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**ADELAIDE UNIVERSITY STUDENT
ASSOCIATION INC.**

ABN 26 226 387 970

CONSTITUTION

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CONSTITUTION OF ADELAIDE UNIVERSITY STUDENT ASSOCIATION INC.

Pursuant to the Associations Incorporation Act 1985 (SA)

PART 1 – PRELIMINARY

1. Name of Association

The name of the Association is Adelaide University Student Association Inc.

2. Definitions

In this Constitution, unless the context otherwise requires:

- 2.1. **Academic Day(s)** means any day within the Academic Year, but does not include Saturdays, Sundays, South Australian public holidays, or formal examination periods conducted by the University in the Primary Study Periods;
- 2.2. **Academic Year** means the academic year of the University;
- 2.3. **ACNC** means the Australian Charities and Not-for-profits Commission;
- 2.4. **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
- 2.5. **Act** means *Associations Incorporation Act 1985* (SA);
- 2.6. **Affiliate** means a separately constituted legal entity which is funded annually by terms agreed between the Association and the Affiliate;
- 2.7. **Annual General Meeting** or **AGM** means the annual General Meeting of the Association held in accordance with the Act and this Constitution;
- 2.8. **Associate Member** has the meaning given in rule 7;
- 2.9. **Association** means Adelaide University Student Association Inc.;
- 2.10. **Board** means the board of the Adelaide University Student Association as established and managed under this Constitution;
- 2.11. **Chairperson** or **Chair** means the chairperson of the Board and the official representative of the Association;
- 2.12. **Chief Executive Officer** or **CEO** means the person having the powers and duties set out in rule 22.4 and any other powers and duties prescribed from time to time by the Board;
- 2.13. **Committee** means a committee established by the Board in accordance with this Constitution or Regulations;
- 2.14. **Constitution** means this constitution which describes the rules of the Association as amended from time to time;

- 2.15. **Director** means an individual elected or appointed as a Director of the Board in accordance with this Constitution;
- 2.16. **External Director** means an independent person who is not a Member of the Association and who is appointed to be a Director of the Board by the Board based on that person's skills in accordance with rule 18;
- 2.17. **Financial Year** has the meaning given in rule 34;
- 2.18. **First Election** means the first election of Student Elected Directors to be held by the Transition Board as required by rule 47;
- 2.19. **General Meeting** means a formal meeting of the Members and includes an Annual General Meeting;
- 2.20. **Initial Student Directors** means the Student directors of the Transition Board pursuant to Rules 47.1.1 and 47.1.2;
- 2.21. **Life Member** has the meaning given in rule 8;
- 2.22. **Member** means a member of the Association;
- 2.23. **Monthly Meetings** means the monthly meetings of the Board held during each Academic Year;
- 2.24. **Onshore Student** means a Student who is physically present in Australia whilst studying at the University;
- 2.25. **Ordinary Member** has the meaning given in rule 6;
- 2.26. **Ordinary Resolution** means a resolution passed by a simple majority of the votes cast by Members in the case of General Meetings, and Directors in the case of Board Meetings, who are present and entitled to vote;
- 2.27. **Postgraduate Student** means a student enrolled at the University in a postgraduate program;
- 2.28. **Primary Study Periods** mean semester 1 and semester 2 of the Academic Year, or such other equivalent study period as the University may replace semester 1 and semester 2 with from time to time;
- 2.29. **Public Officer** means the individual appointed in accordance with section 56 of the Act;
- 2.30. **Regulations** means the regulations made by the Board in accordance with rule 24.3;
- 2.31. **Returning Officer** means the person appointed by the Board for the purpose of conducting an election or under any regulations made by the Board relating to the election of Student Elected Directors;
- 2.32. **Special Meeting** means a special meeting of the Board that is not a Monthly Meeting called by the Chairperson or a simple majority of the Student Elected Directors;
- 2.33. **Special Resolution of the Board** means a resolution supported by at least three-quarters of the votes cast by Directors who are present are entitled to vote on the Board resolution;

- 2.34. **Special Resolution of Members** means a resolution satisfying the requirements of the Act and supported by at least three-quarters of the votes cast by Members who are present and entitled to vote on the resolution at a General Meeting;
- 2.35. **Student** means:
- 2.35.1. an Undergraduate Student;
 - 2.35.2. a Postgraduate Student; or
 - 2.35.3. any other person enrolled as a student of the University;
- 2.36. **Student Care** means Student Care Inc ABN 87 052 407 647;
- 2.37. **Student Elected Director** means a Director of the Board elected in accordance with this Constitution;
- 2.38. **Surplus Assets** means any assets of the Association that remains after the liabilities of the association have been discharged, and the costs and expenses of the winding up have been paid;
- 2.39. **Transition Board** has the meaning given in rule 47.1;
- 2.40. **Transition Council** has the meaning given under the Adelaide University Act 2023 (SA);
- 2.41. **Undergraduate Student** means a student enrolled at the University in an undergraduate program;
- 2.42. **University** means Adelaide University;
- 2.43. **University Council** means the Council or the Transition Council (as the case may be) of Adelaide University established under the *Adelaide University Act 2023* (SA);
- 2.44. **University Representative Director** means a Director of the Board appointed by the University Council in accordance with rule 19 ;
- 2.45. **USASA** means the University of South Australia Student Association Inc ABN 42 435 026 686;
- 2.46. **Visiting Member** has the meaning given in rule 9; and
- 2.47. **YouX** means the Adelaide University Union trading as YouX established by virtue of the *University of Adelaide Act 1971* (SA) ABN 19 572 381 388.

3. Interpretation

In this Constitution, unless the context otherwise requires:

- 3.1. headings are for convenience only and do not affect the interpretation of this Constitution;
- 3.2. mandatory provisions of the Act override any rule in this Constitution, which is inconsistent with that Act;

- 3.3. reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations;
- 3.4. a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution;
- 3.5. where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
- 3.6. reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association, or other body whether or not incorporated;
- 3.7. the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings, or symbols in a visible or communicable form;
- 3.8. the words 'including', 'for example', or similar expressions do not limit the inclusions or examples;
- 3.9. where the language used in this Constitution refers to a natural person, that language is to be interpreted as being inclusive in the broadest possible sense;
- 3.10. singular includes plural and vice versa; and
- 3.11. a notice or document required by this Constitution to be signed includes signing by electronic means or may be authenticated by any other manner permitted by law.

