



**Constitution of  
LEXSA  
(Lismore & External Students Association)  
Incorporated**

Registered business name: **LEXSA**

ABN: **79 216 280 715**

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## PART 1 - PRELIMINARY

### 1 NAME

The name of the association is the LEXSA (Lismore & External Students Association) Incorporated hereinafter referred to as 'the association'.

### 2 DEFINITIONS

(1) In this constitution:

**'ordinary committee member'** means a member of the committee who is not an office-bearer of the association.

**'secretary'** means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no person holds that office - the public officer of the association.

**'special general meeting'** means a general meeting of the association other than a general meeting or annual general meeting.

**'the Act'** means the *Associations Incorporation Act 2009* (NSW).

**'the Regulation'** means the *Associations Incorporation Regulation 2016* (NSW).

(2) In this constitution, a reference to:

(a) a **'function'** includes a reference to a power, authority and duty; and

(b) the **'exercise of a function'** includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

### **3 EFFECT OF THE CONSTITUTION**

This constitution will have effect as a contract:

- (a) between the association and each member;
  - (b) between the association and each committee member and office bearer;  
and
  - (c) between a member and each other member;
- under which each member agrees to observe and perform the clauses so far as they apply to that member.

### **4 OBJECTS OF THE ASSOCIATION**

The objects of the association are to:

- (a) empower student community by enhancing student experience;
- (b) provide support and advocacy for members;
- (c) represent the members;
- (d) establish and maintain effective communication with key stakeholders;
- (e) generate income to fund student facilities and services for the benefit of members;
- (f) develop partnerships which benefit members; and
- (g) provide Southern Cross University students at the Lismore campus and online students with activities, services and facilities which enhance their university experience.

### **5 NOT FOR PROFIT**

- (1) The income and property of the association must be applied solely for the benefit and promotion of the objects of the association as set out in this constitution and no part of the income or property will be:
  - (a) paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the members; or
  - (b) paid to committee members as fees, other remuneration or other benefit in money or money's worth.

- (2) Nothing in this clause precludes:
  - (a) payment in good faith of reasonable and proper remuneration to any committee member, office bearer or servant of the association or to any member in return for any services rendered to the association;
  - (b) in the case of any committee member or office bearer who is engaged by the association as an executive office bearer, consultant or servant, any reasonable and proper remuneration for services provided to the association; or
  - (c) the repayment of reasonable out-of-pocket expenses, properly incurred by any office bearer.
- (3) Any payment authorised under this clause may be made only with the prior written approval of the committee.
  - (a) for goods supplied in the ordinary and usual course of business;
  - (b) of interest at a reasonable commercial rate on money borrowed from any member;
  - (c) of reasonable commercial rent for premises demised, let or licensed by any member to the association;
  - (d) of remuneration to any office-bearers or servants of the association in return for any services rendered to the association in a professional or technical capacity, if the committee considers that the provision of the service is on reasonable commercial terms and such payment has the prior approval of the committee;
  - (e) of out-of-pocket or travel expenses incurred by an office-bearers in the performance of any duty as an office-bearers of the association where the amount payable does not exceed any amount previously approved by committee; or
  - (f) of any salary or wage to an employee of the association where the terms of employment have been approved by committee.

## **6 DEDUCTIBLE GIFT RECIPIENT**

If the endorsement of the association as a deductible gift recipient is revoked, or the association's gift fund is dissolved, any surplus:

- (a) gifts of money or property for the principle purpose of the association;
- (b) contributions made in relation to an eligible fundraising event held for the principle purpose of the association; or
- (c) money received by the association because of such gifts and contributions;

shall be transferred to another registered charity to which tax-deductible gifts can be made.

## **7 CONSTITUTION AND POLICIES & PROCEDURES**

This constitution is to be read in conjunction with LEXSA (Lismore & External Students Association) Policies and Procedures.

