

**CONSTITUTION**

**of the**

**ANU SPORT AND RECREATION  
ASSOCIATION**

**2018**

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## **PART I: ANU SPORT AND RECREATION ASSOCIATION CONSTITUTION**

### **1. INTRODUCTION**

- 1.1. The name of the Association is “The Australian National University Sport and Recreation Association Incorporated” (“**Association**”).
- 1.2. This Constitution has effect from the time at which it is approved by the Council of the University.
- 1.3. The Constitution may only be amended by a resolution:
  - a) at a special general meeting passed by a three-quarters majority of the Members entitled to vote and present at a general meeting of the Association convened for that purpose, being a meeting of which at least 21 days’ notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members of the organisation; and
  - b) approved by the Council of the University.

### **2. INTERPRETATION**

#### *Definitions*

- 2.1. In this Constitution, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1991 (ACT)*.

“**Association**” means The Australian National University Sport and Recreation Association Incorporated ABN 97 944 298.

“**Board**” means the Board of the Association.

“**Chief Executive Officer**” means the Chief Executive Officer of the Association.

“**Club**” means a club affiliated with the Association pursuant to clause 16.

“**Club Handbook**” means the document published by the Association from time to time including information for Clubs and requirements of affiliation with the Association.

~~“**Community**” means:~~

- ~~a) a graduate of a recognised higher education provider listed on the Tertiary Education Quality and Standards Agency’s National Register;~~
- ~~b) Club coaches;~~
- ~~c) someone whom, or a class of persons whom, in the opinion and at the discretion of the Board would make a significant contribution to the affairs of the Association but is not eligible for admission as an Ordinary Member.~~

“**elected or appointed member of the Sport and Recreation Board**” means a member of the Sport and Recreation Board other than the Chief Executive Officer.

“**financial year**” means the period 1 January to 31 December.

“**Member**” and Membership have the meaning set out in clauses [7](#), [8](#), [9](#) and [12](#).

“**Objects**” has the meaning given to it in clause 3.

“**register**” means the register of Members of the Association.

“**regulations**” means regulations made by the Sport and Recreation Board pursuant to clause 17.1b).

“**University**” means the Australian National University.

### *Interpretation*

2.2. The provisions of the *Legislation Act 2001* (ACT) (or its substitute) apply to and in respect of this Constitution in the same manner as those provisions would apply if this Constitution were an instrument made under that Act.

2.3. If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4. Model rules under the Act are expressly displaced by this Constitution.

## PART II: THE ASSOCIATION

### 3. OBJECTS

3.1. The objects of the Association are to:

- a) further the interests of sport, physical recreation and wellbeing among student and other Members, Clubs and the wider community;
- b) provide sporting and recreation facilities for student and other Members, Clubs and the wider community; and
- c) organise and ~~assist~~ facilitate sporting and recreational activities for student and other Members, Clubs and the wider community.

### 4. POWERS OF THE ASSOCIATION

4.1. Subject to the legal capacity and powers afforded by the Act, the Association has power to do all things incidental or conducive to further the Objects.

4.2. Without limiting the generality of clause 4.1, the Association may:

- a) acquire, hold and dispose of real or personal property;
- b) open and operate accounts with financial institutions;
- c) deal with and invest its property and money;
- d) raise and borrow money on any terms and in any manner as it thinks fit (including by accepting donations or sponsorship);
- e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- f) appoint agents to transact business on its behalf;
- g) enter into any other contract it considers necessary or desirable;
- h) affiliate clubs from time to time pursuant to clause 16;
- i) make loans and grants of money and equipment to Clubs;
- j) employ staff and appoint a salaried Chief Executive Officer whose functions are to be in accordance with this Constitution and any negotiated terms of employment;

- k) confer on any person whom it considers has performed meritorious service to the Association such honours and privileges as it thinks appropriate; and
- l) take such other action as it thinks necessary in the interest of sport, physical recreation and wellbeing related pursuits within the University and the community.

## 5. DISSOLUTION

5.1. The Association shall ~~only~~ be dissolved ~~except~~ by a resolution:

- a) at a special general meeting passed by three-quarters majority of the number of the members entitled to vote and present being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members; and
- b) approved by the Council of the University.

5.2. If the Association is dissolved, the property of the Association shall be realised and applied in satisfaction of any debts and liabilities and the costs, charges and expenses of the dissolution.

