Constitution

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PART I - PRELIMINARY

1. PRELIMINARY

Name
1.1 The name of the Association shall be "The Australian National University Postgraduate and Research Students’ Association Incorporated".

Legal Entity
1.2 Subject to the provisions of s.14 of the Act, enabling by licence a non-profit unincorporated entity to be incorporated as a body corporate, this Association is an Incorporated Association (a legal entity, separate and distinct from that of the individual members, distinguishing the liability of the Association from that of its members) under the Associations Incorporation Act 1991 (ACT).

Principal Purpose
1.3 “The Australian National University Postgraduate and Research Students’ Association Incorporated” is formed for the benefit of postgraduate and research students of the Australian National University for the promotion of the stated objects of the Association and through the coordination and sponsorship of services, events, facilities, ventures, and endeavours to achieve those stated objects.

Constitution
1.4 This Constitution applies to the Association “The Australian National University Postgraduate and Research Students’ Association Incorporated” and reference to particular clauses has a corresponding meaning and which may for the purposes of this document and the internal purposes of the Association be cited as the “governing rules” and reference to particular rules has a corresponding meaning and has the same meaning as “governing rules” pursuant to the ACNC Act 2012.

1.5 This Constitution shall comply with the subscribed matters specified in the relevant sections of the Associations Incorporation Act 1991 (ACT) [the Act] and such matters that may be prescribed by Australian Law. Any powers conferred under this Constitution must be exercised in such a way as to be consistent with the Act and any other applicable laws. Where a Board-made resolution, regulation, policy, procedure, protocol, or process is inconsistent with this Constitution or any applicable law, the resolution, regulation, policy, procedure, protocol, or process will be invalid to the extent of the inconsistency.

1.6 Unless the context indicates a contrary intention and except for the definitions and interpretations in rules 52.1 and 52.2 in this Constitution:

1.6.1 a reference to the Associations Incorporation Act 1991 (ACT) is to the Associations Incorporation Act 1991 (ACT) in force in relation to the
Association after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Association; and

1.6.2 a word, expression or phrase given a meaning in the Associations Incorporation Act 1991 (ACT) has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Associations Incorporation Act 1991 (ACT), unless that word or phrase is otherwise defined in this Constitution. *Explanation: This means the words used in this Constitution shall, unless the contrary intention appears, have the same meaning as they have in the Law.*

1.7 The Constitution binds the Association and each member and contains covenants on the part of each member to observe all the provisions of the Constitution. *Explanation: Associations Incorporation Act 1991 s.48 – this means the Constitution has the effect of a ‘contract’.*

1.8 All members upon request may have a copy of this Constitution in either electronic ‘read-only’ format or ‘hard copy’. A cost recovery fee, determined by the Board, may be charged for a (non-electronic) ‘hard copy’ of this Constitution. The Constitution must be provided within 21 days of the request.

1.9 The Model Rules contained under section 16(c)(ii), 26(1)(b) or 33(1)(b) of the Act do not apply to the Association, except insofar as this Constitution may be silent on the matters referred to.

**Inadvertent omissions in, or ambiguity of, interpretation of the Constitution**

1.10 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly and unfairly prejudiced any member financially.

1.11 If there is any matter relating to the Association on which this Constitution is silent or where any ambiguity, inconsistency, or contradiction exists in the interpretation of any meaning, this Constitution shall be interpreted according to the Associations Incorporation Act 1991 (ACT) and the ACT Associations Incorporation Regulation 1991 and its successors or otherwise by a determination of the Chair. The decision of the Chair has binding authority until such time as a subsequent Chair determines otherwise or the Members in General Meeting add to or amend the Constitution to clarify the omission, ambiguity, or meaning. A determination by the Chair according to this rule must be communicated at the next Board meeting of the Association.
Income and Property

1.12 The Association is a non-political, not-for-profit corporate entity.

1.13 The income, property, and assets of the Association, however derived, shall be applied solely towards the promotion, and in furtherance of the objects of the Association pursuant to rule 2.1 and, subject to rule 1.14, no portion shall be paid, distributed or transferred, directly or indirectly, by dividend or bonus, to any member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association pursuant to rule 1.14 or as grants, vouchers, or other payments made pursuant to the objects of the Association.

1.14 Rule 1.13 does not prevent the payment in good faith to any person or organisation on the basis that the payment is:

1.14.1 remuneration in return for services actually provided to the Association;

1.14.2 consideration for goods supplied to the Association in the ordinary course of business;

1.14.3 interest at current bank overdraft rate on money lent;

1.14.4 a reasonable and proper sum by way of rent for premises let to the Association by the person or organisation;

1.14.5 reimbursement of monies for expenses incurred on behalf of the Association;

or prohibit payment, in good faith, approved by the Board on the basis that the payment is for:

1.14.6 out of pocket expenses, incurred by a Director in performing a duty as a Director of the Association.

1.14.7 a service rendered to the Association by a Director in a professional or technical capacity, where:

1.14.7.1 the provision of the service has the prior approval of the Directors; and

1.14.7.2 the amount payable is not more than an amount that commercially would be reasonable payment for the service.

1.15 Subject to this section, the Chair, Directors, President, and Officers may be paid an honorarium of a reasonable and proper amount in recognition of the work, service, time, and effort commitment made to perform a specific task, assignment, or commission on behalf of the Association under a board-
Constitution – PARSA

delimited authority on reasonable terms and conditions as determined by the Board from time to time. Excluding the Chair, the amount of honoraria for Director duties can only be approved by a resolution of members at a General Meeting.

1.15.1 Any honorarium decided must be made in accordance with criteria established in regulations governing the determination of honoraria pursuant to the provisions and requirements at rule 48.

2. OBJECTS AND POWERS OF THE ASSOCIATION

Objects

2.1 The objects for which the Association is established are for the direct support of and to promote the welfare and further the interests of enrolled ANU postgraduate and research students both within and outside the ANU:

2.1.2 to achieve:

2.1.2.1 a mutually supportive ANU postgraduate and research student community;

2.1.2.2 effective policy and practices that support the diverse needs of ANU postgraduate and research students;

2.1.2.3 a well-informed ANU postgraduate and research student body regarding issues that may affect them in their university life;

2.1.2.4 improvements in the university life of ANU postgraduate and research students that enhance academic outcomes;

2.1.2.5 solutions to problems or disputes ANU postgraduate and research students may have within the context of their university life.

2.1.3 to afford a recognised means of representation for said ANU postgraduate and research students, and a recognised means of communication between ANU postgraduate and research students and the University authorities;

But at all times recognising that the Association may be constrained to pursue only some of those objects to exclusion of others from time to time or pursue some objects with differing priorities.
Powers

2.2 In addition to the powers conferred on the Association by the Act or Legislative Regulation, this Constitution and consistent with the assigned authorities in rule 15, the Association has all such powers as are necessary or convenient to carry out its objects and, in particular, shall have the following powers solely for and consistent with the purpose of carrying out and furthering the aforesaid objects and not otherwise to:

2.2.1 Employ, appoint, or engage and at its discretion remove, dismiss, or suspend any employees, officers, staff, servants, agents, contractors, tradespersons, or professional persons;

2.2.2 Determine wages, salaries, gratuities, or honoraria of appointees and employees;

2.2.3 Establish and support, or aid in the establishment and support of services, funds, trusts, schemes, and conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances, or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance or superannuation in relation to any of those purposes;

2.2.4 Print and publish by any technological means newsletters, periodicals, books, leaflets, or other documents;

2.2.5 Receive or make gifts, grants, devises, bequests, subscriptions, or donations from or to any person, fund, authority, or organisation and accept any gift whether subject to special trust or not and to act as trustee of money or other property vested in the Association on trust;

2.2.6 Take any measures from time to time as the Association may deem expedient or appropriate for the purpose of facilitating the raising of revenue and the procuring of contributions to the funds of the Association, whether through fundraising or other events or by way of donations, subscriptions, grants, or otherwise;

2.2.7 Draw, make, accept, endorse, discount and issue cheques, draft bills of exchange, promissory notes, and other negotiable instruments;

2.2.8 Borrow or raise money in such manner and on such terms as the Association may think fit;

2.2.9 Secure the repayment of money raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
2.2.10 Invest any monies of the Association not immediately required for any of its objects or purposes in any manner authorised by law;

2.2.11 Enter into contracts;

2.2.12 Establish and support, or aid in the establishment or support of, any other service formed;

2.2.13 Establish, maintain, and manage any building or works and arrange for the construction maintenance and alteration of buildings or works and expend money and do any other thing necessary, convenient or advisable in relation to any building or;

2.2.14 Purchase, take on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient;

2.2.15 Buy, sell, and supply of and deal in, goods or services of any kind

2.2.16 To co-operate with any person or organisation;

2.2.17 Form a solely owned incorporated entity as a subsidiary entity;

2.2.18 Subscribe to, become a member of, form or participate in the formation of or enter into a partnership or joint venture, or co-operate with any other persons or bodies.

2.2.19 Establish and support, or aid in the establishment and support of such internal 'business' units of the Association that function as logical elements or segments of the Association representing a specific internal organisational function including but not limited to branches, divisions, departments, chapters, interest groups, panels or other practical or similar associated body or by whichever other name is deemed suitable;

2.2.20 Undertake exhibitions, seminars and consultative forums or similar;

2.2.21 prepare and make submissions or representations to Territory, State and Federal governmental departments and agencies.

2.2.22 Appoint an Auditor;

2.2.23 Appoint a Public Officer.

2.2.24 Do any other lawful act as may be necessary, incidental or conducive to the achievement of the aforesaid objects of the Association.
Provided always that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation or condition which being an object of the Association would make it a trade union.
PART II – MEMBERSHIP

3. MEMBERSHIP - QUALIFICATIONS AND CATEGORIES

3.1 A person is qualified to be a member of the Association if they qualify in a membership category pursuant to rule 3.2 and, by using the benefits of membership, they agree to:

3.1.1 support the objects of the Association;

3.1.2 be bound by and to act in a manner consistent with the regulations of the Association and all the provisions of this Constitution;

3.1.3 not make public statements on behalf of the Association unless prior to making such statements the Board or the Board’s nominated delegate has approved the making of such statements.

Membership categories
3.2 The Association shall have the following membership categories:

3.2.1 An ordinary member of the Association is a person who:

3.2.1.1 is a postgraduate or research student at the ANU and,
Explanation: noting that, subject to rule 3.1, all postgraduate and research students at the ANU are, by their University enrolment, automatically admitted as members of PARSA;

3.2.1.2 has not stated that the person does not wish to be a member pursuant to rule 7.