- (a) Policies & procedures should not be in conflict with this constitution.
- (b) In the event of any conflict between LEXSA (Lismore External Students Association) Policies and Procedures and this constitution, the constitution takes precedence.

## **PART 2 - MEMBERSHIP**

### **8 MEMBERSHIP – GENERALLY**

- (1) A person is eligible to be a member of the association if:
  - (a) the person is a natural person;
  - (b) currently enrolled as a student at Southern Cross University; and
  - (c) the person has applied and been approved for membership of the association in accordance with clause 8.
- (2) A person is taken to be a member of the association if:
  - (a) the person is a natural person; and
  - (b) the person was, in the case of:
    - (i) an unincorporated body that is registered as the association, a member of that unincorporated body immediately before the registration of the association;
    - (ii) an association that is amalgamated to form the relevant association, a member of that other association immediately before the amalgamation; or
    - (iii) a registrable corporation that is registered as an association, a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6(1)(a) of the Act was made.

### **9 MEMBERSHIP – APPLICATION**

- (1) An application for membership of the association must be:
  - (a) made in writing, including by email or other electronic means if the committee so determines, in the form determined by the committee;and



- (b) lodged, including by email or other electronic means if the committee so determines, with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the applicant in writing, including by email or other electronic means if the committee so determines, that the committee approved or rejected the application; and
  - (b) if the committee approved the application, request the applicant to pay, within the period of 28 days after receipt by the applicant of the notification, the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, upon payment by the applicant of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

## **10 MEMBERSHIP – CESSATION**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies;
  - (b) resigns membership;
  - (c) is expelled from the association;
  - (d) fails to pay the annual membership fee under clause 8(2) within 3 months after the fee is due; or
  - (e) ceases to be an enrolled student at Southern Cross University.

## **11 MEMBERSHIP – ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

## **12 MEMBERSHIP – RESIGNATION**

- (1) A member of the association may resign from membership of the association by first giving written notice to the secretary of at least 1 month, or any other period that the committee may determine, of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **13 MEMBERS – REGISTER**

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential and/or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association; or
  - (b) if the association has no premises, at the association's official address.
- (3) Details contained in the register of members may be made available for inspection to members subject to the association's 'Documents Policy & Procedures'.

- (4) If a member requests that any information contained on the register of members about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event or material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form, it must be convertible into hard copy.

#### **14 MEMBERS – FEES AND SUBSCRIPTIONS**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by subclause (2)(b), before the first day of the financial year of the association in each calendar year; or
  - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year - on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

#### **15 MEMBERS – LIABILITIES**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association, or the costs, charges and expenses associated with winding up of the association, is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 13.

## **16 MEMBERS – RESOLUTION OF DISPUTES**

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983 (NSW).
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 (NSW) applies to a dispute referred to arbitration.

## **17 MEMBERS – DISCIPLINING**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned;
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

- (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 17.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 17; whichever is the later.

## **18 MEMBERS – RIGHT OF APPEAL**

- (1) A member may appeal, to the association, against a resolution of the committee under clause 16 within 7 days after notice of the resolution is served on the member by lodging a notice to that effect with the secretary.
- (2) The notice may be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

- (4) At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted;
  - (b) the committee and the member must be given the opportunity to state their respective cases orally, in writing or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **PART 3 - COMMITTEE**

### **19 COMMITTEE – POWERS**

Subject to the Act, the Regulation, this constitution and any resolution passed by the association, the committee:

- (a) is to control and manage the affairs of the association;
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association; and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **20 COMMITTEE – COMPOSITION AND MEMBERSHIP**

- (1) The committee is to consist of:
  - (a) the office-bearers of the association; and
  - (b) at least 3 ordinary committee members each of whom is to be elected at the annual general meeting of the association under clause 33(2)(c).
- (2) The total number of committee members is to be 13.
- (3) The office-bearers of the association include:
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer; and
  - (d) the secretary.
- (4) There are nine ordinary committee members.
- (5) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (6) The maximum number of consecutive terms for which a committee member may hold office is two terms.