## 6. SURPLUS PROPERTY

6.1. At a special general meeting of the Association, the Association shall pass a resolution:

- a) passed by a three-quarters majority of the members entitled to vote and present, being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members; and approved by the Council of the University,
- b) to nominate another association for the purpose of section 92(1)(a) of the Act or a fund, authority or institution for the purpose of section 92(1)(b) of the Act in which it is to vest any surplus property in the event of a dissolution.

6.2. An association nominated under clause 6.1 must fulfil the requirements specified in section 92(2) of the Act.

## PART III: MEMBERSHIP OF AND AFFILIATION TO THE ASSOCIATION

### 7. MEMBERSHIP – INDIVIDUALS

7.1. The Members of the Association are the persons who:

- a) immediately before the time of coming into operation of this Constitution, were Members; or
- b) after that time, are admitted as Members in accordance with this Constitution and have not ceased to be Members.

### 8. CATEGORIES OF MEMBERSHIP

8.1. There are 3 categories of Membership.

- a) ~~Ordinary Student~~ Membership - all persons enrolled as an undergraduate or postgraduate student of the University are eligible for Ordinary Student Membership unless they resign their Membership;
- b) Associate Membership - the following persons are eligible for Associate Membership: ~~and may become Members on payment of the Membership fee set by the Board from time to time pursuant to clause 10.1:~~
  - i) alumni of the University;
  - ii) a graduate of a registered higher education provider listed on the Tertiary Education Quality and Standards Agency's National Register;
  - ~~iii) iii)~~ staff of the University;
  - ~~iii) iv)~~ staff of other organisations whose place of employment is at the University campus within the Australian Capital Territory; ~~and~~
  - iv) ~~the Community~~;
  - v) Club coaches; and
  - vi) someone whom (or a class of persons whom) is (or are) not eligible for admission under the ~~as a Student Membership category but, in the opinion and at the discretion of the Board, would be a suitable Member (or Members) of the Association; and ~~(s)~~~~

- c) Life Membership - a person who has rendered distinguished services to the Association and has been so designated by the Board Association from time to time.

## 9. ADMISSION FOR MEMBERSHIP

### *Student Membership*

9.1. All persons enrolled as an undergraduate or postgraduate student of the University are automatically Student Members of the Association unless they resign their Membership. Such persons do not need to apply for admission.

9.1.a) If a Student Member unless they have has resigned their Membership and subsequently wishes to renew their Membership. To renew their Student Membership, the student must apply in writing to the Association with documentation evidencing their current enrolment as an undergraduate or postgraduate student of the University. Where the Association is satisfied that the person is eligible for admission, the person shall become a Student Member of the Association.

### *Associate Membership*

9.2. A person who is eligible for admission as an Associate Member under a category listed in clause 8.1.b)i) to 8.1.b)v) may apply in writing to the Association Board for admission each year. The person must include in their application documentation evidencing their eligibility, such as a record of graduation, employment or involvement with a Club. University alumni and graduates of a registered higher education provider do not need to provide this documentation in consecutive years of admission applications. Upon payment of the annual Membership fee set by the Board from time to time pursuant to clause 10.140.1, and where the Association is satisfied that the person is eligible for admission, the person shall become an Associate Member of the Association.

—A person (or class of persons) who is (or are) not otherwise eligible for admission under an Associate Member category listed in clause 8.1.b)i) to 8.1.b)v) may apply in writing to the Board for admission each year. The person (or class of persons) must include in their application a statement evidencing their suitability for Membership by describing

how that person (or class of persons) would contribute to the Association. Pursuant to clause 8.1.b)vi), if the Board is satisfied that the person (or class of persons) would be a suitable Member (or Members) of the Association, the Board may, in its discretion, admit that person (or class of persons) under the Associate Membership category.

9.3.

### *Life Membership*

9.4. A person who has rendered distinguished services to the Association may, by a resolution passed by a two-thirds majority of Members present and voting at the annual general meeting, be appointed as a Life Member of the Association.

9.3-a) The Board must make a recommendation that the person be so appointed at least 14 days' prior to the annual general meeting~~intention to move a resolution that the person be appointed as a Life Member.~~

9.4-9.5. The Chief Executive Officer will keep and maintain a register of Members, as required under the Act.

## 10. MEMBERSHIP FEES

10.1. Associate Members must pay an annual Membership fee as determined by the Board from time to time.

10.2. Any Mmember who has not paid all monies due and payable to the Association will have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or earlier at the Board's discretion.

## 11. RIGHTS OF MEMBERS

11.1. Each Mmember of the Association is eligible to attend, speak and is entitled to 1 vote at any general meeting or in any election of the Association.