3.2.2 An honorary life member of the Association is a person who has been conferred honorary life membership by resolution of a joint meeting of the Board and the Postgraduate Representative Committee if, in the opinion of the joint meeting of the Board and the Postgraduate Representative Committee, such member has rendered meritorious service to, and contributed to the fulfilment of the objectives of the Association over an extended period and the person accepts the conferred membership and has not stated that they do not wish to be a member pursuant to rule 7;

3.2.3 Any other category the board may establish (and dissolve) from time to time as considered desirable or necessary to be included in the membership mix of the Association. The Board may establish or amend the eligibility criteria and the rights, privileges, and obligations for newly established category of membership in accordance with this Constitution.
3.3 A person may be denied membership, at the Board’s absolute discretion, by

3.3.1 resolution of the Board if the applicant does not have the legal capacity to enter into a contractual agreement;

3.3.2 resolution of not less than a \( \frac{3}{4} \) (75%) majority of the total number of Directors of the Board if they deem that acceptance of the applicant as a member would or could be subject to the disciplinary provisions of rule 13, and if so, the procedures of rule 13 will apply.

4. **MEMBERSHIP RIGHTS AND POWERS**

4.1 In addition to those member rights and powers that are permitted by this Constitution to benefit or otherwise be performed by members of the Association:

4.1.1 All Members may attend the Association’s General Meetings.

4.1.2 All Members may enjoy reduced fees for PARSA product and service offerings as determined by the Board from time to time.

4.1.3 Ordinary Members, subject to this Constitution:

4.1.3.1 have full voting rights as Members of the Association;

4.1.3.2 have speaking rights at all the Association’s General Meetings;

4.1.3.3 may nominate persons to, or, subject to eligibility pursuant to rule 16.2, may themselves stand as candidates for election as a Director of the Association pursuant to rule 16.1.1 or as President pursuant to rule 16.1.2.

4.1.3.4 may nominate persons to, or themselves stand as candidates for election as, a Portfolio Officer of the Association pursuant to rule 27.1.1 or a College Officer pursuant to rule 27.1.2.

4.2 Membership of the Association does not confer on a member any right, title, or interest, whether legal or equitable, in the Association’s assets.

5. **MEMBERSHIP - CESSATION OF**

5.1 A member ceases to be a member of the Association if the member:

5.1.1 ceases to fulfil the conditions pursuant to rules 3.2.1 or 3.2.2 or 3.2.3 respectively; or
5.1.2 has that membership terminated pursuant to rule 13;

5.1.3 dies or becomes of unsound mind or a person whose property is liable to be dealt with under a protective jurisdiction law relating to mental health; or

5.1.4 ceases to satisfy any criteria for admission to membership of the Association which may be established from time to time.

5.2 A member shall continue to be liable for any unpaid monies due to the Association (if any) at the date of their cessation due by them to the Association.

6. MEMBERSHIP - ENTITLEMENT NOT TRANSFERABLE

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

6.1.1 is not capable of being transferred or transmitted to another person unless otherwise permitted under this Constitution;

6.1.2 shall remain with that person; and

6.1.3 expires upon cessation of the membership.

7. MEMBERSHIP - RESIGNATION OR REFUSAL OF

7.1 A member of the Association is not entitled to resign or refuse that membership except pursuant to this Constitution.

7.2 A member of the Association may resign from membership of or refuse to be a member of the Association by first giving notice being not less than one month (or such shorter period as the Board may determine) in writing to the Secretary of the member’s intention to resign or refuse membership stating that the person does not wish to be a member. Upon the expiration of the period of notice, the member ceases to be a member.

7.3 A person who resigns from or refuses to be a member of the Association pursuant to rule 7.2 ceases to be a member of the Association and is no longer entitled to any of the rights, privileges, or obligations which a person may have by reason of being a member of the Association.
8. **MEMBERSHIP - REGISTER OF**

8.1 Pursuant to s.67(1) of the Act and s.10 of the Legislative Regulation, the Association shall keep and maintain a register of members of the Association which specifies:

8.1.1 reference to the postgraduate and research students as being members of the Association;

8.1.2 the name and electronic transmission address (if any) of each member of the Association;

8.1.3 the date each member became a member of the Association;

8.1.4 the date (if any) each member ceased to be a member of the association.

8.2 The register of members shall be kept at the principal place of business of the Association (or other place as determined by the Board from time to time).

8.3 Pursuant to s.67(2)(a) of the Act, the register of members shall be open for inspection, free of charge, at the principal place of business of the Association (or other place as determined by the Board from time to time) during business hours by a member of the Association at any reasonable hour, having first given the Association reasonable notice in writing to, and made prior arrangement with, the Secretary to inspect. The inspection may be supervised by the Secretary and undertaken at a time convenient to both parties.

8.3.1 The registrar of members is not to be photographically, electronically or manually copied or removed from the principal place of business of the Association (or other place determined as by the Board from time to time) and remains the property of the Association to be used solely for the purposes of the Association pursuant to the matters required as described in this Constitution and the Act and Legislative Regulation.

9. **MEMBERSHIP - FEES**

There shall be no fee, subscription, levy, or equivalent payable for membership of the Association as an ordinary, honorary, or other member.

10. **MEMBERSHIP - COMMUNICATION WITH THE BOARD**

10.1 A member may raise any matter in relation to the direction, control and management of the affairs of the Association with the Board that the
member sees fit to raise. The member shall adhere to the following procedure for raising a matter with the Board:

10.1.1 The matter must be stated in writing, addressed to the Secretary, clearly described the matter, and be signed by the member;

10.1.2 The Secretary shall ensure the correspondence relating to the matter is placed on the agenda of the next Board meeting to be dealt with by the Board at that Board meeting, but no later than sixty (60) days from the date of receipt of the correspondence.

10.1.3 The Secretary shall inform the member in writing of the outcome of the Board’s deliberation of the matter within seven (7) days of the meeting at which the matter was discussed.

10.1.4 Following receipt of notification of the outcome of any Board deliberation of the matter, the member may, if they so choose, pursue the matter further, by making a request, in writing, to be invited to attend and address the Board in person as an attendee at the next Board meeting, notwithstanding that the Board can accept or reject the request for invitation for the member to address the Board at their absolute discretion pursuant to rule 17.2.

10.1.5 Within fourteen (14) days of receipt of such a request the Secretary will notify the member of the outcome of the request, and if accepted, shall notify the member of the date and time that the member may attend the next Board meeting to discuss the matter and be dealt with pursuant to rule 17.2. The date of the meeting must be no more than sixty (60) days from the date of receipt of the request.

11. MEMBERSHIP – LIABILITIES OF MEMBERS

11.1 The liability of the members is limited to the amount of any unpaid monies owed (if any) by the member in respect of any other outstanding monies due by them to the Association if the Association is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

11.1.2 payment of the Association’s debts and liabilities contracted before that person ceased to be a Member;

11.1.2 payment of the costs, charges and expenses of winding up the Association; and

11.1.2 adjustment of the rights of the contributories among themselves.
12. **MEMBERSHIP - DISPUTE AND GRIEVANCE RESOLUTION PROCEDURE AND APPEAL**

12.1 If any Member has a grievance with, or disputes any decision made by the Association which directly adversely affects that Member, the Member may write to the Secretary setting out the details and the basis of the grievance or dispute of the Member.

12.1.1 The Secretary shall, within fifteen (15) working days, acknowledge the Member’s communication and set out an explanation of the decision made in respect of the grievance or dispute and explain the reasons for the decision made by the Association.

12.1.2 If the Member is dissatisfied with the explanation pursuant to rule 12.1.1, the Member may write to the Secretary requesting that the Board (at their discretion themselves or through a Disputes Committee formed pursuant to rule 24.1(a)) mediate the grievance or dispute (in person or via telecommunication means if thought most practical and appropriate), within a period of not more than sixty (60) days. Subject to the inherent jurisdiction of the judicial system, the decision of the Board shall be final and binding.

12.1.3 The Board may, at their discretion, but cognisant of the rules of natural justice and their duty to act fairly, refuse to conciliate the matter if they believe the matter is of an irrelevant, frivolous, or vexatious nature.

13. **MEMBERSHIP - DISCIPLINING OF MEMBERS**

13.1 The Board in its discretion may determine, by resolution of not less than a ¾ (75%) majority of the total number of Directors of the Board, to discipline a member of the Association either by reprimand or suspension or termination of the member’s membership of the Association, subject to compliance with the later provisions of rule 13 and only where a member of the Association:

13.1.1 wilfully refuses or neglects to adhere to any provisions of this Constitution or the regulations of the Association; or

13.1.2 wilfully acts in any way or manner that the Board determines is liable to bring or has brought the Association into disrepute through their activities or inactivity or in any way or manner determined by the Board to be prejudicial or detrimental to the interests or pursuit of the objects of the Association.

13.2 Where the Board passes a resolution under rule 13.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
13.2.1 setting out the resolution passed under rule 13.1 and the grounds on which it is based;

13.2.2 stating that the member may address or make written representations to a Disputes Committee formed pursuant to rule 24.1(a) in respect of the resolution passed under rule 13.1 and the grounds on which it is based referred to at rule 13.2.1, at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;

13.2.3 stating the date, place and time of the Disputes Committee meeting; and

13.2.4 informing the member that they may do either or both of the following:

13.2.4.1 attend and speak at that Disputes Committee meeting in person or by representation;

13.2.4.2 submit to the Disputes Committee at or prior to the date of that meeting written representations relating to the resolution passed under rule 13.1 and the grounds on which it is based referred to at rule 13.2.1;

for the purpose of showing cause why the resolution passed under rule 13.1 should be revoked.

13.3 Should the member:

13.3.1 not avail themselves of the provision pursuant to rules 13.2.2 and 13.2.4, the decision of the Board pursuant to rule 13.1 shall stand and be final and binding;

13.3.2 avail themselves of the provision pursuant to rules 13.2.2 and 13.2.4, the decision of the Board pursuant to rule 13.1 shall remain in abeyance pending a meeting of the Disputes Committee that shall be convened within fourteen (14) days at the time and place specified in the notice under rule 13.2.3 or such other place as the member and the Chair of the Board or their delegate and the Disputes Committee shall agree.

13.4 At the meeting of the Disputes Committee held as referred to in rule 13.3.2, the Disputes Committee shall:

13.4.1 give to the member (and the Chair of the Board or their delegate) in person or by representation an opportunity to make written or oral representations as referred to in rule 13.2.4;
13.4.2 give due consideration to any written or oral representations submitted to the Disputes Committee by the member or their representative (and the Chair of the Board or their delegate) at or prior to the meeting; and

13.4.3 by resolution determine whether to confirm or to revoke the resolution passed by the Board pursuant to rule 13.1 or otherwise make a different determination. Subject to the inherent jurisdiction of the judicial system, the decision of the Disputes Committee shall take effect immediately and be final and binding.

13.5 Nothing in rule 13 shall limit, constrain, or prevent the Association’s lawful right to pursue any legal action it deems necessary or warranted.