4. Purposes and objectives

The purposes and objectives of the Association are to advance education by undertaking the following:

- 4.1. represent and advocate for the collective interests of Students;
- 4.2. promote the welfare and well-being of Students and ensure the provision of adequate support services;
- 4.3. promote and support equity, diversity and access at all levels within the University, ensuring inclusive opportunities for all Students;
- 4.4. enrich the Student experience at the University by providing a range of educational, cultural, recreational, social and advocacy services, facilities and activities;
- 4.5. support and promote the learning environment and academic excellence of Students;
- 4.6. encourage active Student participation in University governance and decision-making processes; and
- 4.7. do all things incidental or conducive to the attainment of the above purposes.

PART 2 – MEMBERSHIP

5. Categories of membership

- 5.1. The categories of membership of the Association are:
 - 5.1.1. Ordinary Members;
 - 5.1.2. Associate Members;
 - 5.1.3. Life Members; and
 - 5.1.4. Visiting Members.
- 5.2. A Member may only belong to one category of membership.
- 5.3. Subject to the rights of Members as set out in rule 10, the Board may:
 - 5.3.1. provide for further categories of Members on such terms and conditions as the Board reasonably determines from time to time; or
 - 5.3.2. determine additional requirements for admission to a particular category of membership, provided that:
 - (a) it is fair and reasonable for the Board to add additional categories of Members or additional entry requirements; and
 - (b) the additional categories of Members or additional entry requirements do not prejudice the rights of the existing categories of Members.

6. Ordinary Members

- 6.1. Ordinary Members are Students of the University who have agreed to become Members.
- 6.2. Only Ordinary Members are eligible to nominate for and be elected to an office on the Board.
- 6.3. Ordinary Members may vote in any referendums or General Meetings of the Association.
- 6.4. Ordinary Members may vote in elections for the Student Elected Directors of the Association in accordance with rule 23.1.
- 6.5. Ordinary Members will cease to be Members upon ceasing to be a Student of the University.

7. Associate Members

- 7.1. The following persons are eligible to apply to be an Associate Member if they are not already Ordinary Members:
 - 7.1.1. staff of the Association or the University;
 - 7.1.2. holders of academic qualifications conferred by the University or by any of the University's predecessor institutions; or

- 7.1.3. members of staff of any external organisations providing services to the University community from premises located on any of the University's campuses.
- 7.2. A person eligible under rule 7.1 may apply to the Association to become a member. The Board may in its discretion accept or reject any applications to be an Associate Member.
- 7.3. A person will become an Associate Member upon acceptance of their application by the Association and payment of any membership fees.
- 7.4. Associate Members will immediately cease to be Members of the Association if they cease to be eligible for membership under rule 7.1.

8. Life Members

- 8.1. Life Members are persons upon whom the Board has conferred life membership to the Association to in recognition of outstanding service to the Association.
- 8.2. Life Membership may only be conferred by Special Resolution of the Board.
- 8.3. Life Members to predecessor institutions of the Association, YouX and USASA, will be recognised as Life Members of the Association.
- 8.4. Life Members have the same rights and privileges as Ordinary Members, except that they:
 - 8.4.1. are not eligible to nominate for or be elected to any office on the Board; and
 - 8.4.2. have no voting rights in any elections, referendums or General Meetings of the Association.

9. Visiting Members

- 9.1. Visiting Members are Students of the University who are members of another higher education institution, but are enrolled at the University as cross-institutional Students.
- 9.2. Visiting Members have the same rights and privileges as Ordinary Members, except that they are not eligible to nominate for or be elected to any office on the Board.
- 9.3. Visiting Members will cease to be Members when they cease to be a Student of the University.

10. Rights and obligations of Members

- 10.1. Members must comply with this Constitution and any Regulations.
- 10.2. A right, privilege or obligation held by reason of being a Member:
 - 10.2.1. is not capable of being transferred or transmitted to another person; and
 - 10.2.2. terminates upon cessation of the Member's membership.

- 10.3. A Member is not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association.

11. Membership fees

- 11.1. The Board may set any joining fees and/or membership fees and may determine different fees for different members.
- 11.2. The Board may in its discretion waive or vary the amount of any fee set.
- 11.3. Any fee charged to Members is payable in such a manner and at such times as are determined by the Board.
- 11.4. A Member who fails to pay any membership fee(s) by the due date may have their membership terminated if the fee(s) remains unpaid for a period prescribed by the Board. The Board may determine the specific period and the Member will be notified of the impending termination if payment is not received within this timeframe.
- 11.5. Membership that has been terminated under rule 11.4 may be reinstated at the discretion of the Board upon payment of the outstanding fee(s).
- 11.6. Nothing in this Constitution may be read as authorising the Association, the Board, any Committees, or officers of the Association to impose a fee on Students which might cause the Association or the University to contravene the *Higher Education Support Act 2003* (Cth) or any other federal or state legislation.

12. Register of Members

- 12.1. The CEO must ensure establishment and maintenance of a register of Members containing:
- 12.1.1. the name of each Member;
 - 12.1.2. category of membership;
 - 12.1.3. the email address of each Member; and
 - 12.1.4. any other details as reasonably determined by the Board from time to time.
- 12.2. Where the CEO is not the Public Officer, the Public Officer must maintain the register of Members prescribed under rule 12.1.
- 12.3. The Board must take all reasonable precautions to protect all personal information in the possession of the Association and must ensure that such information is handled in accordance with the *Privacy Act 1988* (Cth).

13. Ceasing to be a Member

- 13.1. A Member ceases to be a Member if they:
- 13.1.1. resign by written notice to the Public Officer;
 - 13.1.2. die;

13.1.3. cease to be a Student at the University (in the case of Ordinary Members and Visiting Members); or

13.1.4. are expelled as a Member in accordance with this Constitution.

13.2. Any Member ceasing to be a Member:

13.2.1. is not entitled to any refund, in full or part, of any membership fees paid; and

13.2.2. will not be readmitted as a Member until all unpaid fees outstanding at the time they ceased to be a Member are paid, including any interest or other charges levied on any outstanding fees.

13.3. Upon ceasing to be a Member, the Member's name will be removed from the register of Members.

14. Suspending or expelling a Member

14.1. Subject to giving a Member an opportunity to be heard and/or to make a written submission, the Board may resolve by Special Resolution of the Board to expel a Member on a charge of misconduct detrimental to the interests of the Association. An expelled Member will retain their voting rights in any referendum or General Meeting, but will not be eligible to nominate for or be elected to any office on the Board.

14.2. Particulars of the charge must be communicated to the Member at least 21 days before the meeting of the Board at which the charge will be determined.

14.3. The determination of the Board must be communicated to the Member within 7 days of the determination being made, and in the event of an adverse determination the Member will, subject to rule 14.4, cease to be a Member 7 days after the Board has communicated its determination to that Member.