11.2. The right, privilege or obligation which a person has by reason of being a Member:

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

## 12. CESSATION AND RESIGNATION OF MEMBERSHIP

12.1. A person ceases to be a member of the Association if the person:

- a) dies;
- b) resigns from Membership by giving written notice to the Chief Executive Officer;
- c) is expelled from Membership pursuant to clause 14;
- d) had an Associate Membership and fails to renew their Membership ~~or~~ pay the annual Membership fee pursuant to clause 10.1; or
- e) had a Student Membership and ceases to be a student of the University. For clarity, it is open for that person to apply for Associate Membership if they meet one of the eligibility requirements under clause 8.1.b).

~~A person ceases to be a Student Member if that person ceases to be a student of the University. For clarity, that person is then eligible to apply for Associate Membersh~~

12.2. Where a person ceases to be a Member, the Chief Executive Officer shall make an appropriate entry in the register recording the date of which that person ceased to be a Member.

## 13. LIABILITY OF MEMBERS

13.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, changes and expenses of the dissolution of the Association is limited to the amount, if any, unpaid by the Member in respect of annual Membership fees and all outstanding monies (if any) payable by them to the Association.

13.2 A person who has ceased to be a Member, notwithstanding that they have ceased to be a Member:

- a) is liable to pay to the Association all monies payable by them up to the date on which they ceased to be a Member; and
- b) has no claim upon the property of the Association.

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## 14. DISCIPLINARY ACTION / EXPULSION

14.1 The Association may take disciplinary action against a Member where the Board determines that the Member has done any one or more of the following:

- a) failed to comply with this Constitution;
- ~~a)b)~~ falsified details in a membership application; ~~or~~
- ~~b)c)~~ engaged in conduct prejudicial to the interests of the Association.

14.2 Before disciplinary action is taken against a Member, the Chief Executive Officer must give to the Member at least 14 days' written notice:

- a) stating that the Association proposes to take disciplinary action against the Member;
- b) stating the grounds for the proposed disciplinary action;
- c) stating the date, place and time of a meeting with the Board (or any disciplinary Committee the Board appoints for this purpose) ("**Disciplinary Meeting**");
- d) informing the Member that the Member may attend and speak at the Disciplinary Meeting and submit a written statement to the Chief Executive Officer at least 3 days prior to that meeting; and
- e) setting out the Member's appeal rights under clause 15.

14.3 At a Disciplinary Meeting, the Board (or Committee) must:

- a) give the Member an opportunity to be heard; and
- b) consider any written statement submitted by the Member.

14.4 After conducting the Disciplinary Meeting, the Board (or Committee) may decide to:

- a) take no further action against the Member;
- b) suspend all or some of the Membership rights of the Member for a specified period;  
or
- c) expel the Member from the Association.

14.5 The suspension of Membership rights or the expulsion of a Member pursuant to clause 14.4 takes effect immediately after the vote is passed by at least two-thirds of the Board or Committee members present. The person subject to the decision of the Board or Committee ("**Decision**") must be informed of the decision as soon as possible.

## 15. RIGHT OF APPEAL OF DISCIPLINED MEMBER

15.1 A person whose membership rights have been suspended or who has been expelled from the Association pursuant to clause 14.4 may give notice to the Chief Executive Officer within 14 days after the Decision was communicated to them, that he or she wishes to appeal against the suspension or expulsion.

15.2 If a person has given notice pursuant to clause 15.1, a general meeting must be convened as soon as practicable. Notice of the meeting must be given to all Members of the Association and must specify:

- a) the date, time and place of the meeting;
- b) the name of the person against whom the disciplinary action has been taken;
- c) the grounds for taking that action; and
- d) that at the meeting, the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

15.3 At a general meeting convened under clause 15.2:

- a) no business other than the question of the appeal may be conducted;
- b) a member of the Board (or Committee) must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- c) the person whose membership rights have been suspended or who has been expelled must be given an opportunity to be heard; and
- d) the Members present must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked. The decision is upheld if at least two-thirds of the Members vote in favour of the decision.

## 16. CLUBS

### *Affiliation of Clubs*

16.1 An entity which is a representative of, and controlling authority for, a sport or recreational activity within the University may apply to the Board to become an affiliated Club.

16.2 All clubs must supply the following documentation to the Board:

- a) a current copy of the Club constitution;
- b) all current rules and policies of the club; and
- c) membership lists.