14. **MEMBERSHIP - NO RIGHT OF APPEAL OF DISCIPLINED MEMBER**

14.1 A member does not have a right of appeal to the Association in General Meeting against a resolution of the Disputes Committee which is confirmed under rule 13.4.3.
PART III - THE BOARD

15. **THE BOARD - POWERS OF**

15.1 Subject to the Act, the Legislative Regulation, the ACNC and this Constitution, the Board:

15.1.1 shall direct, control, and be responsible for the management of the affairs and the furtherance of the objects of the Association;

15.1.2 may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised at a General Meeting of members of the Association; and

15.1.3 has power to perform all such acts and do all such things and determine such regulations as appear to the Board to be necessary or desirable for the proper management and conduct of the business and affairs of the Association for the furtherance of the objects of the Association.

15.2 Except in the case of a specific delegation of authority pursuant to rule 24 or as permitted pursuant to rule 48, the Board, or their nominated delegate, shall approve any and all public statements made on behalf of the Association by any duly authorised member, Director, office bearer, President, Portfolio Officer, College Officer, employee, delegated person, or committee or agent of the Association, prior to that person making such statement.

15.3 Without limiting the general powers of the Board pursuant to rule 15.1, the role, functions, and activities of the Board include, but are not limited to, the:

15.3.1 formulation of the Association’s strategic direction;

15.3.2 determination of the Association’s governance regulations (pursuant to rule 48);

15.3.3 day-to-day management of the operations of the Association with and through the President;

15.3.4 monitoring and supervision of the Association’s strategic, organisational, and financial performance and risk and compliance management processes;

15.3.5 provision of accountability to the members;

in pursuit of the aforementioned objects of the Association described at rule 2.1.
16. **THE BOARD - COMPOSITION AND MEMBERSHIP**

**Board composition**

16.1 The governing authority of the Association shall be the Board which shall consist of not less than 6 and not more than 11 Directors. The Board shall include:

16.1.1 Up to eight (8) natural persons who must be ordinary members of the Association and who shall be duly elected by ordinary members of the Association to the position of Director at the annual elections of the Association pursuant to the Election Regulations (and who shall take office on the expiry of six (6) weeks from the declaration of the results of that election) and rule 19 or as otherwise appointed as a casual vacancy pursuant to rule 16.6;

16.1.2 One (1) natural person who must be an ordinary member of the Association and who shall be duly elected by ordinary members of the Association to the position of President at the annual elections of the Association pursuant to the Election Regulations and rule 19 (and who shall take office on the expiry of six (6) weeks from the declaration of the results of that election) or as otherwise appointed as a casual vacancy pursuant to rule 26.2;

16.1.3 Up to two (2) natural persons, who may be ordinary members of the Association, or otherwise, may not have any relationship with the Association, and with an appropriate mix of skills and attributes thought desirable by the Board to assist with the efficient and functional governance of the Association including to enhance the Board’s compositional mix as an inclusive reflection of the collective student body, who may be appointed by and at the discretion of the Board to the position of Director;

16.1.3.1 A Director appointed under rule 16.1.3 must be appointed by resolution of not less than a ¾ (75%) majority of the Directors elected by ordinary members of the Association pursuant to rule 16.1.1 and 16.1.2.

16.1.4 There shall be no less than two (2) persons who identify as female and two (2) persons who identify as male and two (2) international students and two (2) domestic students among the compositional mix of Directors pursuant to rule 16.1.1 (noting that a gender of the international and domestic students is counted among the quota for that gender and vice versa). Subject to the Election Regulations, these quota requirements are to be satisfied first from the highest votes in descending order pertaining to these quota characteristics, and once achieved, the next highest votes among the candidates in descending
order will be elected as Directors of the Board regardless of gender or residential origin status.

**Board office bearer**

16.1.5 A duly elected Director of the Board of the Association pursuant to rule 16.1.1 shall be elected by the Board pursuant to rule 21.2 as the Chair;

**Director eligibility**

16.2 Persons elected as Directors pursuant to rule 16.1.1 must be ordinary members of the Association on the date of their election (or re-election pursuant to rule 16.3) and may, if they cease to be an ordinary member during their tenure, remain a Director for up to a period of six (6) months from that cessation date pursuant to rule 16.4.3.1 and subject to rule 16.3. A person elected as President pursuant to rule 16.1.2 must cease to be a Director (and President) if they cease to be an ordinary member during their tenure pursuant to rule 16.4.3.2;

*Explanation: Associations Incorporation Act 1991 s.63, 63A and 63B disqualifies certain persons from accepting an appointment on the Board or as an Officer.*

16.2.2 A or any:

16.2.2.1 current employee of the Association (or any of its associated bodies corporate, affiliates or companies or body corporate under the auspice of the Association);

16.2.2.2 member who has been an employee of the Association for a period of six (6) months or more (or any of its associated bodies corporate, affiliates, or companies or bodies corporate under the auspice of the Association) within the immediate preceding one-year period from the date of the forthcoming annual elections of the Association;

is excluded and ineligible from being nominated, elected, or appointed as a Director pursuant to rules 16.1.1, 16.1.2, 16.1.3 and 16.6.

*Explanation: That the President and Officers receiving an honorarium pursuant to rule 1.15 does NOT constitute them as employees for the purpose of rule 16.2.2 as they are deemed to be performing services in a voluntary capacity for which they may receive a payment in recognition of the extra work, service, time and effort commitment made.*

*Explanation: An ordinary member acting as a volunteer worker or engaged in a voluntary capacity or position within the Association, does not disqualify a person from being a Director of the Association.*

*Explanation: Associations Incorporation Act 1991 s.62 requires certain changes in the Board composition to be lodged with the registrar-general within one (1) month of the occurrence.*
Director tenure
16.3 Each Director, subject to this Constitution, shall:

16.3.1 if

16.3.1.1 elected pursuant to rule 16.1.1, hold office for a term of two (2) years until the expiry of six (6) weeks after the declaration of the results of the second annual elections of the Association following the date of the Director’s election and shall retire from office upon the expiry of six (6) weeks after the declaration of the results of those annual elections of the Association and may, subject to eligibility requirements of rule 16.2, nominate for re-election pursuant to rule 16.1.1 or otherwise nominate for election pursuant to rule 16.1.2 or otherwise be appointed pursuant to rule 16.1.3;

16.3.1.2 a casual vacancy appointment pursuant to rule 16.6, shall hold office until the expiry of the period of the vacated Director’s tenure pursuant to rule 16.3.1.1 and may, subject to eligibility requirements of rule 16.2, nominate for re-election pursuant to rule 16.1.1, nominate for election pursuant to rule 16.1.2, or be appointed pursuant to rule 16.1.3;

16.3.1.3 appointed pursuant to rule 16.1.3, hold office for a term of one (1) year following their appointment, at which time they must retire but are eligible to be re-appointed by the Board;

16.3.2 if

16.3.2.1 elected pursuant to rule 16.1.1, be eligible to be re-elected for a maximum of three (3) x two-year (2) terms (a maximum of six (6) years) within any ten-year (10) period;

16.3.2.2 appointed pursuant to rule 16.1.3, be eligible to be re-appointed for a maximum of six (6) x one-year (1) terms (a maximum of six (6) years) within any ten-year (10) period.

Board vacancies
16.4 For the purpose of this Constitution, and in addition to any circumstances prescribed by the Act, a Director vacates their position on the Board when the Director:

16.4.1 retires as a Director pursuant to the requirements of rule 16.3 and is not re-elected or appointed, as the case may be;
16.4.2 resigns the office of Director by notice in writing given to the Secretary;

16.4.3 if elected pursuant to:

- 16.4.3.1 rule 16.1.1, ceases to be an ordinary member of the Association for more than a period of six (6) months;

- 16.4.3.2 rule 16.1.2, ceases to be an ordinary member of the Association;

16.4.4 is absent without the consent approval of the Board from two (2) consecutive meetings of the Board;

16.4.5 if elected or appointed pursuant to rule 16.1.1, is removed from office pursuant to rule 20;

16.4.6 becomes a paid employee of the Association (or any of its associated bodies corporate, affiliates or companies, or bodies corporate under the auspice of the Association), whether full-time, part-time or casual, or has been a member who has been an employee of the Association for a period of six (6) months or more within the immediate preceding one-year (1) period from the date of the forthcoming annual elections of the Association or otherwise as pursuant to rule 16.2.2;

16.4.7 becomes bankrupt or insolvent under administration within the meaning of the Corporations Act or makes arrangement or composition with their creditors generally;

16.4.8 is convicted on indictment of an offence in the promotion, formation, or management of a body corporate or involving fraud or dishonesty;

16.4.9 is prohibited by the Act from holding office or continuing as a Director;

16.4.10 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a protective jurisdiction law relating to mental health;

16.4.11 dies.

A vacating Director pursuant to rules 16.4.1 through to 16.4.9 shall be responsible for ensuring all documents in their possession belonging to the
Association are delivered to the Association within fourteen (14) days after vacating office.

Any vacancy created pursuant to this rule 16.4 (except rule 16.4.1) shall be deemed a casual vacancy.

**Director proxy, alternate, substitute, or deputy**

16.5 No Director shall be entitled to appoint another Director as their proxy nor be entitled to appoint any person as an alternate, substitute, or deputy to act as a Director in their place or role.

**Casual vacancy**

16.6 In the event of a casual vacancy occurring among the Directors elected pursuant to rule 16.1.1, the Board may appoint a suitable and eligible person subject to rule 16.2 to fill the vacancy who shall hold office until the expiry of the period of the vacated Director’s tenure pursuant to rule 16.3.1.1 and may, subject to eligibility requirements of rule 16.2, nominate for re-election pursuant to rule 16.1.1 nominate for election pursuant to rule 16.1.3, or be appointed pursuant to rule 16.1.2. Such an appointment shall be conducted according to a process determined pursuant to rule 48.

**Director duties**

16.7 Directors are expected to understand and comply with the provisions of this Constitution, the Act, and the ACNC duties, obligations and governance standards and to adhere to all common law fiduciary duties owed to the Association and in particular shall:

16.7.1 exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would be expected to exercise commensurate with the nature and complexity of the structure and operations of the Association;

16.7.2 act in good faith and in the best interest of the Association to further the charitable and benevolent purpose for which the entity was created and exercise delegated powers for the purposes for which they were originally conferred;

16.7.2.1 Noting that persons elected or appointed as Directors are elected or appointed as individuals and not as representatives of any formal or informal sectional interest body, group, or other collective assemblage and as such have a duty to act solely in and for the benefit of the Association’s interests as a whole through the promotion and furtherance of the purpose and objects of the Association and not to act so as to provide unreasonable preferential benefit to any particular sectional interest body, group, or person to the detriment of other members
and not allow personal interests, or the interest of any associated bodies or persons to conflict with the interests of the Association;

*Explanation: ref ACNC Regulation 2013 Reg.45.25(2)(b)&(c)*

16.7.3 disclose any material personal interest in a matter that relates to the affairs of the Association (including any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party) pursuant to s.65 of the Act, Reg.45.25(2)(e) of the ACNC Regulation 2013, and rules 16.8 - 16.11;

16.7.4 not knowingly or recklessly make improper use of their position or use information acquired by virtue of their position as a Director so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person or so as to cause detriment to the Association;

16.7.5 ensure that the financial affairs of the Association are managed responsibly, and that the Association does not incur debts that are not expected to be repaid nor allow the Association to operate while it is insolvent;

16.7.6 comply with any additional duty set out in this Constitution and pursuant to the governing regulations of the Association.