- (7) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting following the date of the member's election and is eligible for re-election.

## **21 COMMITTEE – ELECTION**

- (1) Nominations of candidates for election as office-bearers of the association must be:
  - (a) made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer of the association must be a member of the association.



## **22 OFFICE BEARER – PRESIDENT**

It is the duty of the president to:

- (a) preside over the meetings of the committee and association and ensure that the business of such meetings is conducted in a timely and efficient manner;
- (b) act as the principal spokesperson for the association unless otherwise delegated by the committee to another member of the committee;
- (c) initiate business that is appropriate for action by the association; and
- (d) act on behalf of the committee and be the liaison between the association's employees and the committee unless otherwise delegated by the committee to another member of the committee.

## **23 OFFICE BEARER – VICE-PRESIDENT**

It is the duty of the vice-president to undertake the duties of the president, as outlined in clause 22, if the president is absent.

## **24 OFFICE BEARER – SECRETARY**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) the appointment of office-bearers and members of the committee;
  - (b) the names of members of the committee present at committee meetings, and
  - (c) all proceedings at committee meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **25 OFFICE BEARER – TREASURER**

It is the duty of the treasurer of the association to ensure that:

- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## **26 COMMITTEE – CASUAL VACANCIES**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies;
  - (b) ceases to be a member of the association;
  - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth) of the Commonwealth;
  - (d) resigns office by notice in writing given to the secretary;
  - (e) is removed from office under clause 19;
  - (f) becomes a mentally incapacitated person;
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee;
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; OR
  - (i) is prohibited from being a director of a company under Part 2D.6 of the *Corporations Act 2001* (Cth).

## **27 COMMITTEE – REMOVAL OF MEMBERS**

- (1) The association may pass a motion at a general meeting removing any member of the committee from office before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed motion under subclause (1) relates makes representations in writing to the secretary or president and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the motion is to be considered.

## **28 COMMITTEE – MEETINGS AND QUORUM**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three (3) members of the committee including at least one office bearer constitute a quorum for the transaction of the business of a meeting of the committee.

- (6) A quorum of committee members must be present throughout each committee meeting. If a quorum is not present at any time the meeting is not validly convened but without affecting the validity of any business conducted before the absence of a quorum occurs.
- (7) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
  - (a) the president or, in the president's absence the vice-president, is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee as chosen by the members present at the meeting is to preside.

## **29 COMMITTEE – USE OF TECHNOLOGY AT MEETINGS**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **30 COMMITTEE – DELEGATION TO SUB-COMMITTEE**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as

the committee thinks fit) the exercise of such functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A delegated function under this clause may be exercised from time to time by the subcommittee in accordance with the terms of the instrument until the delegated function is revoked.
  - (3) A delegated function under this clause may be made subject to conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument.
  - (4) Despite any delegation under this clause, the committee may continue to exercise any functions delegated.
  - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
  - (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
  - (7) A sub-committee may meet and adjourn as it thinks proper.

### **31 COMMITTEE – VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 27(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **32 COMMITTEE – EXECUTION OF DOCUMENTS**

The association executes a document if the document is signed by:

- (a) two committee members;
- (b) one committee member where authorised by resolution of a committee meeting; or
- (c) the committee member and the public officer, where authorised by the committee.

## **PART 4 - MEETINGS**

### **33 ANNUAL GENERAL MEETING – GENERAL**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year; or
  - (b) within such further time as may be allowed by the secretary or prescribed by the Regulation.

### **34 ANNUAL GENERAL MEETING – CALLING AND BUSINESS**

- (1) The annual general meeting of the association is, subject to the Act and to clause 32, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include:
  - (a) confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) receiving reports from the committee on the activities of the association during the preceding financial year;
  - (c) electing office-bearers and ordinary committee members of the association; and
  - (d) receiving and considering any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **35 SPECIAL GENERAL MEETING – CALLING**

- (1) The committee may convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 10 members, convene a special general meeting of the association.
- (3) A requisition for a special general meeting received from members:
  - (a) must be in writing;
  - (b) must state the purpose or purposes of the meeting;
  - (c) must be signed by the members making the requisition;
  - (d) must be lodged with the secretary; and
  - (e) may consist of several documents in a similar form each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the special general meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form; and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.