16.3 At its discretion, the Board may recognise that entity as an affiliated Club.

*Responsibilities of Clubs*

16.4 Each Club shall:

- a) provide the Association with copies of its annual financial statements, annual report and associated documents as presented to its members within 30 days of the Club's annual general meeting;
- b) adopt in principle the Objects, and adopt rules which are, to the extent permitted or required by the Act, generally in conformity with this Constitution;
- c) act in good faith and loyalty to ensure the maintenance and enhancement of the Association, its standards, quality and reputation for the collective and mutual benefits of the Members
- d) at all times operate with, and promote, mutual trust and confidence between the Association and the Members in pursuit of the Objects;
- e) provide a Club update for the Annual Report by 31 December each year; and
- f) pay the annual fees and levies, if applicable, to the Association.

16.5 The basis of, time for and manner of payment of Club annual fees and levies will be determined by the Board from time to time.

16.6 Any Club which has not paid all monies due and payable to the Association will (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or earlier at the Board's discretion.

*Fining Clubs and Cancellation of Affiliation*

16.7 The Board may fine a Club if the Club or 1 of its members contravenes this Constitution or the Association's Disciplinary Policy as published and amended by the Board from time to time.

16.8 The Board may cancel the affiliation of any Club if:

- a) it is wound up;
- b) it withdraws its intention to be affiliated by providing written notice to the Chief Executive Officer;
- c) it admits to its membership, without written permission of the Chief Executive Officer, 1 or more persons who are not Members of the Association;
- d) it fails to meet the requirements of Club affiliation as set out in the Club Handbook;
- e) the conduct of its members or the Club, in the opinion of the Board, is detrimental to the interests of the Objects of the Association.

where:

- f) an official representative of the Club has been given an opportunity of showing cause why the affiliation of the Club should not be cancelled; and
- g) at least two-thirds of the members of the Board present vote in favour of the cancellation.

*Liability of Clubs*

16.9 The liability of an affiliated Club to contribute towards the payment of the debts and liabilities of the Association or the costs, changes and expenses of the dissolution of the Association is limited to the amount, if any, unpaid by the affiliated Club in respect of annual fees payable under clause 16.4f) and all outstanding monies (if any) payable by it to the Association.

16.10 A club which has ceased to be an affiliated Club is, notwithstanding that it has ceased to be an affiliated Club:

- a) liable to pay to the Association all monies payable by it up to the date on which it ceased to be an affiliated Club, and
- b) has no claim upon the property of the Association.

## PART IV: GOVERNANCE

### 17. ROLE OF THE BOARD

17.1 The Board, subject to the Act, this Constitution, or any regulations:

- a) controls the affairs of the Association;
- b) may make, approve, adopt, interpret and amend, from time to time, such regulations consistent with this Constitution as for the proper advancement, management and administration of the Association;
- c) may exercise all functions that may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in general meeting;
- d) has power to delegate to Committees and individuals subject to clause 25; and
- e) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

### 18. BOARD COMPOSITION

18.1 The Association's Board shall consist of the following ~~members~~positions, being in total no less than 6 and no more than 10:

- a) 6 positions for elected Board members<sup>1</sup>;
- b) up to 3 ~~positions to be appointed~~members appointed by the Board in its discretion;
- c) 1 ~~position to be member~~appointed to the Board by the University in its absolute discretion;

### 19. ELECTION AND APPOINTMENT TO THE BOARD

19.1 To be eligible for election or appointment to the Board, a person must ~~be~~:

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<sup>1</sup> Note: pursuant to clause 20.3, attempts will be made to elect 3 of these positions in 2020 (and subsequent even years) and elect the other 3 positions in 2021 (and subsequent odd years). However, as envisaged by clause 21.3, if an elected Board member vacates their office before the expiry of their term, that position will be open for election at the next general meeting.

- a) be an individual;
- b) be at least 18 years old;
- c) not be an employee of the Association. However, an employee of the Association who is also a Student Member is eligible for election or appointment to the Board;  
and
- d) not otherwise be ineligible or disqualified from holding office under the Act,

and to be eligible for election (but not appointment) a person must be a Member of the Association and a member of at least 1 of the following:

- e) an affiliated Club; or
- f) the Association's gym; or
- g) a program run by the Association.

### *Appointment*

19.2 Subject to clause 19.3, the Board may, in its discretion, appoint up to 3 Board members as and when it determines, and need not appoint any members.

19.3 If at any time there are less than 2 elected Board members that are ~~Ordinary-Student~~ Members, the Board must take reasonable measures to appoint up to 3 ~~Ordinary-Student~~ Members to the Board.