**Conflict of Interest**

16.8 A Director must give the other Directors notice of any actual, potential or perceived conflict of interest on any matter arising in relation to the Association and give details of the nature and extent of the interest; and the relation of the interest to the affairs of the Association; and be given at a Board meeting as soon as practicable after the Director becomes aware of his or her interest in the matter.

16.9 For clarity, a conflict of interest has the same definition in this Constitution as that provided in the Corporations Act 2001 (Cth) (or any subsequent Commonwealth Corporations Law and the ACNC Regulation 2013 Reg.45.25(2)(e)) and shall be interpreted consistent with legal interpretations applied to the Corporations Act 2001 (Cth);

16.10 The Director does not need to give notice of an interest if:

16.10.1 the interest arises because the Director is a member of the Association and is held in common with the other members of the Association;
16.10.2 the Director has given a standing notice of the nature and extent of the interest and the notice is still effective in relation to the interest.

16.11 Once a conflict has been declared the Board shall determine the nature and severity of the conflict and apply management of the conflict in their best discretion and noting that the Director may be present and vote if Directors who do not have a material personal interest in the matter have passed a resolution that:

16.11.1 Identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Association; and

16.11.2 states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

16.12 The details of any conflict that is declared and the Board’s decision in relation to the declaration shall be recorded in the minutes of the meeting and the declaration registered in the Association’s ‘Conflict of Interest Register’.

17. THE BOARD - MEETINGS AND QUORUM

Number, means, place, and time of meeting
17.1 The Board shall meet as regularly as it deems necessary to adequately fulfil its duties under the Act and this Constitution but not less than once in each period of 6 months commencing 1 January and 1 July either in person or via electronic telecommunication means at such place, time, and duration as the Board may determine.

17.1.1 Additional meetings of the Board may be convened as deemed necessary by the Chair or by any three Directors and conducted subject to the quorum requirements of rules 17.5 – 17.7.

17.2 The Board shall be entitled to hold all Board meetings as in camera sessions, but may invite, at their own discretion, any person or persons as an attendee to any part of the Board meeting who may be invited to raise a matter or speak on agenda items to provide reports, advice, counsel and information or answer questions on Association related matters as requested by Board members.

17.2.1 In most instances the senior executive employee shall attend all meetings of the Board for the full duration, unless excused or requested not to by the Board;

17.2.2 In most instances the Secretary (or their delegate pursuant to rule 25.3) shall attend all meetings of the Board for the full duration to
fulfil their delegated governance administrative functions pursuant to rule 25.2, unless excused or requested not to by the Board. If the Secretary duty is carried out by a Board member then that person is entitled to attend all Board meetings in their Director capacity;

17.2.3 Notwithstanding the provisions of this rule 17.2, the Board shall invite the members of the Postgraduate Representative Committee to attend:

17.2.3.1 a specified agenda item of a meeting of the Board no less than once in each period of 6 months to provide reports, advice, counsel and information in relation to:

A. the direction, control and management of the affairs of the Association; or

B. any other matter that the members of the Board or Postgraduate Representative Committee see fit to raise in relation to matters aligned with the member’s respective Portfolio designation or College;

pursuant to rules 10, 27.6.3, 27.6.4, 27.7.3 and 27.7.4; and to:

C. deal with matters pursuant to rules 3.2.2, 42.6.1, 42.6.2, 43.1, 43.3 and 48.5.

and otherwise,

17.2.3.2 a separate joint meeting as required from time to time to deal with matters pursuant to rules 3.2.2, 42.6.1, 42.6.2, 43.1, 43.3 and 48.5.

Notice of meetings
17.3 Oral or written notice of a meeting of the Board shall be given by the Secretary to each Director within seven (7) days, or such period as may be unanimously agreed upon by the members of the Board, before the time appointed for the holding of the meeting.

17.4 Notice of a meeting given under rule 17.3 herein shall specify an agenda of the business to be transacted at the meeting, in a format as prescribed by the Board from time to time.

Quorum
17.5 Six (6) Directors being present in person shall constitute a quorum for the purpose of passing a resolution and the transaction of the business of a meeting of the Board. A quorum for a Board meeting
must be present at all times during the meeting. Each individual Director present may only be counted once towards a quorum.

17.6 No resolution shall be passed, or business transacted by the Board 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 stands adjourned to the same place and at the same hour of the same day in the following week.

17.6.1 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

17.7 If the number of Directors is reduced below the number fixed as the necessary quorum of the Board pursuant to rule 17.5, the continuing Directors may act for the purpose of:

17.7.1 increasing the number of Directors to fill casual vacancies pursuant to rule 16.6 or otherwise appoint Directors as permitted pursuant to rule 16.1.3, up to no less than six (6) Directors; or

17.7.2 convening a General Meeting of members of the Association pursuant to rule 30.1 for the purpose of the election of additional Directors until the number of Directors is made up to no less than six (6) Directors;

but for no other purpose.

**Presiding member**

17.8 At a meeting of the Board:

17.8.1 the Chair shall act as the presiding member; or

17.8.2 if the Chair is absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the Directors’ present at the meeting shall preside as Chair of the meeting.

**Minutes**

17.9 The Directors must cause minutes to be made of:

17.9.1 the names of the Directors present at all Board meetings;

17.9.2 all proceedings including:

17.9.2.1 meeting validity matters such as time, place,
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attendance, apologies, or quorum.

17.9.2.2 statutory item approvals such as previous minutes, correspondence, and use of seal.

17.9.2.3 items noted, matters delegated, reports and documents tabled at Board meetings;

17.9.3 all formal decisions resolved by the Board pursuant to rule 18, which may include at any Director’s discretion, among other things, essential contextual information that provides background to the decision, risk, or issues considered; Explanation: It is not necessary to record the mover and seconder of a motion or those voting for or against the motion or the margin of the vote. Simply, any resolution passed by the required margin needs only be recorded. Any resolution not passed need not be recorded.

Individual Board members, if they desire and so request, can have their vote noted in the minutes although this does not necessarily absolve the Director from their responsibility as part of the Board’s collective accountability in relation to the effect of the resolution [see rule 18.1.1].

17.9.4 all Board-authorised appointments including casual vacancies among Directors, office bearers, or officers;

17.9.5 all disclosures of interests made under rules 16.7.3 and 16.8; and

17.9.6 any other proceedings of the meeting deemed necessary to record by the Board.

17.10 Minutes of proceedings at a meeting shall be signed by the presiding Chair of the meeting or by the presiding Chair of the next succeeding meeting.

17.11 The Association must keep all registers required by this Constitution and the Law.
18. **THE BOARD - VOTING AND DECISIONS**

**Voting**

18.1 Resolutions arising at a meeting of and put to the Board shall be determined by a majority of the votes of the Directors present at the meeting, with every vote being equal (a majority vote being more than half, i.e. 50% + 1) with the exception of a resolution pursuant to rules 3.3.2, 13.1, 16.1.3.1, 20.3, 26.1.4, 26.2.1 and 27.5.1, which require not less than a ¾ (75%) majority.

18.1.1 A decision by the majority of Directors is for all purposes a decision of the Board that binds all Directors who, being accountable as a group, have a collective responsibility to the entity, act as a whole, and make decisions as one.

18.2 In the event of an equality of votes on any resolution, the person presiding at that meeting pursuant to rule 17.8, and provided that person is entitled to vote on the resolution, has a deliberative vote in his or her capacity as a Director in respect of that resolution but does not have any entitlement to a casting vote on that resolution and the resolution (not being in the majority) is not passed.

**The Board may act notwithstanding any vacancy**

18.3 Subject to a quorum being achieved pursuant to rule 17.5, the Board may act notwithstanding any vacancy on the Board.

**Circular resolutions**

18.4 Where the voting intention is made clear a resolution in writing signed by all the members of the Board shall be as valid and effectual as if passed at a meeting of the Board duly convened and held. The resolution is deemed carried at the date on which the last Board member signs and votes and if the Directors vote in favour of the resolution by the required margin pursuant to rule 18.1. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

**Validity of Acts of the Board**

18.5 Any act or thing done or suffered, or purporting 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 Board person.

19. **PROCEDURE FOR ELECTION OF DIRECTORS, PRESIDENT, and OFFICERS**

19.1 Subject to the Election Regulations, nominations of candidates for election, to the Board as Directors pursuant to rule 16.1.1, as President pursuant to rule 16.1.2, or as Portfolio Officers, College Officers, and the Vice President of the Association pursuant to rule 27.1:
19.1.1 shall be made in writing on the form of nomination as determined pursuant to rule 48.5;

19.1.2 shall be endorsed and signed by two other ordinary members of the Association (not being the nominated candidates) and who personally know and can vouch for the prerequisite eligibility, qualification, and competence of the applicant;

19.1.3 shall be accompanied by the written consent of the candidate, which may be endorsed on the form of nomination;

19.1.4 shall be delivered to the Secretary not fewer than fourteen (14) days before the date fixed for the holding of the election; and

19.1.5 must declare anything whatsoever that will or may prevent the nominee from acting as a Director or President and must be made not less than five (5) days prior to the date of the meeting of members. Failure to declare any relevant matter that would or could prevent the nominee from acting as a Director will be grounds for the Board to remove the nominated person’s name from the list of eligible nominees or, if once appointed, cause the cessation of the Director’s appointment.

19.2 If the number of nominations received is equal to the vacancies to be filled, the persons nominated shall be deemed to be elected.

19.3 If:

19.3.1 the number of nominations received for Directors are less than the number of vacancies to be filled, the Board may fill the remaining vacancy or vacancies pursuant to rule 16.6;

19.3.2 there are no nominations received for the position of President, the Board may fill the vacancy pursuant to rule 26.2;

19.3.3 the number of nominations received for each of the Portfolio Officer, College Officer, or Vice President positions pursuant to rule 27.1 is less than the number of vacancies to be filled, the Board may fill the remaining vacancy or vacancies pursuant to rule 27.4.

19.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot of members shall be held pursuant to the Election Regulations. Any tie shall be broken by lot.