### **36 GENERAL MEETING – NOTICE**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 33(2).
- (4) A member seeking to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting.

### **37 GENERAL MEETING – QUORUM**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present, being members entitled under this constitution to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved; and

- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present, being at least 3, are to constitute a quorum.

### **38 GENERAL MEMBER – PRESIDING MEMBER**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **39 GENERAL MEETING – ADJOURNMENT**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclause (1) and subclause (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **40 GENERAL MEETING – DECISIONS**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 44 applies, any appropriate corresponding method that the committee may determine; or
  - (b) if on the motion of the chairperson, or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### **41 GENERAL MEETING – SPECIAL RESOLUTIONS**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

#### **42 GENERAL MEETING – VOTING**

- (1) On any question arising at a general meeting of the association, a member has one vote only.
- (2) In the case of an equality of votes on a question arising at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

#### **43 GENERAL MEETING – PROXY VOTES NOT PERMITTED**

Proxy voting must not be undertaken at or in respect of a general meeting.

#### **44 GENERAL MEETING – POSTAL AND/OR ELECTRONIC BALLOTS**

- (1) The association may hold a postal and/or electronic ballot to determine any issue or proposal at a general meeting other than an appeal under clause 17.
- (2) A postal and/or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **45 GENERAL MEETING – USE OF TECHNOLOGY**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **PART 5 – MISCELLANEOUS**

### **46 INSURANCE**

- (1) The association may affect and maintain insurance.
- (2) To the extent permitted by law, the association may insure or pay any premiums on a policy of insurance for a committee member or office bearer of the association against any liability for which the association indemnifies the committee member or office bearer.

### **47 INDEMNITY – GENERAL**

To the extent permitted by law, the association may indemnify every person who is, or has been, a committee member or office bearer of the association against any liability:

- (a) incurred by them in their capacity as a committee member or office bearer, to a person other than the association, except where the liability relates to a wilful breach of duty or a contravention of sections 181 to 184 of the Corporations Act 2001 (*Cth*);
- (b) for legal costs or expenses incurred by them in defending any proceedings in which judgement is given in their favour; or
- (c) for legal costs or expenses incurred by them in defending any proceedings in which they are acquitted or the court grants relief in their favour.

### **48 INDEMNITY – RESOLUTION TO GRANT**

A committee member may vote in favour of a resolution that the association grant an indemnity pursuant to clause 46, taking insurance and paying premiums on an insurance policy pursuant to clause 45(2) even though the committee member may have a direct and material interest in the outcome of the resolution.

### **49 FUNDS – SOURCE**

- (1) The funds of the association are to be derived from:
  - (a) entrance fees and annual subscriptions of members;
  - (b) grants from Southern Cross University;
  - (c) contracts with Southern Cross University to provide services;
  - (d) donations; and
  - (e) subject to any resolution passed by the association, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Grants and contracts are anticipated and understood to be associated with and comply with the Student Services and Amenities Fee (SSAF) generated by a levy on students according to the Higher Education Support Act 2003 (Cth).

## 50 FUNDS – MANAGEMENT

- (1) Subject to any resolution passed by the association, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All payment transactions, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) persons authorised to do so by the committee and whose names are recorded in the association's register of authorised signatories for funds-management.
- (3) The authorised signatories referred to in subclause (2) must include a minimum of one committee member and a maximum of one employee.
- (4) '**Signed**' for the purposes of 'Funds – Management of' includes a system of electronic commerce or electronic funds transfer provided by an Australian authorised deposit taking institution that supports multiple

(minimum of two) electronic signatures or authorisations and provides immediate verifiable or auditable reporting.