19.4 Any appointed members of the Board may have specific skills in governance, audit, risk management, finance, marketing, law or business generally or qualities which supplement the skills, outlook and diversity of the Board, including addressing gender equity and student representation.

19.5 If at any time an appointed member of the Board ceases to meet the criteria or skills for which they were appointed, the Board may, in its discretion, terminate the office of that member and their position becomes vacant.

### *Election*

19.6 Nominations of candidates for election as Board members 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; and

- b) given to the Chief Executive Officer at least 28 days before the annual general meeting at which the election is to take place; or
- c) in the case of nominations made at the annual general meeting because of insufficient nominations prior to the annual general meeting – seconded by 2 Members of the Association present at the meeting and the verbal consent of the candidate.

19.7 If the number of 6-nominations are received is equal to the number of positions on the Board to be filled by election, the candidates nominated are taken to be elected, subject to ratification at the annual general meeting.

19.7

19.8 If the number of nominations received is greater than the number of positions on the Board to be filled by election~~more than 6 nominations are received~~, a secret ballot to elect the number of positions on the Board must be held prior to the annual general meeting in accordance with the election regulations set by the Board and updated from time to time.

19.9 If the number of nominations received is less than the 6 number of positions on the Board to be filled by election~~nominations are received~~:

- a) the candidates who nominated are taken to be elected, subject to ratification at the annual general meeting; and
- b) further nominations may be received at the annual general meeting.

19.10 If the number of nominations received at the annual general meeting pursuant to clause 19.9b) is~~are~~:

- a) equal to the number of positions on the Board to be filled by election, the candidates who nominate are taken to be elected, subject to ratification at the annual general meeting;
- b) greater than the number of positions on the Board to be filled by election, a secret ballot to elect the number of positions on the Board must be held at the annual general meeting in accordance with the election regulations set by the Board and updated from time to time; and
- c) less than the number of positions on the Board to be filled by election:

- i) the candidates who nominate are taken to be elected, subject to ratification at the annual general meeting; and
- ii) the remaining ~~these~~ positions are taken to be vacancies, which the Board may, in its discretion, fill by appointment.

19.11 A person is not eligible to simultaneously hold more than 1 position on the Board.

## 20. TENURE OF OFFICE ON THE BOARD

20.1 For this clause 20, a term of office:

- a) for an elected Board member, runs from the declaration of a person's election at an annual general meeting until the declaration of election results at the second annual general meeting following their election; and
- b) for an appointed Board member, runs from the date of a person's appointment by the Board until the following next annual general meeting.

20.2 Members of the Board who immediately before the coming into operation of this Constitution, held office as an elected or appointed member of the Board will continue to hold office until the 2019 annual general meeting.

### *Elected members*

20.3 Elected Board members shall hold their position for a period of 2 years, with 3 elected members vacating their position in an even year, and the 3 other elected Board members vacating their position in an odd year.

20.4 Notwithstanding anything in this clause 20, for the purposes of transition, for the 2019 annual general meeting, 3 elected positions will be for a period of 1 year, and 3 elected positions will be for a period of 2 years, as decided by the Board in its first meeting after following the 2019 annual general meeting. For clarity, for the 2020 and future annual general meetings in 2020 and subsequent years, all 6 elected positions will be for a period of 2 years.

20.5 From the 2019 annual general meeting, an elected member is eligible for re-election for a maximum of 2 further consecutive terms of 2 years. For clarity:

- a) a member initially elected for 2 years is eligible for re-election for 2 further consecutive terms of 2 years, and therefore ~~they~~ can serve a maximum of 6 consecutive years ~~in total~~ as an elected member of the Board; and
- b) a member elected in 2019 for a period of 1 year is eligible for re-election for 2 further consecutive terms of 2 years, and therefore can serve a maximum of 5 consecutive years ~~in total~~ as an elected member of the Board.

20.6 Where a person is ineligible to stand for election by virtue of clause ~~20.5~~20.4, the person will become eligible again at the annual general meeting 1 year after following the expiration of the person's third term.

20.7 Notwithstanding clause ~~20.5~~20.6, the Board may pass a resolution to extend a person's maximum term by 1 further 2-year term if at least two-thirds of the members of the Board present at a Board meeting vote in favour of such an extension.

### *Appointed Members*

20.8 Appointed Board members shall hold their position from the date of their appointment by the Board until the following next annual general meeting. For clarity, that an appointed Board member may be eligible for re-appointment or election at the next annual general meeting if they meet the eligibility requirements pursuant to clause 19.1 ~~following their appointment~~.