19.5 Other than for casual vacancies, ballots for the election of members of the Board, President, Vice President, or Officers shall be conducted at the annual elections of the Association to be held at the same time and in the same
manner pursuant to the Election Regulations notwithstanding any particular requirements for each position pursuant to this Constitution.

20. **DIRECTORS – VACATION OF OFFICE AND REMOVAL OF**

20.1 The office of a Director immediately becomes vacant if a Director vacates their position on the Board pursuant to rule 16.4.

20.2 The members may by resolution in a General Meeting remove a Director elected pursuant to rule 19 from office before the end of their term of office at any time, (either at a Special General Meeting convened pursuant to rule 30 or at the Annual General Meeting pursuant to rule 29.2.4) and the vacancy shall then be treated as a casual vacancy pursuant to rule 16.6. A resolution of the Association under this rule 20.2 is of no effect unless:

20.2.1 the motion names the Director or Directors of the Board who is or are subject of the motion;

20.2.2 the motion is signed by not less than one hundred (100) members or not less than five percent (5%) of the total ordinary membership of the Association, whichever is less;

20.2.3 notice of the General Meeting is provided pursuant to the requirements of this Constitution to members of the Association, and to the Director(s) affected by the proposed resolution;

20.2.4 the Director(s) affected by the proposed resolution are provided with an adequate opportunity to speak against the motion and to participate in debate concerning it; and

20.2.5 no less than twenty (20) ordinary members or not less than one percent (1%) of the total membership of the Association (whichever is less) are present when the motion is voted on pursuant to rule 31.2.

20.3 The Board may by resolution of not less than a ¾ (75%) majority of the total number of Directors of the Board suspend a Director elected pursuant to 16.1.1 and 16.1.2 (the President) from office, if, in their opinion, they establish sufficient legitimate grounds for them to determine a breach of the Act or that the conduct of a Director is in persistent breach of this Constitution or the governing regulations of the Association or such that continuance in office would be prejudicial to the interests of the Association.

20.3.1 Should the Board so resolve to enact the suspension pursuant to rule 20.3, the Board shall, within seven (7) days, issue to the affected Director a “Notice to Show Cause” why the Director should not be removed as a Director.
20.3.1.1 The affected Director shall have twenty-one (21) days from the date of the “Notice to Show Cause” to either respond in writing to the Board or seek to address the Board personally, stating any reason why the Director should not be removed.

20.3.1.2 The Board must, within fourteen (14) days of the receipt of any response pursuant to rule 20.3.1.1, convene a meeting of the Directors specifically called for that purpose and give seven (7) days’ notice to the affected Director to either review the written “Notice to Show Cause” or hear the personal address from the affected Director. Within the meeting convened according to rule 20.3.1.2 the Board shall either revoke their decision to suspend the affected Director or resolve to confirm it.

20.3.1.3 Should no response be received from the affected Director within the twenty-one day (21) period pursuant to rule 20.3.1.1 the resolution of the Board pursuant to rule 20.3 shall stand and be final and binding.

20.3.2 Should the Board accordingly resolve to confirm the suspension enacted pursuant to rule 20.3, the Board shall, within twenty-eight (28) days of the confirmation of suspension of the Director, convene a special General Meeting pursuant to rule 30 and include in the notice a resolution to remove the Director from office. At the special General Meeting of the Association:

20.3.2.1 the Board and the suspended Director shall be given the opportunity to state their respective cases orally or in writing, or both; and

20.3.2.2 the members present, of which there shall be no less than twenty (20) ordinary members or not less than one percent (1%) of the total membership of the Association, whichever is less, shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked;

20.3.3 Should the resolution at the special General Meeting of the Association be:

20.3.3.1 confirmed, the suspended Director shall forthwith be formally removed from office and the vacancy shall then being treated as a casual vacancy pursuant to rule 16.6;

20.3.3.2 revoked, the suspended Director shall forthwith be reinstated as a Director.
21. **OFFICE BEARER OF THE BOARD - ELECTION OF**

Office Bearer of the Board

21.1 The office bearer of the Board shall be the Chair.

21.2 The office bearer of the Board shall, subject to rule 21.2.1, be elected annually from among the Directors by resolution of the Board in such manner as the Board may determine. Such elections shall be held immediately following each annual election of the Association.

21.2.1 The office bearer position in rule 21.1 may not be held by the President.

21.2.2 A re-elected Director who was office-bearer in their previous term may be re-elected to the same office-bearer position as previously held. A person may not be an office bearer for a period exceeding the tenure of their directorship pursuant to rule 16.3.

21.3 In the event of a casual vacancy in the position of Chair, the Board shall, subject to rule 21.2.1, elect from among the remaining Directors a person to fill the vacancy.

21.4 A person shall cease to be Chair if:

21.4.1 that person ceases to be a Director pursuant to rule 16.4;

21.4.2 that person resigns as Chair; or

21.4.3 the Board by resolution so determines at any time.

22. **CHAIR**

22.1 The Chair shall be elected pursuant to rule 21.2;

22.2 Subject to rules 17.8.2 and 32.2, the Chair is to preside as Chair at each General Meeting of the Association and Board meeting at which the Chair is present.

22.3 The Chair shall be responsible to the Board to ensure that absolute discretion, appropriate governance protocols, and confidentiality shall apply in all Board activities, meetings, and dealings related to the governance of the Association according to any governing regulation pursuant to rule 48 the Board may determine from time to time.

22.4 The Chair shall represent and be the spokesperson for the Board to the members and in external public contexts in relation to governance matters of the Association. In all other matters and unless determined otherwise by the
Board from time to time pursuant to rule 48 or rule 24, the President shall be the delegated representative and spokesperson for the Association.

23. POSTGRADUATE MEMBER OF THE UNIVERSITY COUNCIL

23.1 The postgraduate student of the ANU to be elected to the position of Postgraduate Student Member of the University Council shall be elected in accordance with the Australian National University Act (or its successors), any relevant Statute or Rule of the ANU and as otherwise provided for in the PARSA Constitution or Election Regulations.

23.2 Any postgraduate student of the ANU, whether a member of the Association or not, may nominate for election as the Postgraduate Student Member of the University Council, and may nominate for re-election insofar as they are eligible.

23.3 The Postgraduate Student Member of the University Council may concurrently hold positions as a Director, an office bearer, President, or officer of the Association.

23.4 The Postgraduate Student Member of the University Council holds office subject only to the provisions of the Australian National University Act (or its successors) and any relevant Statute or Rule of the ANU.

23.5 A vacancy in the office of Postgraduate Student Member of the University Council must be filled in accordance with the Australian National University Act (or its successors), any relevant Statute or Rule of the ANU and as otherwise provided for in the PARSA Constitution or Election Regulations.

24. DELEGATION

24.1 The Board may, by instrument or in writing, delegate the exercise of the functions of the Board or any of its powers for any period and on any terms (including the power to further delegate), as the Board resolves, to:

24.1.1 the President;

24.1.2 a Portfolio Officer, College Officer, or employee of the Association;

24.1.3 a Director or officer bearer;

24.1.4 a committee; or

24.1.5 any other person or persons considered by the Board to be reliable and competent to perform the functions;
as are specified in the instrument of delegation or any directions of the Board, other than:

24.1.6 this power of delegation; and

24.1.7 a function which is a duty imposed specifically on the Board by the Act or by any other law.

24.2 A function, the exercise of which has been delegated under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the delegated person, persons, or committee pursuant to the terms of the delegation.

24.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances as may be specified in the instrument of delegation.

24.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

24.5 Any act or thing done or suffered by the delegated person, persons, or committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board and noting that the exercise of the power by the delegate is as effective as if the Directors themselves had exercised it.

24.6 The Board may, by instrument or in writing, revoke wholly or in part any delegation under this rule.

24.7 Any person, persons, or committee appointed under this rule shall report to the Board on the exercise of the delegated functions or powers as and when and by a method and at a frequency the Board shall from time to time determine.
25. **DELEGATED POSITIONS - SECRETARY, PUBLIC OFFICER, AND TREASURER**

**Secretary**

25.1 The Board shall appoint a Secretary of the Association (who may be either a Board member, an employee, a member, or another person) annually by resolution of the Board immediately following each annual elections of the Association in such manner as the Board may determine and who shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

25.2 It is the duty of the Secretary to undertake and fulfil any functions so delegated, and pursuant to the terms of the delegation as determined by the Board from time to time, as well as keep minutes of:

25.2.1 all appointments of Directors and office bearers;

25.2.2 the names of the Directors present at all Board meetings and members present at all General Meetings; and

25.2.3 proceedings of all Board meetings and General Meetings.

25.3 The Board may, in the absence of the formally appointed Secretary, by instrument or in writing, delegate some or all of the above duties or any other duties of the Secretary pursuant to this Constitution to another person as the acting Secretary pursuant to rule 24.

**Public Officer**

25.4 The Board shall appoint a Public Officer of the Association (who may be either a Board member, an employee, a member, or another person) annually by resolution of the Board immediately following each annual elections of the Association in such manner as the Board may determine who must be at least 18 years of age and must reside in the Australian Capital Territory and shall be responsible for:

25.4.1 acting as the official contact for the Association, including receiving legal notices, information or changes to legislation or procedures from the relevant regulatory authorities and taking delivery of documents served on the Association and bringing them to the attention of the Board as soon as possible;

25.4.2 lodging of reporting obligations for incorporated associations as required by the Act, the Legislative Regulation, and the ACNC including an annual information statement and notifications of change of Board members or Association name, public officer, registered office address, and any Constitutional rules with either Access Canberra or the ACNC as applicable;
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25.4.3 custody of any documents as required by the Act or this Constitution.

25.5 The Board may, in the absence of the formally appointed Public Officer of the Association, by instrument or in writing, delegate some or all of the above duties or any other duties of the Public Officer pursuant to this Constitution to another person as the acting Public Officer pursuant to rule 24.

25.6 The Board shall be responsible for appointing a Public Officer and once the position becomes vacant, the Board must fill the position within twenty-eight (28) days. The new Public Officer must, not later than one (1) month after being appointed, lodge with the relevant regulatory authorities a notice of the appointment and their address on the approved form.

Secretary and Public Officer

25.7 The appointed positions pursuant to rules 25.1 and 25.4 may be held by the same or different person(s).

Treasurer

25.8 The Board may appoint a Treasurer of the Association (who shall be a Board member) annually by the Board immediately following each annual elections of the Association in such manner as the Board may determine. The office of Treasurer of the Association need only be created if the Board deem (at their discretion) the office necessary or desirable for the proper management of the affairs of the Association and shall undertake and fulfil any functions so delegated, and pursuant to the terms of the delegation as determined by the Board from time to time.