- (5) Subject to subclause (2), the association may by resolution adopt 'Funds – Management of' clauses.
- (6) Reserves
  - (a) The committee may:
    - (i) write off from the association's earnings any amount for loss or depreciation of any property; or
    - (ii) set aside any amount of the associations profits, as a reserve fund to meet contingencies or for repairing, improving and or maintaining any of the association's property and/or for any other purposes which are conducive to the interests of the association.
  - (b) The committee may:
    - (i) invest, lend or dispose of any reserve amount in any way;
    - (ii) deal with, vary and dispose of any reserve amount for the benefit of the association;
    - (iii) divide the reserve fund into special funds; and
    - (iv) employ any reserve amount in the business of the association without being bound to keep the reserve amount separate from other assets.

## **51 CHANGE OF NAME, OBJECTS AND CONSTITUTION**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## **52 BOOKS ETC – CUSTODY**

Except as otherwise provided by this constitution, the register of members must be kept in New South Wales at the:

- (a) main premises of the association; or
- (b) association's official address.

## **53 BOOKS ETC – INSPECTION**

(1) Any member may apply to the Committee through the Secretary for the following documents to be open for inspection, free of charge, by appointment at any reasonable hour:

- (a) records, books and other financial documents of the association;
- (b) this constitution; and
- (c) minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

(3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

## **54 SERVICE OF NOTICES**

(1) For the purpose of this constitution, a notice may be served on or given to a person by:

- (a) delivering it to the person personally;
- (b) sending it by pre-paid post to the address of the person; or



- (c) sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for serving notices.
- (2) For the purpose of this constitution, unless the contrary is proved, a notice is taken to have been given or served if:
  - (a) given or served personally, on the date on which it is received by the addressee;
  - (b) sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; or
  - (c) sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **55 WINDING UP**

- (1) Subject to the Act and the Regulation, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

## **56 CONFLICTS OF INTEREST**

- (1) All conflicts of interest must be disclosed to the committee upon election to any role, staff or committee in the association. A conflict of interest includes but is not limited to:
  - (a) financial interests including, but not limited to;

- (i) decisions that may directly benefit a member, committee, staff or their relatives or others outlined in subclause 55(1)(b) below; or
  - (ii) withholding information that may impact a decision by the committee such as quotes from other tenders; or
- (b) personal interests including, but not limited to;
  - (i) sexual relations;
  - (ii) partners, marital or otherwise;
  - (iii) family including parents or guardians, siblings, children and cousins; or
  - (iv) other personal relations that are not of a professional nature.
- (2) Decisions that are made when a conflict of interest arises may be revoked.
- (3) Parties involved in conflicts of interest are not entitled to vote or contribute to items that arise in relation to those conflicts of interest as outlined above in subclause 55(1).
- (4) A committee member may disclose a conflict of interest at any time during a meeting at which point a decision may be made by the other committee members following a vote on whether to exclude the committee member disclosing a conflict of interest from the decision-making process.
- (5) If the committee believes there is a significant or pecuniary conflict of interest, or it is not in the best interests of the association for the committee member disclosing a conflict of interest to participate in the decision-making process relating to the subject matter that is the basis of the conflict of interest, the committee member disclosing a conflict of interest will be excluded.

## **57 FINANCIAL YEAR**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December; and

- (b) each period of 12 months after the expiration of the previous financial year of the association commencing on 1 January and ending on the following 31 December.

## **58 POLICES, PROCEDURES AND GUIDELINES**

- (1) All current and future policies, procedures and guidelines prepared and adopted by the association in addition to this constitution apply to all members of the association, including affiliated clubs and their members, while the policies, procedures and guidelines remain in force.
- (2) All current and future Southern Cross University policies, procedures and guidelines appearing in the 'SCU Policy Library' apply to all members of the association, including affiliated clubs and their members, while the policies, procedures and guidelines remain in force.
- (3) This constitution, including all policies, procedures and guidelines, is subject to current legislation.