## 21. VACATION OF OFFICE ON THE BOARD

21.1 If a member of the Board:

- a) dies;
- b) ceases to be a financial member;
- c) resigns their office;
- d) becomes disqualified from managing corporations under Part 2D.6 of the *Corporations Act 2001* (Cth); or

- e) subject to section 50 of the Act, is removed by a resolution passed at a general meeting of the Association convened for that purpose by a two-thirds majority of the votes of ~~the financial ordinary~~ Mmembers present and voting, their office ends and their position becomes vacant.

21.2 If:

- a) -a member of the Board is absent from 2 consecutive meetings of the Board without leave of absence granted by the Board; or
- b) an appointed member of the Board ceases to meet the criteria or skills for which they were appointed,

21.2 the Board may, in its discretion, terminate the office of that member and their position becomes vacant.

21.3 In the event of a vacancy occurring, then the remaining members of the Board may appoint a person to fill the vacant position until the next annual general meeting. If the vacancy was held by an elected member, then at the next annual general meeting that position will be open for election.

## 22. LIABILITY OF MEMBERS OF THE BOARD

22.1 A member of the Board is not liable to the Board or to the Association:

- a) for any act or omission of another member of the Board; or
- b) for any loss or expense incurred by the Board unless the loss or expense resulted from the Board member's own wilful act or default.

22.2 The Association indemnifies and will keep indemnified all members of the Board against all liability (except legal costs) and all reasonable losses or expenses incurred in the performance of their functions and duties as Board members.

22.3 The amounts referred to in clause 22.2 are not payable to the extent that they are due to the fraud, negligence or wilful default of a Board member.

## 23. MEETINGS OF THE BOARD

### *Time and place*

23.1 Meetings of the Board will be held at such times and places as the President directs or, in the President's absence, as the Vice President directs, but must be held at least 6 times per calendar year.

### *Method of meeting*

23.2 A Board meeting can be held in person, by telephone, audio-visual linkup or using any technology consented to by all the Board members before or during the relevant meeting.

23.3 Any consent under clause 23.2 may be a standing consent and may only be withdrawn by a member of the Board within a reasonable period before a meeting commences.

23.4 A Board member is regarded as present at a Board meeting where the member is able to clearly and simultaneously communicate with each other.

23.5 A Board meeting conducted by telephone, audio-visual linkup or other technology will be deemed to be held at the place agreed on by the members attending that meeting provided at least 1 of the members present at the meeting was at that place for the duration of the meeting.

23.6 A hardcopy or electronic copy of a document which is in the possession of or has been seen by all members attending the Board meeting before or at the time of the meeting is deemed to be a document tabled at that meeting.

*Notice of meeting*

23.7 ~~Oral or~~ written notice of a meeting of the Board shall be given by the Chief Executive Officer to each member of the Board at least ~~48 hours~~ 7 days before the time appointed for the holding of the meeting, ~~or such other period as may be unanimously agreed upon by the members of the Board.~~

~~23.7~~

*Election of President, Vice President and Treasurer*

23.8 At the first meeting of the Board following the annual general meeting, the members of the Board will elect from among them a President, Vice President and Treasurer for the period until the next annual general meeting.

~~23.8~~

*Presiding Member*

23.9 The President, (or in the President's absence, the Vice President) shall preside at each meeting of the Board.

23.10 If both the President and Vice President are absent from a Board meeting, the other members of the Board shall elect 1 of their number to preside at the meeting.

*Business*

23.11 Subject to this Constitution, the Board members may adjourn and otherwise regulate Board meetings as they think fit.

23.12 A notice of a meeting of the Board shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the majority of the Board members present at the meeting agree to treat as business to be discussed at the meeting.

*Quorum*

23.13 Subject to clause 23.13(a), ~~a~~At a meeting of the Board, 4 members including at least one Student Member constitutes a quorum.

~~23.13a)~~ If a quorum is present at the beginning of the meeting and one or more Student Member(s) subsequently vacate(s) the meeting so that there is no longer a Student

Member of the Board present, the quorum requirement for any subsequent item(s) of business no longer requires a Student Member to be present (but still requires 4 Board members to be present).

23.14 No business shall be transacted by the Board unless a quorum is present and if 30 minutes after the time appointed for the meeting a quorum is not present, the meeting will be adjourned to the same place, date and time of the day in the following week, or to such other day and such other time as the Presiding member may determine.

## 24. VOTING AT MEETINGS OF THE BOARD

24.1 Subject to clause 24.2 each member of the Board, present at a meeting of the Board is entitled to 1 vote on each motion put to the meeting. For clarity, the Chief Executive Officer, if attending a Board meeting, does not have the power to vote.

24.2 In the event of an equality of votes, the person presiding at the meeting of the Board also has a casting vote.

24.3 Any act or thing done or suffered, or purported to have been done or suffered, by the Board is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.

## 25. DELEGATION BY THE BOARD TO A COMMITTEE OR INDIVIDUAL

25.1 The Board may, by instrument in writing, establish any number of Committees to advise and assist it in exercising its functions, comprised of such members as it thinks fit (including people who are not Members).

25.2 The Board may delegate such functions of the Board to any number of Committees or individuals as specified in the written instrument, other than:

- a) this power of delegation; and

- b) the power to make payments on behalf of the Association without express written authority from the Board.

25.3 A delegation may be made subject to any conditions or limitations as to its exercise as specified by the Board.

25.4 Any function delegated to a Committee under this clause 25 that remains unrevoked must, if exercised, be exercised in accordance with the terms of the delegation.

25.5 Notwithstanding any delegation under this clause, the Board may continue to exercise any function so delegated and any decision by the Board overrides a decision by a delegated Committee.

25.6 Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this clause 25 has the same force and effect as it would have if it had been done or suffered by the Board, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

25.7 The Board may, by instrument in writing, revoke or vary, wholly or in part, any delegation under this clause.

**26.**

**27.26. MANAGEMENT - CHIEF EXECUTIVE OFFICER**

26.1 Administration of day to day affairs of the Association and implementation of Board decisions will be undertaken by the Chief Executive Officer and staff.

26.2 The Chief Executive Officer shall:

- a) be employed by the Association;
- b) carry out the functions and duties as set out in the employment contract with the Association;

- c) be the public officer for the purposes of the Act, except that if the Chief Executive Officer does not reside in the Australian Capital Territory, the Board will nominate another member who is eligible to be public officer in accordance with the Act; and
- d) keep in their control all records and other documents relating to the Association.

26.3 The Chief Executive Officer may, at the discretion of the Board, attend Board meetings as an ex-officio non-voting member.

## **PART V: MEETINGS OF MEMBERS**

### **28-27. ANNUAL GENERAL MEETING**

27.1 The annual general meeting of the Association shall be held on or before 31 May each year and at a time and place that is accessible to the Members as determined by the Board.

27.2 The Chief Executive Officer shall give ~~to each~~the Mmembers 14 days' notice of the time, date and place fixed for the holding of the annual general meeting.

#### ***Reports***

27.3 At each annual general meeting:

- a) Members must vote to confirm the minutes of the last annual general meeting and any general meeting held since that meeting;
- b) the President must present a report signed by 2 members of the Board stating:
  - i) the name of each member of the Board at the date of the report;
  - ii) the principal activities of the Association and any significant change in the nature of those activities during the most recently ended financial year; and
  - iii) the net profit or loss of the Association for the most recently ended financial year;
- c) the Association must present the report and statements referred to in clause 27.3b) of this Constitution as audited in accordance with clause 34 of this Constitution, together with the Auditor's report on the books and accounts, and on the finances, of the Association during that financial year; and

- d) Members must elect 6 members of the Board subject to the process set out in clause 19.

*Copy of reports to go to Vice Chancellor*

27.4 As soon as practicable after each annual general meeting, the Board must furnish to the Vice Chancellor of the University a copy of the reports and statements referred to in clause 27.3b) that were presented at that meeting.

*Business*

27.5 An annual general meeting will consider such matters set out in clause 27.3 and may consider any other matters relating to the affairs of the Association.

27.6 Any additional matter to be resolved at an annual general meeting must be notified to the Chief Executive Officer at least 10 days prior to the annual general meeting by not less than 2 Members.

27.7 The Chief Executive Officer must give theeach Members no less than 7 days' notice of any additional matter or matters other than the matters set out in clause 27.3 to be resolved at an annual general meeting.

29.28. NOTICES

28.1 A Notice required by or under this Constitution to be given to a Member of the Association may be given by any number of the following:

- a) any form of electronic communication;
- b) being posted on a notice board on the University campus in the Australian Capital Territory;
- c) being published in a newspaper, as the Board considers appropriate.

### 30.29. GENERAL MEETINGS

- 29.1 In addition to the annual general meeting, a general meeting of the Association may be called by:
- a) at least 25 Members, by giving notice in writing given to the Chief Executive Officer, request the Board to convene a general meeting of the Association for the purpose of determining the matter or matters specified in that notice; or
  - b) the Board.
- 29.2 If a general meeting of the Association is called, the Board must, fix a date, time and place for the holding of the general meeting.
- 29.3 Subject to clauses 1.3, 5.1 and 6.1 (**special general meetings**), the Chief Executive Officer must give ~~to each~~the Members at least 7 days' notice of the date, time and place of any ordinary general meeting convened and of the matter or matters to be determined at that meeting.
- 29.4 No matter other than the matter or matters of which notice has been given will be considered or transacted at a general meeting.

### 31.30. QUORUM AT MEETINGS OF MEMBERS

- 30.1 At an annual general meeting or special general meeting of the Association, 25 financial members of the Association present in person constitutes a quorum.
- 30.2 No business shall be transacted at an annual general meeting or general meeting unless a quorum is present.

### 32.31. PRESIDING AT MEETINGS OF MEMBERS

- 31.1 The President, or in the absence of the President, the Vice-President, shall preside at each annual general meeting and general meeting.

31.2 If both the President and Vice-President are absent from an annual general meeting or general meeting, the financial members shall elect 1 of their number to preside at the meeting.

### 33.32. ADJOURNMENT OF MEETINGS OF MEMBERS

32.1 If, within half an hour from the time appointed for the holding of an annual general meeting or general meeting, a quorum is not present, the meeting will be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Association provides notice. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present (being not less than 10) shall constitute a quorum.

32.2 The person presiding at an annual general meeting or 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.

32.3 Notice in accordance with clause 27.2 or 29.3 of this Constitution is not required for an adjournment of a meeting of Members except where the meeting is adjourned for 14 days or more.

32.4 At an adjourned annual general meeting or general meeting of the Association, no items of general business shall be considered at the meeting, other than those items of business for which the meeting was adjourned to consider.

### 34.33. VOTING AT GENERAL MEETINGS

33.1 Subject to this Constitution, a resolution at an annual general meeting or general meeting of the Association shall be determined by a majority of votes by a show of hands of the Members present and voting on the resolution.

33.2 A ballot shall be conducted if at least 4 financial members present request that a resolution be decided by a ballot. The ballot shall be conducted in such a manner as the person presiding directs.

33.3 In the event of an equality of votes, the person presiding at the annual general meeting or general meeting also has a casting vote.

## **PART VI: FINANCES**

### **35.34. AUDITORS**

34.1 The Board shall make arrangements for a person who is an auditor and who satisfies the requirements of section 74 of the Act to:

- a) carry out audits of the books and accounts as required by the Act; and
- b) report on the finances of the Association in each financial year.

### **36.35. FUNDS**

35.1 Subject to section 114 of the Act and solely for furthering the Objects of the Association, the funds of the Association shall be derived from:

- a) allocations by the University to the Association;
- b) fees, levies and annual membership fees;
- c) grants, sponsorships and donations (including donations of funds and in-kind donations);
- d) income from rent and investments;
- e) fundraising activities conducted by the Association, Clubs or Members; and
- f) such other sources as the Board determines.

35.2 All money received by the Association must be deposited as soon as practicable into the Association's bank account.

35.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

35.4

- a) Subject to any resolution passed by the Association in a general meeting, the funds of the Association shall only be used to further the Objects of the Association in such a manner as the Board determines.
- b) The assets and income of Association shall be applied solely in furtherance of the Objects outlined in clause 3 and no portion shall be distributed directly or indirectly

to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

- c) Subject to the Act, this constitution, or any regulations, the funds of the Association may be used for the Objects of the Association in the way the Board decides.

35.5 The Association shall maintain proper accounting records of all its financial transactions including accurate and up to date records of all income and expenditure and all moneys owed to or by the Association.

35.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed in accordance with the regulations made pursuant to clause 17.1b).

### 37.36. PAYMENT OUT OF MONEYS

36.1 Payments (by cheque, electronic funds transfer or otherwise) made on behalf of the Association must be authorised by signature by any 2 of the following:

- a) Chief Executive Officer;
- b) President;
- c) Vice President; and
- d) Treasurer,

or as otherwise delegated in writing by the Board to the Chief Executive Officer.

### 38.37. INSPECTION OF BOOKS

37.1 If reasonably requested by a Member, the records, books and other documents of the Association must be made open to inspection at a place in the Australian Capital Territory, free of charge, to a Member within a reasonable time.

12.2. The Board may refuse to permit a Member to inspect 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.