25.8.1 The President, through delegation and governing regulation, shall have the delegated responsibility for the entity’s financial management and administration which is an operational activity sitting under President delegation (who shall have the power to further delegate financial management and administration activities to other employees) and who shall have the delegated responsibility for presenting the entity’s financial management to the Board, who in turn are responsible for determining what financial governance reporting data should be presented to them and are accountable for the governance oversight of the entity’s financial condition and status.

25.9 The Treasurer (if appointed) may be called upon to present the annual financial statements of the Association at the AGM and undertake any other formally delegated financial governance functions the Board deem necessary and applicable to the role.

25.10 The Treasurer (if appointed), at the discretion of the Board, may be appointed to occupy the Chair function of any committee established by the Board in relation to the finances of the Association (where established from
time to time pursuant to rule 24) to undertake and fulfil any functions so delegated, and pursuant to the terms of the delegation as determined by the Board from time to time.

25.11 The Board may, in the absence of the formally appointed Treasurer, by instrument or in writing, delegate some or all of the above duties or any other duties of the Treasurer pursuant to this Constitution to another person not acting formally as the Treasurer pursuant to rule 24.

26 **PRESIDENT**

26.1 The Members shall elect pursuant to rule 16.1.2 a person as the President who shall be the President of the Association for a one-year term (and being eligible for re-election for a second one-year term (i.e. the President may hold tenure for two (2) x one (1) year periods - a maximum of two years). A retiring President shall be eligible to be elected as a Director pursuant to rule 16.1.1 following their tenure as President subject to the requirements of rule 16.3.2.1 where their President’s tenure shall count as one (1) two-year term as a Director.

The President:

26.1.1 shall be under the direction of and be accountable and responsible to the Board and shall undertake and fulfil any functions, responsibilities, powers, and authorities subject to any constraints, related processes, protocols or relevant accountability obligations applying to the functions so delegated. Such functions, responsibilities, powers, and authorities shall operate pursuant to the terms and conditions, including any honorarium pursuant to rule 1.15, of the delegation as determined by the Board and consistent with any governing policies established pursuant to rule 48;

26.1.2 shall, as an ‘ex-officio’ Director, be entitled to attend all meetings of the Board subject to any declaration pursuant to rules 16.8 – 16.10 and determination pursuant to rule 16.11;

26.1.3 may, subject to any other direction of the Board, delegate to an employee, the Vice President, or an Officer of the Association a function or power delegated to the President pursuant to rule 26.1.1, but that power or function may not be further delegated. Any act or thing done or suffered by the delegated employee or officer acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the President, noting that the exercise of the power by the delegate is as effective as if the President themselves had exercised it;
26.1.4 may be removed from their position according to the same process as
for the removal of Directors pursuant to rule 20.2 or rule 20.3. Such a
removal shall be considered to be a casual vacancy in the position of
President and rule 26.2 shall apply;

26.1.5 must not wilfully act in any way or manner that the Board determines
is liable to bring, or has brought, the Association into disrepute
through their activities or inactivity or in any way or manner
determined by the Board to be prejudicial or detrimental to the
interests or pursuit of the objects of the Association;

26.1.6 must not wilfully refuse or neglect to adhere to any provisions of this
Constitution or the regulations of the Association.

26.2 Should there be a casual vacancy in the President’s position, the Board:

26.2.1 may appoint, by resolution of not less than a ¾ (75%) majority of the
total number of Directors of the Board and according to a process
devised pursuant to rule 48, a current ordinary member of the
Association as the President for the remainder of the tenure of the
President if there is less than eight (8) months before the expiry of the
vacated President’s tenure, or

26.2.2 should the Board fail to appoint a President pursuant to rule 26.2.1,
within one (1) month of the position being vacant or if there are more
than eight (8) months before the expiry of the vacated President’s
tenure, shall conduct an election among the Members, within two (2)
months of the position being vacant, pursuant to rule 48.5, who shall
duly elect an ordinary member as President for the remainder of the
tenure of the vacated President.

26.3 If the appointment of an acting President pursuant to rule 26.2 creates a
casual vacancy among the Directors elected pursuant to rule 16.1.1, the
casual vacancy shall be dealt with pursuant to rule 16.6.

27. **OFFICERS - PORTFOLIO OFFICERS, COLLEGE OFFICERS, AND VICE PRESIDENT**

27.1 The members shall, pursuant to the Election Regulations, elect:

27.1.1 Portfolio Officers of the Association, who shall be ordinary members of
the Association but not a Director, office bearer, or an employee and
shall include at least the following Officers and such others as the
Board may determine from time to time:

27.1.1.1 Aboriginal and Torres Strait Islander Officer;

27.1.1.2 Coursework Officer;
27.1.1.3 Disabilities Officer;
27.1.1.4 Education Officer;
27.1.1.5 Environmental Officer;
27.1.1.6 Equity Officer;
27.1.1.7 Higher Degree by Research (HDR) Officer;
27.1.1.8 International Student Officer;
27.1.1.9 Queer Officer;
27.1.1.10 Social Officer;
27.1.1.11 Women’s Officer;

27.1.2 two College Officers from each of the ANU Colleges, who shall be ordinary members of the Association but not a Director, office bearer, or an employee;

27.1.2.1 The two College Officers from each of the ANU Colleges shall consist of one coursework student and one Higher Degree by Research student except that, in the case that no nominations are received to enable this, the College Officers may be from the same category.

27.1.3 a Vice President, who shall be an ordinary member of the Association but not a Director, office bearer, or an employee.

Tenure
27.2 Each Portfolio Officer, College Officer, or Vice President of the Association shall, subject to this Constitution:

27.2.1 hold office for a period of one (1) year until the expiry of six (6) weeks from the declaration of the results of the next annual election of the Association following the date of the Officer’s election;

27.2.2 be eligible for re-election to the same Officer designation or another Officer designation for an additional three (3) x one-year (1) terms (making for a maximum of four (4) years) within any ten-year (10) period;

27.2.3 only be eligible to hold one Officer designation at any one time.

Vacation of office
27.3 For the purpose of this Constitution, and in addition to any relevant circumstances prescribed by the Act, a Portfolio Officer, College Officer, or Vice President of the Association vacates their position when the Officer:
27.3.1 retires as an Officer pursuant to the requirements of rule 27.2.3;

27.3.2 resigns the office of Officer by notice in writing given to the Secretary;

27.3.3 ceases to be an ordinary member of the Association;

27.3.4 is removed from office pursuant to rule 27.5;

27.3.4 becomes a paid employee of the Association or holds paid employment in any related body corporate of the Association, noting that acting as a volunteer worker, or being engaged in a voluntary capacity or position within the Association, does not disqualify a person from being an Officer.

27.3.5 dies.

Any vacancy created pursuant to this rule 27.3 shall be deemed a casual vacancy and shall be dealt with pursuant to rule 27.4.

Casual vacancy

27.4 In the event of a casual vacancy occurring in a Portfolio Officer, College Officer, or Vice President position, the Board may appoint a suitable and eligible ordinary member of the Association to fill the vacancy who shall hold office until the conclusion of the next annual elections of the Association following the date of the person’s appointment and shall be eligible for re-election pursuant to rule 27.2.3. Such an appointment shall be conducted according to a process determined pursuant to rule 48.

Disciplining

27.5 An Officer of the Association may be removed from their position in the following manner:

27.5.1 By resolution of not less than a ¾ (75%) majority of the total number of Directors of the Board if they are of the reasonable opinion that the Officer:

27.5.1.1 has failed to satisfactorily fulfil their functions responsibilities, powers and authorities pursuant to rule 27.6 or rule 27.7; or

27.5.1.2 wilfully refuses or neglects to adhere to any provisions of this Constitution or the regulations of the Association; or
27.5.1.3 wilfully acts in any way or manner that the Board determines is liable to bring or has brought the Association into disrepute through their activities or inactivity or in any way or manner determined by the Board to be prejudicial or detrimental to the interests or pursuit of the objects of the Association.

27.5.2 Should the Board so resolve to enact the removal pursuant to rule 27.5.1, the Board shall within seven (7) days issue to the affected Officer a “Notice to Show Cause” why the Officer should not be removed as an Officer.

27.5.2.1 The affected Officer shall have fourteen (14) days from the date of the “Notice to Show Cause” to either respond in writing to the Board or seek to address the Board personally, stating any reason why the Officer should not be removed;

27.5.2.2 The Board must, within fourteen (14) days of the receipt of any response pursuant to rule 27.5.2.1, convene a meeting of the Directors specifically called for that purpose and give seven (7) days’ notice to the affected Director to either review the written response to the “Notice to Show Cause”, or hear the personal address from the affected Officer and shall, upon such review or hearing, determine their response accordingly and the Board’s resolution shall be final and binding.

27.5.2.3 Should no response be received from the affected Officer within the fourteen-day (14) period pursuant to rule 27.5.2.1 the resolution of the Board pursuant to rule 27.5.1 shall stand and be final and binding.

27.5.3 Subject to a determination pursuant to rule 27.5.2.2 or 27.5.2.3 the Board may appoint a suitable and eligible ordinary member of the Association to fill any resultant vacancy pursuant to rule 27.4.

Functions and Powers
27.6 The Portfolio Officers of the Association:

27.6.1 shall be responsible for, provide leadership in, undertake, and perform any operational day-to-day functions aligned with their portfolio designation as delegated by the Board or as otherwise determined by the President within the scope of the Board’s delegated functions of each respective portfolio designation, and shall be accountable for their assigned budgets;
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27.6.2 shall be responsible to the President for the undertaking and performance of their operational day-to-day functions;

27.6.3 subject to rule 10 and 17.2.3, may raise any matter the Portfolio Officer sees fit to raise with the Board in relation to:

27.6.3.1 the provision of advice, counsel, and information in relation to the direction, control, and management of the affairs of the Association; or

27.6.3.2 any matter aligned with the Portfolio Officer’s designation;

27.6.4 subject to rule 10 and 17.2.3, may be invited, at the Board’s discretion, as an attendee to any part of the Board meeting to speak on agenda items or to report to the Board on any matter aligned with the Portfolio Officer’s designation as requested by the Board from time to time;

27.6.5 may be deemed to be an officer of the Association and as such are bound by the duties pursuant to the law, the Act, the ACNC, this Constitution and other such duties in accordance with any governing regulations established by the Board pursuant to rule 48.

27.7 The College Officers of the Association:

27.7.1 shall be responsible for, provide leadership in, undertake, and perform any operational day-to-day functions aligned with their College designation as delegated by the Board or as otherwise determined by the President within the scope of the Board’s delegated functions of each respective College designation, and shall be accountable for their assigned budgets;

27.7.2 shall be responsible to the President for the undertaking and performance of their operational day-to-day functions;

27.7.3 subject to rule 10 and 17.2.3, may raise any matter the College Officer sees fit to raise with the Board in relation to:

27.7.3.1 the provision of advice, counsel, and information in relation to the direction, control, and management of the affairs of the Association; or

27.7.3.2 any matter aligned with the College Officer’s designation;

27.7.4 subject to rule 10 and 17.2.3, may be invited, at the Board’s discretion, as an attendee to any part of the Board meeting to speak on agenda items or to report to the Board on any matter aligned with
the College Officer’s designation as requested by the Board from time to time;

27.7.5 may be deemed to be an officer of the Association and as such are bound by the duties pursuant to the law, the Act, this Constitution and other such duties in accordance with any governing regulations established by the Board pursuant to rule 48.

27.8 The Vice President of the Association shall:

27.8.1 assist the President to perform their day-to-day administrative and management duties and functions and, as such, shall undertake and fulfil any functions, responsibilities, powers, and authorities, within any constraints, related processes and protocols, and relevant accountability obligations applying to the functions, as determined by the Board from time to time pursuant to rule 48;

27.8.2 be responsible to the President for the undertaking and performance of their operational day-to-day functions;

27.8.3 take on the functions of the President pursuant to rule 26.1.1 in an acting capacity should there be a casual vacancy in the President’s position until the casual vacancy position is filled;

27.8.4 be deemed to be an officer of the Association and as such are bound by the duties pursuant to the law, the Act, this Constitution, and other such duties in accordance with any governing regulations established by the Board pursuant to rule 48;

27.8.5 for the sake of clarity, not be an ‘ex-officio’ Director pursuant to rule 16.1.2 and shall only be entitled to attend meetings of the Board at the determination of the Board.
PART IV - GENERAL MEETINGS

28. **ANNUAL GENERAL MEETINGS - HOLDING OF**

28.1 The Association shall, at least once in each calendar year and within the period of five (5) months beginning at the end of the Association's most recently ended Financial Year, convene an Annual General Meeting of its members pursuant to the Act.  
*Explanation: s.69 of the Act.*

28.1.1 A General Meeting of the Association shall only be held between ANU Orientation Week and the publication of ANU examination results.

28.2 Rule 28.1 has effect subject to any extension and condition or permission granted under the Act.  
*Explanation: s.120 of the Act.*

29. **ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

29.1 The Annual General Meeting of the Association shall, subject to the Act and to rule 28, be convened on such date and at such place and time as the Board determines.

29.2 The business of an Annual General Meeting shall be to:

29.2.1 confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;

29.2.2 receive and consider the audited statement of the Association's accounts for the most recently ended financial year and a copy of the auditor’s report for the accounts;  
*Explanation: s.72(2) and s.73(1)(a)&(b) of the Act and s.11 of the Legislative Regulation.*

29.2.3 receive and consider from the Board a report signed by the Chair and the President stating the:  
*Explanation: s.73(1)(c) of the Act.*

29.2.3.1 name of each Director of the Association during the most recently ended financial year of the Association and, if different, at the date of the report; and

29.2.3.2 principal activities of the Association during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
29.2.3.3 net profit or loss of the Association for the most recently ended financial year.

29.2.4 conduct other special business of which notice has been given to the members pursuant to rule 36.2.

29.3 The Secretary shall cause a notice convening an Annual General Meeting to be given to members no less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting by advertisement. The notice convening an Annual General Meeting shall specify the meeting as an Annual General Meeting and specify the place, date, and time of the meeting and the nature of the business, and all reports, documents, or financial statements pursuant to rule 29.2 proposed to be transacted at the meeting.

29.3.1 If a special resolution is being proposed, the notice will also include the intention to propose the resolution as a special resolution and include the proposed wording of the resolution. Such a resolution shall operate pursuant to rule 36.2.

29.4 The procedure for an Annual General Meeting shall be as set out in rule 31.

30. SPECIAL GENERAL MEETINGS - CALLING OF

30.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

30.1.1 A Special General Meeting of the Association shall only be held between ANU Orientation Week and the publication of ANU examination results.

30.2 The Board shall convene a Special General Meeting of the Association on the requisition in writing of not less than one hundred (100) ordinary members or not less than five percent (5%) of the total ordinary membership of the Association, whichever is less.

30.3 A requisition of members for a Special General Meeting:

30.3.1 shall state the purpose or purposes of the meeting and shall clearly state any resolution(s) to be proposed at the meeting;

30.3.2 shall be signed by each of the members making the requisition;

30.3.3 shall be lodged with the Secretary; and
30.3.4 may consist of several documents in a similar form, each signed by
one or more of each member making the requisition.

30.4 If the Board fails to convene a Special General Meeting within twenty-one
(21) days after the date on which a requisition of members for the meeting
was 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 three (3) months after the date on which the requisition was lodged.

30.5 Where possible, a Special General Meeting convened by members as referred
to in rule 30.4 shall be convened to coincide with the Annual General
Meeting convened by the Board and any member who thereby incurs
expense associated with the organisation of the Special General Meeting is
entitled to be reimbursed by the Association for any expense so incurred.
30.5.1 Where a Special General Meeting requisitioned by members as
referred to in rule 30.4 is not convened by the Board to coincide with
the Annual General Meeting, or where it is not possible to do so, the
organising members shall be reimbursed for all reasonable costs
associated with organisation of the Special General Meeting, as
determined by the Board.

30.6 The procedure for a Special General Meeting shall be as set out in rule 31.

31. GENERAL MEETINGS - PROCEDURE AT

31.1 No item of business shall 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.

31.2 A quorum for the transaction of the business of a General Meeting shall
constitute twenty (20) ordinary members or not less than one percent (1%)
of the total membership of the Association, whichever is less, entitled under this
Constitution to vote at a General Meeting being present in person.

31.3 If within half an hour after the appointed time for the commencement of a
General Meeting a quorum is not present, the meeting if convened upon the
requisition of members shall be dissolved and in any other case shall stand
adjourned for seven (7) days and shall resume at the same time and at the
same place (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).

31.4 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 not fewer than eleven (11) ordinary members shall constitute
a quorum.
32. GENERAL MEETINGS - PRESIDING MEMBER

32.1 The Chair shall preside as Chair at each General Meeting of the Association. If the Chair cannot attend a General Meeting they shall delegate a Director to Chair in their stead.

32.2 If the Chair or their delegate is absent from or unwilling to act at a General Meeting, those ordinary members present shall elect one of their number or a Director to preside as Chair at the meeting.

33. GENERAL MEETINGS - ADJOURNMENT

33.1 The Chair 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

33.2 Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary shall give notice of the adjourned meeting to each member of the Association (in the manner pursuant to rule 36) stating the place, date, and time of the meeting and the nature of the business to be transacted at the meeting.

33.3 Except as provided in rules 33.1 and 33.2 herein, 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.

34. GENERAL MEETINGS - MAKING OF DECISIONS

34.1 A question arising at a General Meeting of the Association is to be decided by a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect has been entered 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.

34.2 At a General Meeting of the Association, a poll may be demanded by the person presiding or by not less than five (5) members present in person at the meeting. The poll shall be taken:

34.2.1 immediately in the case of a poll which relates to the election of the Chair of the meeting or to the question of an adjournment; or
34.2.2 in any other case, in such manner and at such time before the close of the meeting as the Chair directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

35. **GENERAL MEETINGS - VOTING**

35.1 Upon any question arising at a General Meeting of the Association, and on any motion at a General Meeting, each ordinary member shall be entitled to one (1) vote. All votes must be given personally. Pursuant to rule 38, voting by proxy or by attorney is not permitted.

35.2 The register of members will be conclusive in determining membership and eligibility to vote.

35.3 A resolution, other than a special resolution, is deemed carried if more than 50% of the total eligible votes cast on the resolution (i.e. those votes cast by persons eligible to vote who are present at the meeting in person as the Constitution allows) are in favour of the resolution;

35.4 In the case of an equality of votes on a question at a General Meeting, the Chair of the meeting (and provided that person is entitled to vote on the resolution) has a deliberative vote in his or her capacity as a Director in respect of that resolution but does not have any entitlement to a casting vote on that resolution and the resolution, not being in the majority, is decided in the negative.

36. **GENERAL MEETINGS - NOTICES**

36.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association pursuant to rule 36.2 or in the case of an Annual General Meeting pursuant to rule 29.3, the Secretary shall, no less than fourteen (14) days before the date fixed for the holding of the General Meeting, cause a notice to be given by advertisement to members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

36.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association (or business in relation to rule 29.2.5), the Secretary shall, no less than twenty-one (21) days before the date fixed for the holding of the General Meeting, cause notice to be given by advertisement to members as provided in rule 36.1 specifying in addition to the matters specified in rule 36.1, the intention to propose the resolution as a special resolution and the wording of the proposed resolution.
36.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 29.2.

36.4 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

36.5 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of the General Meeting by, any person entitled to receive notice shall not invalidate proceedings of the General Meeting.

37. **GENERAL MEETINGS - SPECIAL RESOLUTIONS**

37.1 A resolution of the Association is a special resolution if it is a resolution relating to special business that, in order to be adopted, must have no less than twenty-one (21) days’ notice and be passed at a General Meeting convened as required pursuant rule 30 by not less than a ¾ (75%) majority of the total votes of ordinary members of the Association present and voting in person at the meeting.

*Explanation: s.70 of the Act.*

38. **GENERAL MEETINGS - APPOINTMENT OF PROXIES**

38.1 Voting by proxy or by attorney shall not be permitted at any General Meeting of the Association.

39. **GENERAL MEETINGS – OFFENSIVE MATERIAL, CONDUCT, AND OBSERVERS**

39.1 The Chair of the meeting, at their discretion, may refuse to admit a person, or require them to leave and not return to a General Meeting, if the person:

39.1.1 is in possession of any electronic or recording device; placard, banner or similar sign; or other inappropriate article; or

39.1.2 acts, behaves or uses abusive language in a manner unbecoming of appropriate decorum;

which the Chair of the meeting considers to be dangerous, offensive, or liable to cause disruption or distress.

39.2 Interested persons, other than members, are permitted to attend General Meetings of the Association at the discretion of and with the permission of the Chair of the meeting but have no right to speak at or otherwise participate in the meeting and must follow any directions of the Chair of the meeting.
PART V – MISCELLANEOUS

40. INSURANCE

40.1 The Association may effect and maintain insurances.

41. FUNDS - SOURCE

41.1 The funds, revenue, and income of the Association shall be derived from grants, donations, and such other revenue raising or financing activities or sources as the Board determines pursuant to the powers of the Association in rule 2.2.

42. FUNDS - MANAGEMENT AND ACCOUNTABILITY

42.1 Subject to any resolution passed by the Association in a General Meeting, the funds and assets of the Association shall be used solely in pursuance of the objects of the Association in such manner as the Board determines, provided such manner is pursuant with both rules 1.14 and 2.1.