14.4. The Member may appeal to the Association in General Meeting (which may be the next scheduled General Meeting, or one convened by the Board for this specific purpose, at its absolute discretion) against an expulsion under this rule 14. Notice of intention to appeal must be lodged at the office of the Association within 7 days after the determination of the Board has been communicated to the Member (in respect of which time is of the essence).

14.5. In the event of an appeal under rule 14.4, the appellant's Membership of the Association will be suspended pending the appeal. If the appeal is dismissed the Member's Membership will be terminated at the date on which the appeal is dismissed. If the appeal is upheld, the Member's Membership will cease to be suspended on the date on which the appeal is upheld.

PART 3 – THE BOARD

15. Responsibility of the Board

Subject to this Constitution, the Board is responsible for the management and conduct of the business affairs of the Association.

16. Board composition

16.1. The Board shall be comprised of:

- 16.1.1. 10 Student Elected Directors;
- 16.1.2. 1 University Representative Director; and
- 16.1.3. 2 External Directors.

17. Appointment of Student Elected Directors

17.1. Eligibility

- 17.1.1. A person is eligible to be elected or appointed as a Student Elected Director if they:
 - (a) are over 18 years of age;
 - (b) are an Ordinary Member;
 - (c) are an Onshore Student enrolled in a course of study with a duration of at least 1 Academic Year;
 - (d) are not a permanent employee of the Association or the University;
 - (e) are not bankrupt;
 - (f) meet any eligibility criteria prescribed by the Act or the ACNC Act from time to time;
 - (g) have agreed in writing (by signing a form approved by the Board) to provide the CEO on request with information as to their Student status, which information will be treated as confidential;
 - (h) have agreed in writing (by signing a form approved by the Board) to provide the CEO with a current police check within 4 weeks, or such longer period as may be determined by the CEO, of such a request being made;
 - (i) have not been convicted of any indictable offence (or any offence of comparable seriousness under any Australian law), or any offence involving fraud, theft or dishonesty; and
 - (j) have not previously vacated their office on the Board for the reasons set out in rules 20.3 to 20.7 or been removed from their office on the Board.

17.2. Term

- 17.2.1. The term of office for each Student Elected Director elected on a 2 year term is 2 years, commencing 1 December in the calendar year they are elected, and ending 30 November 2 years after they were elected.
- 17.2.2. The term of office for each Student Elected Director elected on a 1 year term is 1 year, commencing 1 December in the calendar year they are elected, and ending 30 November 1 year after they were elected.

18. Appointment of External Directors

- 18.1. The Board must appoint 2 External Directors, who must:
 - 18.1.1. not be a Student at the University;
 - 18.1.2. not be an employee of the University or the Association;
 - 18.1.3. are not bankrupt;
 - 18.1.4. have not been convicted of any indictable offence (or any offence of comparable seriousness under any Australian law), or any offence involving fraud, theft or dishonesty;
 - 18.1.5. meet any eligibility criteria prescribed by the Act or the ACNC Act from time to time;
 - 18.1.6. have the capabilities, experience, expertise and skills necessary to fulfill the objectives of the Association; and
 - 18.1.7. be:
 - (a) a legal practitioner admitted to practice in South Australia;
 - (b) a chartered accountant or certified public accountant; or
 - (c) any other professional who is required to abide by a professional code of conduct.
- 18.2. The term for each External Director is 3 years. Each External Director may be reappointed to their office.
- 18.3. The Board may at any time revoke the appointment of the External Director by Special Resolution of the Board if the External Director:
 - 18.3.1. has refused or neglected to comply with any provision of the Constitution, the Regulations or any policy or code of conduct approved by the Board or Council of the University or with any lawful direction of the Board;
 - 18.3.2. has acted in a manner seriously prejudicial to the interests of the Association or brings the Association into disrepute;
 - 18.3.3. has removed without authority or has wilfully damaged or destroyed any property of the Association;
 - 18.3.4. is found to have discriminated against, harassed or bullied any Member or the staff of the Association; or
 - 18.3.5. has failed in the reasonable opinion of the Board to adequately discharge the responsibilities of their office;
- 18.4. The Board may appoint a successor or replacement immediately following dismissal of the External Director in accordance with Rule 18.3.

19. Appointment of the University Representative Director

- 19.1. The University Council shall appoint the University Representative Director.

- 19.2. The term for the University Representative Director is 3 years. The University Representative Director may be reappointed to their office for a maximum of 3 consecutive terms.
- 19.3. The University Council may at any time revoke the appointment of the University Representative Director if it deems it reasonably necessary to do so, and may appoint a successor or replacement.

20. Vacation of office

A Student Elected Director ceases to be a member of the Board upon:

- 20.1. resigning by notice in writing to the CEO;
- 20.2. ceasing to be an Ordinary Member;
- 20.3. becoming disqualified under the Act or the ACNC Act from holding office;
- 20.4. death or permanent incapacitation;
- 20.5. being precluded from a program of study or being expelled or suspended from the University;
- 20.6. a Special Resolution of the Board being passed for reasons of misconduct if the Student Elected Director:
 - 20.6.1. has refused or neglected to comply with any provision of the Constitution, the Regulations or any policy or code of conduct approved by the Board or Council of the University or with any lawful direction of the Board;
 - 20.6.2. has acted in a manner seriously prejudicial to the interests of the Association or brings the Association into disrepute;
 - 20.6.3. has removed without authority or has wilfully damaged or destroyed any property of the Association;
 - 20.6.4. is found to have discriminated against, harassed or bullied any Member or the staff of the Association; or
 - 20.6.5. has failed in the reasonable opinion of the Board to adequately discharge the responsibilities of their office.
- 20.7. failing to attend two (2) consecutive meetings or any three (3) out of five (5) consecutive Monthly Meetings of the Board without a leave of absence being granted by Ordinary Resolution of the Board; or
- 20.8. the term of the office of the Student Elected Director expiring.

21. Casual vacancies

- 21.1. Subject to rule 21.4, any casual vacancy that arises in the office of a Student Elected Director will be filled by the next highest polling candidate who is willing and available to take office, from the most recent election at the time the vacancy arises and that candidate will hold office until the expiry of the term of the Student Elected Director who was replaced.

- 21.2. If there are no candidates who are willing and able to take office in accordance with rule 21.1, then a by-election must be held to fill the casual vacancy. If any further casual vacancies arise after a by-election has been held, then those positions will be filled by the next highest polling candidates in the by-election held under this rule 21.2 who are willing and available to take office. Student Elected Directors elected by by-election under this rule 21.2 will hold office until the expiry of the term of the Student Elected Director that they replaced.
- 21.3. If a casual vacancy arises and there are no candidates who are willing and available to take office in accordance with rules 21.1 or 21.2, then the Board may appoint a candidate to fill the casual vacancy by Ordinary Resolution of the Board. A candidate appointed under this rule 21.3 will hold office until the end of the term of the Student Elected Director that they replaced.
- 21.4. The Board may resolve to not fill one or more vacancies if the vacancy arises not more than 90 days before the expiration of the term of the Student Elected Director who has vacated their office.

22. Duties of Office Bearers

22.1. Directors

All office bearers of the Association must act ethically, in good faith, with due care and diligence and avoid conflicts of interest in the discharge of their duties, and, in particular, must not in the discharge of their duties:

- 22.1.1. commit any act with intent to deceive or defraud the Association, the Members or any creditors of the Association or creditors of any other person or for any fraudulent purpose;
- 22.1.2. make improper use of information acquired by virtue of their position in the Association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or for any other person, or so as to cause a detriment to the Association;
- 22.1.3. make improper use of their position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person, or so as to cause a detriment to the Association;
- 22.1.4. enter into a commercial contract on behalf of the Association without the approval of the Board; or
- 22.1.5. breach any applicable code of conduct or policy approved by the Board or the University Council.

22.2. Chairperson

- 22.2.1. In each Academic Year, once a Board is elected in accordance with rule 23 and takes office, the Chairperson must be elected by simple majority of the Student Elected Directors at the first Monthly Meeting of that Board.
- 22.2.2. The role of the Chairperson is to:
 - (a) be the spokesperson of the Association;
 - (b) preside over all Board meetings;

- (c) sign all documents, including minutes of meetings, which require the Association's signature;
- (d) call meetings of the Board and any committees;
- (e) maintain liaison with the University, relevant government entities and any other higher education representative bodies;
- (f) consult with the CEO on matters associated with the day-to-day supervision of the Association; and
- (g) attend University meetings as the delegate of the Association as required by the University.

22.2.3. The Chairperson ceases to hold their position as the Chairperson upon:

- (a) upon the appointment of a new Chairperson in accordance with rule 22.3.1;
- (b) the expiration of their term of office;
- (c) receipt by the CEO of Chairperson's written letter of resignation;
- (d) a resolution of the Board passed by absolute majority of all Student Elected Directors;
- (e) vacating office in accordance with rule 20; or
- (f) being dismissed pursuant to this Constitution.

22.3. If a vacancy arises in the office of the Chairperson, then the Board must:

- 22.3.1. first elect a new Chairperson from amongst the remaining Student Elected Directors by simple majority of the remaining Student Elected Directors; and
- 22.3.2. once a new Chairperson is elected in accordance with rule 22.3.1 and subject to rule 21.4, fill the office of Student Elected Director vacated by the outgoing Chairperson.

22.4. **CEO**

- 22.4.1. The CEO will be an employee of the Association, appointed by the Board.
- 22.4.2. The CEO is accountable to the Board for the general administration of the Association in accordance with this Constitution and any Regulations, Policies and decisions of the Board.
- 22.4.3. Without limiting the generality of rule 22.4.2, the role of the CEO is to:
 - (a) be the Public Officer of the Association;
 - (b) attend all meetings of the Board (as far as practicable) and keep or cause to be kept the minutes of all meetings;

- (c) arrange, organise and conduct the administration and correspondence of the Association;
- (d) manage the employees of the Association;
- (e) incur debts and authorise expenditure on behalf of the Association in respect of the ordinary and reasonable operations of the Association to give effect to its budget and pursuant to decisions of the Board;
- (f) keep or cause to be kept the records required of an organisation as required by the Act and the ACNC Act;
- (g) maintain liaison with the University and other relevant organisations;
- (h) lodge and file all such documents as are required to be lodged under the Act at the prescribed time and in the prescribed manner;
- (i) inform the Chairperson of any matter affecting or likely to affect the Association;
- (j) be authorised to recruit, supervise, direct and control, discipline and terminate employment of all employees of the Association, in consultation with the Chairperson, provided any such employment complies with relevant industrial relations legislation and industrial instruments;
- (k) receive all money and pay it to the credit of the Association's bank account in the bank or other financial institution the Board may from time to time decide;
- (l) keep or cause to be kept in an appropriate manner a correct statement of all money received and expended by or on behalf of the Board;
- (m) prepare or cause to be prepared and submitted to each meeting of the Board a current financial statement and when called upon by the Board produce all relevant books or other documentation in support of that statement; and
- (n) subject to the Act, this Constitution, the Regulations and any policy directive of the Board, have power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

22.5. Public Officer

22.5.1. The CEO will be the Public Officer.

22.5.2. The Public Officer shall be the Association's representative before Consumer and Business Services, the Australian Taxation Office and the ACNC where required.

22.5.3. If the CEO is unable to perform their duties as the Public Officer, then the person appointed to act in place of the CEO shall perform the duties of the Public Officer.

23. Elections

23.1. Elections of Student Elected Directors

- 23.1.1. Elections for Student Elected Directors must be held annually during the third quarter of each year.
- 23.1.2. Elections must be held in sufficient time for the elected candidates to take office from 1 December of that year.
- 23.1.3. All Students are eligible to vote in the election of Student Elected Directors, regardless of whether they are a Member of the Association.
- 23.1.4. The method of voting for the election of Student Elected Directors pursuant to this Constitution must be the Hare-Clark Optional Preferential Proportional system and must be by secret ballot.
- 23.1.5. The Board must appoint a Returning Officer for each election, who will be responsible for the conduct of the election and for declaring the outcome of the election for which they are appointed.
- 23.1.6. The procedure for the conduct of the Board elections will be prescribed by Regulations.

23.2. Timing of elections

- 23.2.1. The first Board of the Association will be elected in accordance with rule 47.
- 23.2.2. Subsequent elections of Student Elected Directors will be held as follows:
 - (a) elections in odd numbered years, including the second election of the Association which will be held in 2027, will be to fill the offices vacated by the 5 Student Elected Directors holding 1-year terms;
 - (b) elections in even numbered years will be to fill the offices of all 10 Student Elected Directors. The highest polling candidates, starting from the top of the polling list, will be offered 2-year terms until 5 candidates have accepted. The next highest polling candidates will then be offered 1-year terms until 5 have accepted;

24. Powers of the Association

24.1. General powers

- 24.1.1. The Association has the following powers, such to section 25 of the Act, to carry out its purposes:
 - (a) all the powers of an incorporated association under the Act; and
 - (b) the power to do all things necessary or conducive to be done for, or in connection with, the attainment or furtherance of its purposes.

24.1.2. The Association is capable of:

- (a) suing and being sued;
- (b) acquiring, holding, dealing with and disposing of real and personal property; and
- (c) acquiring or incurring any other rights and liabilities that may properly attach to a body corporate.

24.1.3. Without limiting the generality of rule 24.1.1, the Association has the power to:

- (a) accept any gift of property for any of the purposes of the Association, whether subject to any trust, interest condition or other limitation or not;
- (b) invest the monies of the Association in such manner as the Board may determine;
- (c) borrow money on such terms and in such manner and upon such security, if any, as the Board may approve for the purposes of carrying out the Association's purposes;
- (d) sell, lease, mortgage, dispose of or otherwise deal with any of the property of the Association;
- (e) enter into contracts with respect to the attainment of the Association's objects;
- (f) accept and hold upon trust any real or personal property given to the Association, subject to any trust and to carry out any such trust;
- (g) open and operate accounts with financial institutions; and
- (h) purchase real or personal property of any description.

24.1.4. Notwithstanding rules 24.1.1, 24.1.2 and 24.1.3, the Board may not without the prior approval of a resolution of the University Council:

- (a) acquire, deal with or dispose of any interest in real property;
- (b) borrow money;
- (c) give security or create any encumbrance over all or any part of its property; or
- (d) give any guarantee or indemnity.

24.1.5. The Board may not pay honorariums to the members of the Board unless the CEO has received the written approval of the Vice Chancellor of the University or their delegate for each such honorarium.

24.1.6. Subject to this Constitution, the Board may exercise all the powers and do all the things consistent with and in furtherance of the purposes and objectives of the Association which are not by the Act

or by this Constitution required to be done by the Association in a General Meeting.

24.1.7. The Board may, by Ordinary Resolution of the Board which must be recorded in writing, delegate any of its powers, and may revoke any such delegation, to:

- (a) a Committee;
- (b) a Director;
- (c) an employee of the Association; or
- (d) any other person whom the Board reasonably deems to be suitable to carry out the delegated powers.

24.2. **Financial affairs of the Association**

24.2.1. The Board is responsible for the administration of the Association's financial affairs.

24.2.2. The Board will determine the annual budget of the Association and decide on allocation of funding within the Association to special projects and for all other purposes of the Association.

24.2.3. By no later than 31 October each year, the Board will provide the University Council with a copy of the detailed annual budget for the Association for the following year, as determined by the Board pursuant to rule 24.2.2.

24.2.4. The Board may make annual grants to Affiliates.

24.2.5. The Board may make grants to other organisations, but may only make such grants to attain the purposes and objectives of the Association.

24.2.6. The Board must confirm the audited financial statements prior to the notice of AGM being given in accordance with rule 29.1.

24.3. **Regulations**

24.3.1. The Board may make, amend or repeal such Regulations as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Association.

24.3.2. Any Regulations:

- (a) must be consistent with the provisions in this Constitution; and
- (b) when in force, are binding on all Members.

24.3.3. Without limiting the generality of rule 24.3.1, the following matters may be governed by Regulations:

- (a) the removal of members of the Board;
- (b) the conduct and management of elections;

- (c) the establishment and conduct of Committees of the Board;
- (d) the conduct of Board meetings;
- (e) the terms on which any type of membership is offered;
- (f) the terms on which clubs and societies may be constituted or registered; and
- (g) the process and criteria for appointment of External Directors.

24.3.4. Regulations must be made by Ordinary Resolution of the Board.

24.3.5. Amendments to Regulations may be approved by the Board and do not require a referendum.

24.4. Affiliates

24.4.1. As at the date of this Constitution, the Affiliates are:

- (a) Student Care; and
- (b) the student representative council (or similar body) to be established by the Transition Board of the Association.

24.4.2. The Transition Board will prepare the first constitution of the student representative council referred to in rule 24.4.1(b). Once that student representative council is incorporated, its constitution can only be amended by that student representative council pursuant to its constitution.

24.4.3. The Board will make by-laws regarding the Affiliates.

24.4.4. Any changes to any by-laws regarding the Affiliates can only be made by a Special Resolution of the Board.

25. Proceedings of the Board

25.1. Board meetings

- 25.1.1. The Board will hold Monthly Meetings at least once in each month of each Academic Year.
- 25.1.2. The Board may call any additional meetings as it sees fit.
- 25.1.3. The Chairperson will call the Monthly Meetings of the Board.
- 25.1.4. The Board may hold Special Meetings, but only if it is reasonably necessary to call such a meeting and the business to be conducted at the Special Meeting cannot be conducted at the next Monthly Meeting. Any resolutions passed at a Special Meeting must be passed by Special Resolution of the Board.
- 25.1.5. Meetings of the Board will be chaired by the Chairperson. If the Chairperson is absent, a Student Elected Director who is elected by simply majority of the Board will act in their place for that meeting.

- 25.1.6. Board meetings may be held using virtual meeting technology that allows the Directors in attendance to communicate with each other clearly and simultaneously. A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.
- 25.1.7. The CEO may participate in Board meetings in an advisory and operational capacity, but may be excluded from attending a Board meeting or any part of a Board meeting where the Board reasonably determines that their presence is not appropriate, including but not limited to matters relating to their employment, performance, or remuneration.
- 25.1.8. For clarity, the absence of a Student Elected Director from a Special Meeting will not be counted as an absence for the purposes of Rule 20.7.

25.2. Notice of Board meetings

Notice of a Board meeting may be given:

- 25.2.1. at the previous meeting; or
- 25.2.2. by email to each Board member at least 2 weeks before each Monthly Meeting. Service of the notice is taken to be affected on the day the email is sent.
- 25.2.3. Notice of a Special Meeting must be given as soon as practicable and in any case notice must:
 - (a) be given at least 1 Academic Day before the Special Meeting is scheduled to occur; and
 - (b) include the words of any resolutions proposed to be made in the Special Meeting.

25.3. Quorum at Board meetings

- 25.3.1. The quorum for meetings of the Board is a simple majority of the Directors currently in office attending either in person or by virtual meeting technology.
- 25.3.2. No business may be conducted at a Board meeting if a quorum is not present.
- 25.3.3. If a quorum is not present within 30 minutes after the time appointed for the Board meeting, the Board meeting stands adjourned to such other day, time and place as the Board appoints.
- 25.3.4. If at the adjourned Board Meeting a quorum is not present within 30 minutes from the time appointed for the Board meeting, the Board meeting will lapse.

25.4. Voting

- 25.4.1. Except as specifically provided for in this Constitution, questions arising at any Board meeting are to be decided by a simple majority of those Directors present and entitled to vote.
- 25.4.2. Directors will have one vote on any question at a Board meeting.
- 25.4.3. The Chairperson is entitled to a deliberative vote and, in the event of a tied vote, to a casting vote at any meeting of the Board.
- 25.4.4. For the purposes of a Special Resolution of the Board, the Chairperson is entitled to a deliberative vote only.

25.5. Decisions of the Board without a Board meeting

The Board may pass resolutions without a Board meeting being held, in which case the passing of such resolutions:

- 25.5.1. requires no fewer than three quarters of Directors to assent to the resolution within the time specified;
- 25.5.2. may be made through the use of electronic means;
- 25.5.3. must comply with any policies and procedures regarding the passing of Board resolutions as determined by the Board; and
- 25.5.4. must be noted in the minutes of the next Monthly Meeting.

25.6. Irregularities in appointment

All acts done at any Board meeting or by any individual acting as a Director are valid even if it is later discovered that there was some defect in the appointment of a person as a Director or the person not being entitled to vote.

25.7. Minutes

- 25.7.1. Minutes of Board meetings will include a record of the resolutions and proceedings of the meeting, and will be kept in accordance with 22.4.3(b);
- 25.7.2. Minutes of Board meetings will only be published if the Board so directs and only in the manner it directs.
- 25.7.3. Minutes must be confirmed by the Board and signed by the Chairperson at the next Monthly Meeting.

25.8. Committees

- 25.8.1. The Board may appoint such Committees as it deems necessary from time to time, and in appointing such Committees must define the powers, functions and composition of each Committee, including but not limited to the delegation of any powers in accordance with rule 24.1.7(a).
- 25.8.2. The Chairperson will be a member of each Committee and, if the Committee is a voting Committee, the Chairperson shall hold a vote.
- 25.8.3. The CEO will be a non-voting member of each Committee.

PART 4 – GENERAL MEETINGS

26. Annual General Meetings

- 26.1. The Board must call an AGM as required by the Act.
- 26.2. The Association must hold its first AGM within 18 months after the incorporation of the Association and thereafter must be held within five (5) months of the end of the last financial year.
- 26.3. The order of business at AGMs shall be:
 - 26.3.1. confirming the minutes of the previous AGM and of any special General Meeting held since that previous AGM;
 - 26.3.2. consideration of the Association's annual financial report, the Board report, and the auditor's report;
 - 26.3.3. appointment of an auditor; and
 - 26.3.4. any other business requiring consideration by the Association in a General Meeting.
- 26.4. All other business transacted at an AGM shall be special business.

27. General Meetings

- 27.1. Any General Meeting that is not an AGM is a special General Meeting, and all business transacted at a General Meeting will be deemed special business.
- 27.2. No business other than the business specified in the notice convening a General Meeting is to be transacted at the General Meeting.
- 27.3. Subject to rule 28.3, the Board may call a General Meeting at any time.
- 27.4. A General Meeting may only be held on an Academic Day.
- 27.5. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any virtual meeting technology that provides the Members as a whole with a reasonable opportunity to participate, including the ability to hear and be heard.
- 27.6. A Member who participates in a General Meeting using the virtual meeting technology prescribed by the Board is taken to be present in person at the General Meeting and, if the Member votes at the meeting using the virtual meeting technology prescribed, is taken to have voted in person.

28. Member's requisition of General Meetings

- 28.1. The Members may requisition a General Meeting upon requisition in writing of not less than 1000 of the Members.
- 28.2. A requisition for a General Meeting called by Members:
 - 28.2.1. must state the purpose or purposes for the General Meeting;
 - 28.2.2. must include:

- (a) each Member's Student identification number issued by the University; and
 - (b) must be signed by the Members making the request;
- 28.2.3. must be lodged in writing with the Public Officer; and
- 28.2.4. may consist of several documents in a similar form, each signed by one or more of the Members making the request.
- 28.3. The Board must give notice of a General Meeting requisitioned by Members within 21 days of the requisition for the General Meeting being lodged.
- 28.4. If the Board fails to give notice of the requisitioned General Meeting within 21 days of the requisition being lodged, any one or more of the Members who requisitioned the General Meeting may convene a General Meeting within three months after that date.
- 28.5. A General Meeting requisitioned by Members must be convened in the same manner as nearly as practical as a General Meeting convened by the Board.
- 28.6. The reasonable costs of convening and conducting the meeting must be borne by the Association.

29. Notice of General Meetings

- 29.1. Notice of a General Meeting must be given as follows:
 - 29.1.1. at least 15 Academic Days' notice must be given if a Special Resolution of Members is to be proposed at the meeting; or
 - 29.1.2. at least 10 Academic Days' notice must be given in any other case.
- 29.2. Notice of a General Meeting must be given to:
 - 29.2.1. each Member;
 - 29.2.2. each Director; and
 - 29.2.3. the auditor for any Annual General Meeting or any General Meeting regarding the appointment or removal of the auditor.
- 29.3. The Association must give notice of a General Meeting to Members by:
 - 29.3.1. sending the notice to their email address recorded in the Register of Members;
 - 29.3.2. publishing the notice on the Association's website; and
 - 29.3.3. publishing the notice on any of the Association's social media channels.
- 29.4. Service of a notice of General Meeting is taken to be affected on the day the email is sent in accordance with rule 29.3.1.
- 29.5. Notice of a General Meeting must include:

- 29.5.1. the time, date and place of the General Meeting and if any virtual meeting technology to be used to facilitate the General Meeting;
 - 29.5.2. if virtual meeting technology is to be used to facilitate the General Meeting, sufficient information to allow the Members to participate in the General Meeting by means of the virtual meeting technology; and
 - 29.5.3. if a Special Resolution of Members is to be proposed at the General Meeting, the words of the proposed Special Resolution of Members.
- 29.6. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.
- 29.7. A Member's attendance at a General Meeting waives any objection that the Member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

30. Proceedings at General Meetings

30.1. Quorum

- 30.1.1. The quorum for an Annual General Meeting will be the number of Members present and entitled to vote that is equal to the number of Directors required for a quorum for a Board meeting under rule 25.3.
- 30.1.2. The quorum for a special General Meeting and for special business conducted at an Annual General Meeting will be at least 75 Members.
- 30.1.3. No business may be conducted at a General Meeting if a quorum is not present.
- 30.1.4. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - (a) if the General Meeting was convened by or on the requisition of Members, the General Meeting is dissolved; and
 - (b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice in writing to the Members and any other persons entitled to notice of the General Meeting.
- 30.1.5. If at the adjourned General Meeting a quorum is not present within 30 minutes from the time appointed for the General Meeting, the General Meeting will lapse.

30.2. Chairperson

- 30.2.1. The Chairperson will preside as chairperson of each General Meeting.
- 30.2.2. If:
 - (a) there is no Chairperson;

- (b) the Chairperson is not present within 15 minutes after the time appointed for the commencement of the General Meeting;
- (c) the Chairperson is present but is unable or unwilling to act as chairperson of the General Meeting or of part of the General Meeting,

then the following persons will preside as chairperson of the General Meeting in the order of precedence:

- (d) any other Director present who has been appointed as chairperson by a simple majority of the other Directors present; or
- (e) a person present chosen by a simple majority of the Members present and entitled to vote.

30.2.3. The chairperson of a General Meeting is responsible for the conduct of the General Meeting and any question arising at a General Meeting relating to the order of business, procedure or conduct of the General Meeting must be referred to the chairperson whose decision is final.

30.2.4. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the General Meeting:

- (a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion, or resolution being considered by the General Meeting;
- (b) terminate debate or discussion at the General Meeting; and
- (c) adopt any procedures for casting or recording votes at the General Meeting that enable all Members present to participate.

30.2.5. Subject to approval by Ordinary Resolution of the Members present, the chairperson of a General Meeting may at any time during a General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

30.2.6. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.

31. Voting at General Meetings

31.1. Voting rights

- 31.1.1. A Member is not entitled to vote at a General Meeting unless all fees due and payable by the Member to the Association have been paid.
- 31.1.2. Upon any motion arising at a General Meeting, each Member entitled to vote has one vote.
- 31.1.3. Votes must be given in person or by using simultaneous electronic means including through virtual meeting technology.

31.1.4. An objection to the qualification of a Member to vote at a General Meeting:

- (a) must be raised before or at the General Meeting at which the vote objected to is given or tendered; and
- (b) must be referred to the chairperson of the General Meeting whose decision on the qualification to vote is final.

31.2. **Decisions at General Meetings**

31.2.1. Motions arising at a General Meeting are to be decided by Ordinary Resolution, unless otherwise required by this Constitution or the Act.

31.2.2. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with rule 31.3. On a show of hands, the declaration by the chairperson of the General Meeting is conclusive evidence of the result.

31.2.3. In the case of an equality of votes on any proposed resolution, the chairperson of the General Meeting shall have a deliberative but not a casting vote, and the proposed resolution will not pass.

31.3. **Voting by poll**

31.3.1. A poll may be demanded by:

- (a) the chairperson of the General Meeting; or
- (b) at least five Members entitled to vote on the resolution and present in person or by virtual meeting technology at the General Meeting.

31.3.2. If a poll is demanded in accordance with rule 31.3.1:

- (a) it must be taken when and in the manner the chairperson of the General Meeting directs including in relation to how votes of Members attending by technology are to be collected; and
- (b) The result of the poll will be the resolution of the General Meeting. Neither the chairperson of the General Meeting nor the minutes of the General Meeting need to state the number or proportion of the votes recorded in favour or against.

31.3.3. A demand for a poll at a General Meeting does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.

31.3.4. A poll on the election of a chairperson of a General Meeting or on the question of an adjournment of a General Meeting must be taken immediately.

31.3.5. A demand for a poll at a General Meeting may be withdrawn.

32. Minutes

- 32.1. Proper minutes of all proceedings of General Meetings of the Association will be entered within two weeks after the relevant meeting in minute books (which may be in electronic form) kept for that purpose.
- 32.2. The minutes must be:
 - 32.2.1. confirmed by the Members at a subsequent meeting; and
 - 32.2.2. signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 32.3. Where minutes are entered and signed, they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a meeting will be deemed to be valid.

33. Cancellation of General Meetings

- 33.1. The Board may cancel, postpone or change the venue of a General Meeting at any time prior to the meeting except in the case of a General Meeting called by the requisition of Members.
- 33.2. The Board must give notice as soon as reasonably practicable of the postponement, cancellation or change of venue of a General Meeting to all persons entitled to receive notices of a General Meeting.

PART 5 – FINANCIAL MANAGEMENT

34. Financial Year

The first financial year of the Association shall be period commencing on 1 January 2026 and ending 31 December 2026, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

35. Accounts to be kept

The Association must make and keep such written financial records that:

- 35.1. are necessary to correctly record and explain the financial transactions, financial position and performance of the Association in accordance with the Act; and
- 35.2. enable true and fair financial statements to be prepared and to be audited.

36. Accounts and report to be laid before members

The annual financial report, the Board report and the auditor's report:

- 36.1. will be laid before Members at the Annual General Meeting; and
- 36.2. must be delivered to the University Council and published on the website of the Association within 5 working days of the AGM taking place.

37. Periodic returns

The Association shall lodge an annual return with Consumer and Business Services or the ACNC, whichever is applicable, within six months after the end of each Financial Year. The annual return must be accompanied by a copy of the Association's accounts, the auditor's report and the Board's report.

38. Appointment of auditor

- 38.1. At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.
- 38.2. The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 38.3. If an appointment is not made at an AGM, the Board shall appoint an auditor for the current Financial Year.

39. Prohibition on profits

- 39.1. The Association must not conduct its affairs in a manner calculated to secure a pecuniary profit for any Member or associates of any Member.
- 39.2. The income, assets and capital of the Association must be applied exclusively in promotion of the Purposes and no portion of the income, capital or assets of the Association may be paid, distributed or transferred, directly or indirectly, to any Member or their associates, except as bona fide remuneration for the following:
 - 39.2.1. paying a Member for goods or services they have provided to the Association at fair and reasonable rates or rates more favourable to the Association
 - 39.2.2. reimbursing a Member for reasonable expenses they have properly incurred on behalf of the Association;
 - 39.2.3. making a reasonable payment to a Member in carrying out the Purposes; or
 - 39.2.4. making a reasonable payment for any other bona fide reason related to the attainment of the Purposes.

PART 6 – MISCELLANEOUS

40. Inspection of records

- 40.1. A Member is entitled to request a copy of the following documents free of charge:
 - 40.1.1. the Constitution;
 - 40.1.2. the Regulations and by-laws; and
 - 40.1.3. the minutes of a General Meeting.
- 40.2. A Member, other than a Director, does not have the right to inspect any other books, records or documents of the Association except as provided by law or authorised by the Board.

- 40.3. The Board must allow authorised officers of the University Council to, in accordance with the resolutions of the University Council, have access at all reasonable times to the books and records of the affairs and business of the Association.

41. Common seal

The Association will have a common seal, which must be kept in the custody of the CEO. The common seal must only be used with the authority of the Board. Every instrument to which the common seal is affixed must be signed by the CEO and the Chairperson. If the Chairperson is unwilling or unable to act, then the Board must appoint another Student Elected Director to sign in the Chairperson's place. The Board may not delegate its power to use the common seal.

42. Amendment of Constitution

- 42.1. The Constitution may only be altered by referendum in accordance with this rule 41.
- 42.2. The CEO must call a referendum for Members to vote upon any proposed amendment to this Constitution when directed by the Board following the receipt and validation of a petition signed by at least 1,000 Members or where directed by a Special Resolution of the Board. The petition must clearly specify the proposed amendment.
- 42.3. A referendum must be conducted by a secret ballot and may be held electronically.
- 42.4. A referendum motion is passed if:
- 42.4.1. at least 7.5% of Members cast valid votes; and
 - 42.4.2. the number of valid votes in favour exceeds the number of valid votes against.
- 42.5. The Board must give notice of a referendum to the Members by sending it to their email address recorded in the Register of Members and by:
- 42.5.1. publishing the notice on the Association's website; and
 - 42.5.2. publishing the notice on any of the Association's social media channels.
- 42.6. Service of the notice is taken to be affected on the day the email is sent.
- 42.7. Notice of a referendum must include the motion(s) to be voted on and times, methods and/or places of voting.
- 42.8. The accidental failure to give notice of a referendum to any Member will not invalidate any aspect of the conduct of the referendum or any motion passed by the referendum.
- 42.9. Voting must remain open for a minimum of 3 Academic Days.
- 42.10. No amendment to the Constitution will take effect unless and until it is approved by resolution of the University Council.

- 42.11. Alterations to the Constitution shall be registered with Consumer and Business Services as required by the Act.

43. Interpretation of Constitution

The interpretation of the Constitution is the responsibility of the Board. Questions of interpretation of the Constitution must be determined by the Board.

44. Dispute resolution

The Regulations will prescribe the dispute resolution procedure for disputes between:

- 44.1. a Member and another Member;
- 44.2. a Member and the Association; and
- 44.3. an Affiliate and the Association.

45. Winding up

- 45.1. The Association may be wound up at any time by a Special Resolution of the Members and in accordance with the Act.
- 45.2. Upon winding up, any Surplus Assets must not be distributed to a Member or a former Member.
- 45.3. Subject to the Act, any other applicable laws and any court order, any Surplus Assets that remain after the Association is wound up must be distributed to:
 - 45.3.1. an entity nominated by the University, which entity has been approved by the University to be a student association for the University; or
 - 45.3.2. if and only if no such entity has been nominated by the University before the Association is wound up, one or more charities or organisations:
 - (a) with purposes similar to or inclusive of the purposes of the Association; and
 - (b) which prohibits the distribution of any income and/or assets to its members to at least the same extent as the Association.
- 45.4. The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up.
- 45.5. If the Members do not make this decision, the Association may apply to the Supreme Court of South Australia to make this decision.

46. Indemnity

- 46.1. Each Director, officer or employee of the Association is indemnified by the Association from and against all loss, damages and expenses paid or incurred by them as a Director, officer or employee of the Association (as the case may be) in the proper exercise of their duties.
- 46.2. No Member, Director or officer or employee of the Association is liable for:

- 46.2.1. the errors or defaults of any other Member or Director;
 - 46.2.2. any defect of title to any property acquired by or on behalf of the Association;
 - 46.2.3. any loss or damage arising from the insolvency or tortious act of any person controlling any property of the Association; or
 - 46.2.4. any other loss or damage to the Association,
- unless due to the default of the Member, Director or officer or employee of the Association.

47. Initial Members and Transition Board Directors

- 47.1. There will be a transition board of the Association who will hold office from the commencement of the Association until the Board elected in the first election of Student Elected Directors takes office (**Transition Board**). The Transition Board will comprise of:
 - 47.1.1. 3 Initial Student Directors appointed by USASA, one of whom will be the president of USASA;
 - 47.1.2. 3 Initial Student Directors appointed by YouX, one of whom will be the president of YouX;
 - 47.1.3. 2 External Directors who will be appointed by the University Council in consultation with USASA and YouX who satisfies the criteria set out in rule 18; and
 - 47.1.4. 2 University Representative Directors appointed by the University Council, one of which will be the Deputy Vice Chancellor Student Experience and Success or their delegate in accordance with rule 19 and the other being a suitable University staff member who was previously employed by either the University of Adelaide or the University of South Australia, whichever is the alternate university to the Deputy Vice Chancellor Student Experience and Success or their delegate.
- 47.2. The role of Chairperson of the Transition Board will be jointly shared by:
 - 47.2.1. 1 Initial Student Director appointed by the Initial Student Directors in 47.1.1; and
 - 47.2.2. 1 Initial Student Director appointed by the Initial Student Directors in 47.1.2.
- 47.3. Until such time as the CEO is appointed, a member of the Transition Board shall be appointed as the Public Officer.
- 47.4. The First Election will elect 10 Student Elected Directors. The highest polling candidates, starting from the top of the polling list, will be offered 2-year terms until 5 candidates have accepted. The next highest polling candidates will then be offered 1-year terms until 5 have accepted.
- 47.5. The First Election must be held by the Transition Board in sufficient time for the Student Elected Directors elected in the First Election to take office on and from 1 June 2026.

- 47.6. The term of the Transition Board will end on 31 May 2026.
- 47.7. The terms of the Student Elected Directors elected in the first election will be as follows:
 - 47.7.1. the Student Elected Directors elected for 1-year terms will hold office until 30 November 2027; and
 - 47.7.2. the Student Elected Directors elected for 2-year terms will hold office until 30 November 2028.
- 47.8. Despite any other rule in this constitution, the terms of the External Directors and University Representative Directors appointed to the Transition Board will expire on 30 November 2026 and may be re-appointed in accordance with rules 18 and 19 respectively.
- 47.9. Despite rule 5:
 - 47.9.1. effective on incorporation of the Association, the initial Members of the Association will be the Initial Student Directors appointed under rules 47.1.1 and 47.1.2; and
 - 47.9.2. effective from 5 January 2026, all 2025 members of USASA and YouX who enrol to be students at the University in 2026, will be Ordinary Members of the Association unless they opt out.