial affairs, which must correctly record and explain all financial transactions of the Student Guild.

11.2.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Student Guild.

11.2.3. The funds of the Student Guild must be kept in accounts in the name of the Student Guild in financial institutions decided by the Board.

11.2.4. The Board must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

11.2.5. As soon as practicable after each financial year ends, the Board must have the financial statement audited by an auditor it appoints. The audited statement must be made available to all students and the University in a manner that is reasonably accessible to them.

11.2.6. No payments are to be made to any officer of the Student Guild by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied or calculated by the receipts for such liquor.

### 11.3. Not-for-profit

11.3.1. The income and property of the Student Guild must be applied solely towards the promotion of the objects of the Student Guild as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any student or officer.

11.3.2. Notwithstanding clause 11.3.1, nothing in this Constitution shall prevent the payment in good faith of:

a. remuneration of any person in return for services actually rendered to the Student Guild;

b. payment of an officer in carrying out the Student Guild's charitable purpose;

c. repayment for out-of-pocket expenses incurred on behalf of the Student Guild;

d. payment for sale or hire of goods or payment of rent for premises let to the Student Guild; or

e. interest to any person in respect of money advanced by that person to the Student Guild or otherwise owing by the Student Guild to the person, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:

i the financial institution of the Student Guild; or

ii if there is more than one financial institution of the Student Guild, the financial institution nominated by the Board.

## 12. Documents and legal

### 12.1. Documents

12.1.1. The Board must ensure the safe custody of books, documents, instruments of title and securities of the Student Guild.

### 12.2. Common seal

12.2.1. The Board must ensure that the Student Guild has a common seal, in accordance with Section 34(2)(b) of the University Act.

12.2.2. Each instrument to which the seal is attached must be signed by a Board Member and countersigned by:

a. the General Manager;

b. another Board Member; or

c. someone authorised by the Board.

12.2.3. The Student Guild may execute a document without using the common seal if that document is signed by a Board Member and countersigned by any of the persons listed in 12.2.2.a-c.

## 12.3. Amendments to Constitution

12.3.1. This Constitution may only be amended, or a new Constitution adopted, by:

a. providing at least 14 days' notice to all students of any proposed amendment to or replacement of this Constitution, in a manner that is reasonably accessible to them;

b. the passing of a special resolution of the Board at a Board meeting;

c. the passing of a special resolution at an SRC Council meeting; and

d. approval of any amendment to or replacement of this Constitution by the University Council.

## 12.4. Regulations

12.4.1. Subject to clause 12.4.2, the Board may make, amend or repeal Regulations relating to the activities and internal affairs of the Student Guild, provided that:

a. the Regulations are consistent with this Constitution; and

b. the Board has first consulted with the SRC on any proposed Regulation, amendment or repeal.

12.4.2. Where a proposed Regulation or amendment relates to the SRC:

a. the Board must provide the SRC with a written proposal at least 21 days before the Board meeting at which the proposal will be considered;

b. the SRC must consider the proposal at a duly convened SRC Council meeting and may, by resolution, approve or reject the proposal before the Board makes its decision; and

c. a Regulation or amendment that relates to the SRC is not effective unless it is approved by both the Board and the SRC.

12.4.3. The Board must ensure that all approved Regulations, and any approved amendments, are communicated to all students by publishing them in a manner that is reasonably accessible to them, no later than 14 days after the approval.

12.4.4. Regulations approved under this clause shall be as valid and effective as if they were part of this Constitution.

12.4.5. If any Regulation is inconsistent with this Constitution, this Constitution prevails to the extent of the inconsistency.

## 12.5. Indemnity

12.5.1. This clause applies to every person who is or has been an officer of the Student Guild.

12.5.2. To the extent allowed by law, the Student Guild shall indemnify each person mentioned in clause 12.5.1 out of the property of the Student Guild against any liability that the person incurs in that capacity.

12.5.3. Clause 12.5.2 does not apply to any liability arising from conduct that involves:

a. fraud or dishonesty;

b. wilful misconduct or gross negligence;

c. a breach of the officer's duty to act in good faith in the best interests of the Student Guild; or

d. any other conduct for which indemnification is not permitted by law.

### 12.6. Insurance

12.6.1. The Student Guild may at any time pay a premium for a contract insuring an officer against a liability that the officer incurs as an officer of the Student Guild, including a liability for legal costs.

## 13. Winding up

### 13.1. Excess property on winding up

13.1.1. If upon winding up or cancellation of the Student Guild there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed to any student or officer.

13.1.2. Any surplus assets must be given up or transferred to one or more other charities:

a. that have charitable purposes similar to or inclusive of the charitable purpose of the Student Guild; and

b. which prohibit the distribution of their income, property and surplus assets among members to an extent at least as great as is imposed on the Student Guild under or by virtue of this Constitution.

13.1.3. The charity or charities shall be determined by the Board at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter.