UniSC STUDENT GUILD

CONSTITUTION

30 APRIL 2026

CPRG

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1. Introductory provisions

1.1. Definitions

1.1.1. In this Constitution:

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

b. **annual elections** mean the annual elections of Student Board Members and SRC Members, which may be conducted together or separately, as provided for in this Constitution and the Regulations;

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

d. **body corporate** means a legal entity that is legally separate from its members;

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

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

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

h. **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;

i. **employee** means a person engaged by the Student Guild under a contract of employment on a permanent or fixed-term basis, but does not include casual employees or contractors;

j. **External Board Member** means a Board Member who:

i is not a Student as defined in this Constitution; and

ii may be a University employee, University alumnus, local business, community or education representative or other person; and

iii possesses skills, experience or expertise determined by the Board from time to time to be required for the effective governance of the Student Guild;

k. **member** means a Student who has not opted out of membership of the Student Guild in accordance with clause 3.1.3;

l. **officer** means a Board Member, SRC Member, Committee Member, Principal Executive Officer or employee of the Student Guild;

m. **Principal Executive Officer** means the most senior employee of the Student Guild, appointed by the Board in accordance with clause 10.1;

n. **quorum** means the minimum number and composition of Board Members who must be present in order to constitute a valid Board meeting, or the minimum number of members who must be present in order to constitute a valid general meeting;

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

p. **Returning Officer** means the independent person appointed by the Board to conduct annual elections in accordance with this Constitution and the Regulations;

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

r. **special resolution** means a resolution carried by the vote of at least 75% of Board Members who are present and voting at a Board meeting;

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

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

u. **Student** means a person enrolled in a formal program of learning with the University, as defined by the University, and who has not ceased to be so enrolled for a continuous period of six months or more;

v. **Student Board Member** means:

   i an elected Student Board Member who is elected to the Board in accordance with this Constitution and the Regulations; and

   ii the SRC Chair, while holding office as SRC Chair;

w. **Student Guild** means The University of the Sunshine Coast Student Guild;

x. **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;

y. **University** means University of the Sunshine Coast;

z. **University Act** means the *University of the Sunshine Coast Act 1998*;

aa. **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 The University of the Sunshine Coast 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, a word or expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the University Act or the ACNC Act, the same meaning as in that provision of the respective 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, a Committee or a person acting under the direction of the Board or a Committee 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.

1.7. Not-for-profit

1.7.1. 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 officer or member.

1.7.2. Notwithstanding clause 1.7.1, nothing in this Constitution prevents 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.

2. Objects and powers

2.1. Objects

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

a. advance and promote the interests, welfare, safety and wellbeing of Students, including their social, cultural, educational and economic interests, and support equitable access to opportunities for Students;

b. support and enhance the Student experience and education of Students, including by promoting participation in University life in a safe and inclusive environment;

c. represent the collective voice of Students and advocate for Student interests within the University and to external stakeholders on matters affecting Students, including by seeking and maintaining appropriate Student representation in the decision-making and governance processes of the University;

d. act as a means of communication between Students and the University and foster constructive, respectful and transparent relationships within the University community;

e. provide, establish, operate and manage services, activities, amenities and facilities of a non-academic nature for the benefit of Students, including cultural, sporting, welfare, recreational, social and commercial facilities and services;

f. support and encourage Student participation in clubs, societies, cultural, sporting, recreational, social and extracurricular activities;

g. provide opportunities for the dissemination, discussion and debate of matters of interest to Students;

h. operate independently and on a non-partisan and non-sectarian basis; and

i. do all things incidental or conducive to the attainment of these objects.

2.2. Powers

2.2.1. Solely for furthering the objects under clause 2.1 and in accordance with Sections 36 and 37 of the University Act, the Student Guild has all the powers of an individual including, without limitation, the power to acquire, hold, dispose of and deal with property.

3. Membership

3.1. Members

3.1.1. A person is only eligible to be a member of the Student Guild if they are a Student.

3.1.2. Subject to clause 3.1.3, a person who enrols as a Student is taken to have agreed to become a member of the Student Guild upon enrolment.

3.1.3. A Student may opt out of membership of the Student Guild by giving notice in writing in the manner determined by the Student Guild.

3.1.4. A Student who opts out under clause 3.1.3 is taken not to be a member of the Student Guild from the date the opt-out takes effect and is not eligible to nominate for, be elected to, or hold office as a Board Member, SRC Member or member of any Committee of the Student Guild.

3.2. Membership fee

3.2.1. No membership fee is payable to the Student Guild.

4. The Board

4.1. Board composition

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

a. up to five elected Student Board Members;

b. the SRC Chair, who is also a Student; and

c. up to three External Board Members.

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

4.1.3. Except for the SRC Chair, no member may serve both on the Board and in any other elected Student Guild role at the same time. For the avoidance of doubt, holding office in a Student Guild affiliated club or society does not constitute an elected Student Guild role for the purpose of this clause.

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

a. is at least 18 years of age;

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

c. is not an employee of the Student Guild.

4.2. President and Vice President

4.2.1. The Board appoints a President and Vice President from among the Board Members, in accordance with the Regulations.

4.2.2. A Board Member may be reappointed as President or Vice President while they remain a Board Member, provided that no Board Member may serve more than 24 consecutive months as President.

4.3. Board Secretary

4.3.1. The Board must ensure that a Board Secretary is appointed. The Principal Executive Officer acts as the Board Secretary unless the Board determines otherwise.

4.4. Functions and powers of Board

4.4.1. 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.

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

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

4.5. Duties of Board Members

4.5.1. 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.

4.5.2. Board Members must participate in induction and ongoing governance training, including annual governance training, in accordance with the Regulations.

4.6. Terms of office for Board Members

4.6.1. Elected Student Board Members take office from the date specified in the Regulations and hold office for a term of two years.

4.6.2. Subject to the Regulations, elected Student Board Members retire on a rotational basis with, as nearly as practicable, half of the elected Student Board Members vacating office each year.

4.6.3. An elected Student Board Member must not serve more than three consecutive full two-year terms.

4.6.4. Despite clause 4.6.3, the Board may, by special resolution, approve an elected Student Board Member to continue to hold office for one additional term of up to two years in exceptional circumstances, if the Board determines that doing so is in the best interests of the Student Guild and records the reasons for that decision.

4.6.5. The SRC Chair takes office from the date specified in the Regulations and holds office on the Board for the duration of their term as SRC Chair, but must not serve as a Board Member in that capacity for more than six consecutive full one-year terms.

4.6.6. External Board Members take office from the date of their appointment, or another date determined by the Board, and hold office for an initial term of one year.

4.6.7. The Board may, by resolution, extend the appointment of an External Board Member for further periods of one year at a time, having regard to the skills and experience required for the effective governance of the Student Guild.

4.6.8. The Board may grant a leave of absence to a Board Member on request, on the terms and for the period determined by the Board.

4.6.9. If it is not reasonably practicable for a Board Member to request a leave of absence in advance, the Board may approve a leave of absence retrospectively at its next meeting.

4.7. Material personal interests

4.7.1. 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.

4.7.2. 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.

4.7.3. 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.

4.7.4. The Board must maintain a register of declared interests that records all disclosures made under this clause.

4.8. Vacation of office of a Board Member

4.8.1. 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 President. Such resignation takes effect at:

i the time the notice is received by the President; 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 disqualified from managing the affairs of a body corporate;

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

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

4.8.2. A Board Member's position may be declared vacant by resolution of the Board if the Board Member:

a. is removed from office at a Board meeting in accordance with clause 4.9;

b. is absent from two Board meetings in any 12-month period without approval of the Board; or

c. fails or refuses to comply with any screening, background or integrity checks required by law or by the Student Guild from time to time.

4.9. Suspension or removal of Board Member by the Board

4.9.1. A Board Member may be either suspended or removed from office by a resolution of the Board, provided that:

a. at least 14 days' prior 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.

4.9.2. The grounds for suspension or removal of a Board Member under clause 4.9.1 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 failed to perform, or demonstrated unsatisfactory performance in, their duties and designated responsibilities of a Board Member;

e. failed to comply with their duties set out at clause 4.5.

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

4.10. Appeal against suspension or removal by the Board

4.10.1. A Board Member who has been suspended or removed under clause 4.9 may appeal the decision by submitting a written notice of appeal to the Board Secretary no later than 10 days after receiving the notice of suspension or removal.

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

4.10.3. The appeals panel must hold the appeal meeting no later than 28 days after the Board Secretary receives the notice of intention to appeal.

4.10.4. 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.

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

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

4.10.7. If the appeals panel sets aside a decision of the Board on procedural grounds, the Board may recommence the suspension or removal process in accordance with clause 4.9, provided that any procedural defect identified by the appeals panel is remedied.

4.11. Removal of Board Member by members

4.11.1. Subject to clauses 4.11.2 and 4.11.3, a Board Member may be removed from office by a resolution at a general meeting if a majority of the members present and voting at the meeting vote in favour of removing the Board Member.

4.11.2. A resolution mentioned in clause 4.11.1 may not be carried at an annual general meeting.

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

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

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

4.12. Vacancies on Board

4.12.1. If a casual vacancy occurs in a Student Board Member or External Board Member position, the continuing Board Members may fill the casual vacancy as soon as practicable by appointment.

4.12.2. If a casual vacancy occurs in the position of SRC Chair, the SRC may fill the casual vacancy in accordance with the Regulations.

4.12.3. A Board Member filling a casual vacancy under this clause remains in office for the remainder of the term for the position.

4.12.4. 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, and subject to clause 4.12.1 to:

a. increase the number of Student Board Members to achieve a majority of the Board, by election or appointment permitted under clause 4.12.1;

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. Establishment and purpose

5.1.1. In accordance with clause 7.2, the SRC is established as a Committee of the Board.

5.1.2. The purpose of the SRC is to provide a democratic forum for Student voice, advocacy and engagement and to represent the interests of Students.

5.1.3. The SRC supports the objects of the Student Guild by facilitating Student participation in representation, advocacy, consultation and community life.

5.2. Functions of SRC

5.2.1. The functions of the SRC include, without limitation:

a. advocating for and representing the interests of Students on matters affecting their welfare, experience and rights;

b. providing advice, recommendations and feedback to the Board on Student issues, priorities and emerging concerns;

c. facilitating engagement between Students and the Student Guild;

d. supporting equitable, inclusive and representative Student participation across campuses and study modes;

e. contributing to the development of Student-led initiatives, campaigns and activities consistent with the objects of the Student Guild; and

f. performing any other functions delegated to it by the Board.

5.3. Delegation and governance

5.3.1. Subject to clause 7.1, the Board delegates decision-making authority to the SRC, subject to any conditions, limitations or reporting requirements determined by the Board.

5.3.2. The SRC must exercise its functions in a manner consistent with:

a. this Constitution;

b. the Regulations;

c. any delegation, direction or policy of the Board; and

d. the approved budget for the SRC.

5.3.3. The SRC may manage its internal affairs, subject to oversight by the Board and compliance with this Constitution and the Regulations.

5.4. Matters reserved to the Board

5.4.1. Despite any delegation, the SRC must not make decisions that:

a. incur expenditure beyond its approved budget;

b. approve any expenditure that would result in a direct financial benefit to an SRC Member or a related party of an SRC Member, except in accordance with the Student Guild's conflict of interest provisions and policies;

c. initiate, defend or settle legal or similar proceedings;

d. create a material financial or legal risk for the Student Guild;

e. grant, vary or permit any security or encumbrance over Student Guild assets; or

f. materially alter governance, financial or risk management frameworks of the Student Guild.

5.5. Regulations and terms of reference

5.5.1. The Board must make and keep updated Regulations relating to the SRC.

5.5.2. Without limiting clause 5.5.1, the Regulations and/or Board-approved terms of reference may provide for:

a. the composition and election of SRC members;

b. representation of Student cohorts, campuses and study modes;

c. meeting procedures and decision-making processes;

d. reporting and accountability to the Board; and

e. support, training and administrative arrangements.

5.6. Oversight and accountability

5.6.1. The SRC must report to the Board in the manner and at the times determined by the Board.

5.6.2. The Board may review, amend or withdraw any delegation to the SRC if it reasonably considers this necessary to ensure compliance, financial sustainability or proper governance of the Student Guild.

6. Elections and appointments

6.1. Election of Student Board Members and SRC Members

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

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

6.1.3. The SRC Chair serves as an ex-officio Student Board Member in accordance with clause 4.1.1.b.

6.2. Appointment of External Board Members

6.2.1. The Board 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 this Constitution and the Regulations.

6.3. Annual elections

6.3.1. The annual elections for each of the Board and the SRC must be conducted prior to 31 October each year. The timing of the annual elections must be determined so as to maximise student awareness and participation, and must not be scheduled wholly within a period when a substantial proportion of students are not engaged in study or are unlikely to reasonably participate.

6.3.2. The annual elections must be conducted by voluntary and secret ballot and may be conducted electronically.

6.3.3. A member may nominate for election to both the Board and the SRC in the annual elections.

6.3.4. If a member is elected to both the Board and the SRC, the member must accept election to the Board and is taken to have declined election to the SRC. The SRC vacancy must be filled in accordance with the Regulations.

6.3.5. All members must be:

a. given reasonable notice of the annual elections in a manner determined by the Regulations; and

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

6.3.6. The Board must appoint an independent Returning Officer to conduct the annual elections in accordance with this Constitution and the Regulations.

6.4. Electoral Tribunal

6.4.1. The Board must make and keep updated Regulations providing for the establishment of an independent Electoral Tribunal and the delegation of electoral powers to that tribunal.

6.4.2. The Electoral Tribunal must consist of at least three members, each of whom must be independent of the Student Guild and possess appropriate legal or dispute-resolution expertise.

6.4.3. The members of the Electoral Tribunal must be appointed by resolution of the Board.

6.4.4. The Electoral Tribunal has authority to hear and determine:

a. appeals against decisions of the Returning Officer;

b. appeals relating to the conduct or outcome of an election;

c. complaints alleging a breach of the Regulations applying to elections; and

d. any other matter referred to it in accordance with the Regulations.

6.4.5. In exercising its authority, the Electoral Tribunal may:

a. issue directions to the Returning Officer in relation to the conduct of an election;

b. affirm, vary or set aside a decision of the Returning Officer;

c. recommend to the Board that the appointment of the Returning Officer be terminated;

d. recommend that an election, or part of an election, be declared invalid and a new election conducted; and

e. recommend disciplinary action in relation to a breach of the Regulations.

6.4.6. The Electoral Tribunal must act as promptly as practicable to resolve complaints and appeals so as to minimise disruption to Student 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.

7.2.3. A Board Committee that exercises delegated authority from the Board must operate in accordance with written terms of reference approved by the Board.

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 President or Vice President may direct the Board Secretary 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 Board Secretary 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.

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. Subject to clause 4.7.3, each Board Member present at a Board meeting is entitled to one vote.

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 President presides as chairperson;

b. if the President is absent or unwilling to act, the Vice President presides as chairperson;

c. if a President or Vice President 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 Board Secretary 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 matters, must be made available to members within 28 days of the meeting.

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 holding office at the time of the meeting, provided that the number of Student Board Members present must not be less than the number of External Board Members present.

8.3.2. If there is no quorum within 15 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 External 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. Principal Executive Officer attendance at Board meetings

8.5.1. The Principal Executive Officer 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 Principal Executive Officer to be absent from all or part of a Board meeting, where deemed necessary by the Board.

9. Meetings of members

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 business of each annual general meeting must include:

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

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

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

9.2. General meetings

9.2.1. The Student Guild must convene a general meeting if:

a. directed to do so by the Board; or

b. a written request is received from at least 1% of members at the time the request is made.

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

9.2.4. A general meeting requested or directed under clause 9.2.1 must be held no later than 28 days after the request or direction is received.

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

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

9.2.7. At each general meeting:

a. the President presides as chairperson;

b. if the President is absent or unwilling to act, the Vice President presides as chairperson;

c. if a President or Vice President has not been appointed, is not present within 15 minutes of the scheduled start time of the meeting or is unwilling to act, the members present may choose another person to chair the meeting; and

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

9.3. Notice of general meeting

9.3.1. Notice of a general meeting must be given to all members at least 14 days before the meeting, in a manner determined by the Regulations.

9.3.2. The notice must state:

a. the business to be considered at the meeting; and

b. the date, time and place of the meeting.

9.4. Voting at general meeting

9.4.1. Each member present at a general meeting is entitled to one vote.

9.4.2. A question arising at a general meeting is to be decided by a majority vote of the members 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 general meeting is decided by the Board.

9.4.4. Proxy voting is not permitted at general meetings.

9.5. Attendance and minutes

9.5.1. The Board must take reasonable steps to ensure that only current members are permitted to participate in and vote at a general meeting.

9.5.2. The Board must ensure full and accurate minutes of each general meeting are recorded.

9.5.3. To ensure the accuracy of the minutes, the minutes of each general meeting must be confirmed by the members present at a subsequent general meeting.

9.5.4. A summary of each general meeting must be made available to members within 28 days of the meeting.

9.6. Quorum and lapse of general meeting

9.6.1. The quorum for any general meeting is a number of members equal to the total number of Board Members holding office at the time of the meeting, plus one.

9.6.2. If there is no quorum within 30 minutes after the scheduled start time of a general meeting, the meeting must be adjourned to a date, time and place determined by the chairperson.

9.6.3. If a quorum is not present within 30 minutes after the scheduled start time of the adjourned meeting, the members present at that meeting form a quorum and may transact the business for which the meeting was convened.

10. Principal Executive Officer

10.1. Principal Executive Officer

10.1.1. The Principal Executive Officer is appointed by the Board and must be an individual:

a. ordinarily residing in Australia; and

b. at least 18 years of age; and

c. not disqualified from managing a corporation.

10.1.2. The Principal Executive Officer holds office on the terms and conditions and with the powers, duties and authorities, delegated to them by the Board.

10.1.3. Subject to the direction and oversight of the Board, the Principal Executive Officer is responsible for the day-to-day management and administration of the Student Guild.

11. Finance

11.1. Financial year

11.1.1. The Student Guild's financial year commences on 1 January and ends on 31 December.

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 the 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 members and the University in a manner that is reasonably accessible to them.

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 Principal Executive Officer;

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 members of any proposed amendment to or replacement of this Constitution, in a manner determined by the Regulations;

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

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

12.4. Regulations

12.4.1. The Board may make, amend or repeal Regulations relating to the activities and internal affairs of the Student Guild, provided that the Regulations are consistent with this Constitution.

12.4.2. The Board must ensure that all approved Regulations, and any approved amendments, are communicated to all members in a manner determined by the Regulations, no later than 14 days after the approval.

12.4.3. 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 indemnifies 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 insure an officer against any liability incurred in their capacity as an officer of the Student Guild, including legal costs.

12.7. University reporting

12.7.1. The Student Guild must comply with any lawful reporting, accountability or performance requirements imposed by the University in connection with funding or other support provided to the Student Guild and must provide such reports as are reasonably required under any funding agreement.

12.8. Liquor licencing

12.8.1. No payments are to be made to any person 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.

13. Winding up

13.1. Excess property on winding up

13.1.1. If the Student Guild is wound up or cancelled and any surplus assets remain after all debts and liabilities have been paid, those surplus assets must not be distributed to any individual person.

13.1.2. The surplus assets must be transferred to one or more charities that:

a. have charitable purposes similar to the Student Guild; and

b. prohibit the distribution of income or assets to individuals to an extent at least as great as that imposed on the Student Guild under this Constitution.

13.1.3. The charity or charities are to be determined by the Board at or before the time of winding up, or failing that, by the University or a court of competent jurisdiction.

14. Transition provisions

14.1. Commencement

14.1.1. This Constitution takes effect immediately upon approval by the University Council.

14.2. Transitional Board arrangements

14.2.1. Upon commencement of this Constitution, the existing Committee of Management continues in office as the Board until the Board is reconstituted in accordance with this clause.

14.2.2. The Board must, as soon as practicable and no later than 12 months after commencement of this Constitution, ensure that its composition complies with clause 4.1.

14.2.3. To give effect to the rotational terms required under clause 4.6.2, the Board must ensure that, following the first election of Student Board Members under this Constitution, one or more elected Student Board Members hold office for an initial term of less than two years.

14.2.4. During the transitional period referred to in this clause, a casual vacancy on the Board need not be filled unless:

a. the number of Board Members would otherwise fall below five; or

b. failure to fill the vacancy would result in Student Board Members not constituting a majority of the Board.

14.2.5. Where clause 14.2.4 applies, the Board may fill the casual vacancy in accordance with clause 4.12, but only to the extent necessary to address the deficiency.

14.2.6. During the transitional period, the Board may appoint External Board Members only where it reasonably considers that the skills, experience or expertise required for the effective governance of the Student Guild cannot be met by the existing Board.

14.3. Transitional SRC arrangements

14.3.1. There may be a transitional period of up to 12 months following commencement of this Constitution during which the SRC is not fully constituted in accordance with this Constitution.

14.3.2. During any transitional period, the Board may determine interim arrangements for Student representation and consultation.

14.3.3. During any transitional period in which an SRC has not been constituted, the Board may appoint a Student Board Member to perform the functions of the SRC Chair until the first SRC Chair is elected.

14.3.4. A full election for SRC Members must be conducted within 12 months of commencement of this Constitution.