42.2 All monies received by the Association shall be deposited as soon as reasonable and without deduction to the credit of the Association’s bank account and the Association shall, in a manner approved by the Board, as soon as reasonable after receiving any money, enter and maintain a record of the details of the receipt of the monies.

42.3 All monies expended by the Association shall be authorised in a manner determined by the Board pursuant to rule 42.4 and the Association shall, in a manner approved by the Board, as soon as reasonable after making any payment, enter and maintain a record of the details of the expenditure of the monies.

Authorising payments

42.4 The Board must ensure that:

42.4.1 all cheques, drafts, bills of exchange, promissory notes, and other financial, negotiable, or transferable instruments; and

42.4.2 all payments, which may include electronic fund transfers, writing cheques, use of credit cards, payment of cash, and any other lawful means of disbursement of funds, by the Association;

are specifically authorised by, and in the case where physical signatures are required, attested by the signatures of, one or more persons as authorised by the Board in accordance and consistent with:
42.4.4.1 their delegated and authorised powers as are specified in the instrument of delegation;

42.4.4.2 any directions of the Board; or

42.4.4.3 the governing regulations of the Association as determined by the Board.

42.4.5 Nothing in this provision shall prevent the use of petty cash from time to time once funds have been disbursed for that purpose and all other provisions of this Constitution have been complied with.

Financial and Accounting Records

42.5 The Board must keep or cause to be kept proper and accurate written financial and accounting records that correctly record and explain the transactions and the financial position of the Association, including all money received and spent by the Association and the matter in respect of which such receipt and expenditure takes place, and of the assets and liabilities of the Association; and keep its accounting records in such a way that:

Explanation: Part 5 of the Act, and ACNC Act 2001 s.55.5.

42.5.1 true and fair accounts of the Association can be prepared from time to time; and

42.5.2 a statement of the accounts of the Association can conveniently and properly be audited; and

42.5.3 retain its accounting records for not less than seven (7) years after the transactions to which they relate were completed.

Auditor

42.6 The Association shall appoint an Auditor of the Association who shall audit the books and records of the Association annually.

42.6.1 The Auditor shall be appointed by resolution of a joint meeting of the Board and the Postgraduate Representative Committee pursuant to rule 2.2.22. The term of the Auditor shall be two (2) years unless terminated earlier by resolution of a joint meeting of the Board and the Postgraduate Representative Committee.

42.6.2 In the event that the position of the Auditor becomes vacant for any reason, including as under rule 42.6.1, that position for the remaining period of the term shall be filled by appointment by resolution of a joint meeting of the Board and the Postgraduate Representative Committee. At the end of the term of the replacement Auditor, the provisions under rule 42.6.1 will take effect.
42.7 Within three (3) months of the expiration of each financial year the accounts of the Association shall be examined by the Association-appointed Auditor who shall prepare a report to ascertain the correctness of the balance sheet and statements of receipts and expenditure. The Auditor’s report does not necessarily need to be completed within this three (3) month timeframe, but must be completed in a timeframe consistent with rule 29.3.

42.8 The Auditors report must state whether the Association has kept such financial records as are necessary to enable financial statements to be prepared and that they give a true and fair view of the Association’s affairs. 

Explanation: the Act s.4.

43. PATRONS OF THE ASSOCIATION

43.1 One or more patrons may be appointed by resolution of a joint meeting of the Board and the Postgraduate Representative Committee.

43.2 A patron of the Association is a person who, having accepted an invitation from a joint meeting of the Board and the Postgraduate Representative Committee, willingly and publicly supports the objectives of the Association. A patron may make public statements on behalf of the Association at functions that have been pre-approved by the Board for the patron to attend.

43.3 The term of patronage will be determined by resolution of a joint meeting of the Board and the Postgraduate Representative Committee. A term of patronage may be terminated without notice, by resolution of a joint meeting of the Board and the Postgraduate Representative Committee.

43.4 The role of a patron is to increase the public profile of the Association in such a way as to promote the objectives and good standing of the Association and may be called upon to act in a representative capacity on behalf of the Association at public functions and in particular to advocate and promote the Association’s merits.

44. ALTERATION OF OBJECTS AND CONSTITUTION

44.1 This Constitution, including the statement of objects in rule 2, may be altered, amended, rescinded, or added to only by a special resolution passed by the Association in General Meeting.

Explanation: Associations Incorporation Act 1991 s.33: "...an incorporated association may, by special resolution, alter its rules in whole or in part... [and] if an incorporated association has resolved to alter its rules, the association must, not later than 1 month after the resolution was passed, lodge with the registrar-general a notice setting out the particulars of the alteration, and including a declaration by not less than two (2) members of the committee of the association to the effect that a special resolution ...was duly passed by the association."
44.2 The Secretary shall ensure that, once passed at a General Meeting, amendments to the Constitution are submitted to the University Council for ratification and thence lodged with the relevant regulatory authorities pursuant to rule 25.4.2.

44.3 No amendment to the Constitution shall have any effect until ratified by the University Council and lodged with the relevant regulatory authorities.

44.4 This Constitution and any amendments pursuant to rule 44.1 must be made available for all members to access (pursuant to rule 47 or by electronic means) within fourteen (14) days of being ratified by the University Council and lodged with the relevant regulatory authorities.

45. **COMMON SEAL AND EXECUTION OF DOCUMENTS, INCLUDING DEEDS**

45.1 The Association must have a common seal and may only be used with the authority of the Board and pursuant to the Constitution of the Association. *Explanation: s.22(b) of the Act.*

45.1.1 The common seal must not be attached to any instrument, document, or proceeding requiring authentication except by the authority of the Board and the attaching of the common seal and must be attested by the signatures either of the following agents, either:

45.1.1.1 two (2) Board authorised Directors, one not being the Public Officer; or

45.1.1.2 one(1) Board authorised Director and a Board authorised employee; or

45.1.1.3 two (2) persons as the Board may appoint for that purpose;

45.1.2 The Seal shall remain in the custody of a person nominated by the Board for that purpose.

45.2 The Association may execute any instrument, document, or proceeding requiring authentication with the authority of the Board without using a common seal provided the dealing or deed is signed and attested by the signatures either of: *Explanation: s.55(1) & 55(2) of the Act."

45.2.1 the Public Officer; or

45.2.2 the Secretary; or

45.2.3 a person or persons empowered, either generally or in relation to a stated matter or matters, by writing under the Association's common
seal as its agent or attorney to execute deeds on its behalf;

and that attestation shall be sufficient for all purposes that was affixed those signatures by authority of the Board.

46. **CUSTODY OF BOOKS**

46.1 Except as otherwise provided by the Act, the regulations and this Constitution, the Secretary shall keep in their custody or under their control all records, books, and other documents relating to the Association as directed by the Board.

46.2 The Board may, by instrument or in writing, delegate the duty of the custody of all records, books and other documents relating to the Association under this rule to another person pursuant to rule 24.

47. **INSPECTION OF BOOKS AND RECORDS BY MEMBERS.**

47.1 The records, books, and other documents of the Association, including minutes of all Board meetings and General Meetings of the Association but not including legal documents related to Court action or current litigation, personnel files, documents, and other confidential, privileged, or commercial-in-confidence information or material protected by any relevant Act, shall be open to inspection, free of charge, at the principal place of business during business hours by a member of the Association, at any reasonable hour, having first given the Association reasonable notice in writing to, and made prior arrangement with, the Secretary to inspect.


47.2 The inspection may be supervised by the Secretary and undertaken at a time convenient to both parties.

47.3 The records, books, and other documents of the Association and minutes of all Board meetings and General Meetings of the Association are not to be photographically, electronically, or manually copied or removed from the principal place of business of the Association and remain the property of the Association to be used solely for the purposes of the Association pursuant to the matters required as described in this Constitution and the Act and Legislative Regulation.

48. **GOVERNING REGULATIONS AND ELECTION REGULATIONS**

48.1 Pursuant to rules 15.1 and 15.3.2, the Board shall have the power to establish governing regulations relating to the effective and prudent internal administration and management of the Association that give effect to their assigned powers under this Constitution, the achievement of the objects of the Association and to regulate the business of the Association. Such
governance regulations will be those deemed necessary, expedient, or convenient for the proper regulation of the competent governance, management, conduct, control, and direction of the Association and shall define how those with delegated powers in the Association are expected to act and behave in the exercise of their delegated powers and authorities, the performance of their assigned roles and functions, and the discharge their obligatory duties.

48.1.1 The Board may at any time rescind, modify, change, or vary any of the governing regulations and make others to replace them in accordance with the changing needs and requirements of the Association.

48.1.2 The governing regulations must not be contrary to this Constitution or the Act or the Law.

48.2 The Board shall set out its own governing regulations in a Governance Charter or similar document which may also include standing orders to govern the conduct of any meeting of the Association.

48.3 The members, Board, Directors, office bearers, President, Vice President, Portfolio Officers and College Officers, employees, delegated persons, committees, the Postgraduate Representative Committee, agents, or volunteers of the Association shall be bound by and must comply with any governing regulations in force from time to time.

48.4 Any governing regulations, including a Governance Charter or standing orders, established by the Board must be made available for all members to access, pursuant to rule 47 or by electronic means, within fourteen (14) days of being made by the Board.

48.5 Election Regulations shall be determined by resolution of a joint meeting of the Board and the Postgraduate Representative Committee from time to time and shall be deemed as governing regulations for the purposes of this rule 48.

48.5.1 Any amendments, deletions, or additions made to the Election Regulations pursuant to rule 48.5 shall not take effect until two (2) months after their adoption by the joint meeting of the Board and the Postgraduate Representative Committee.

49. **NOTICES - SERVICE OF**

49.1 For the purpose of and subject to this Constitution, a notice may be served by or on behalf of the Association upon any member of the Association either by advertisement, letter, or electronic mail transmission.

49.2 Where a document is sent to a person by electronic mail transmission containing the document, the document shall, unless the contrary is proved,
be deemed for the purposes of this Constitution to have been served to the
person at the time at which the electronic mail transmission would have been
delivered in the ordinary course of electronic mail transmission.

50. **INDEMNITY**

50.1 To the extent permitted by law, the Association may indemnify each relevant
person, being either a Director, office bearer, officer, employee, delegated
person, persons, or committee or agent of the Association, out of the property
of the Association against a liability of that person incurred by that person in or
arising out of the discharge of duties as a Director, office bearer, officer,
employee, delegated person, persons, or committee and/or agent of the
Association or in or arising out of the conduct of the business of the
Association which does not arise out of conduct involving a breach of good
faith or incurred or caused through their own negligence, default, breach of
duty or trust or dishonesty or a wilful breach of duty in relation to the
Association or a contravention of the Act and the legal costs of that person in
defending any proceedings, whether civil or criminal, in which:

50.1.1 judgment is given in their favour; or

50.1.2 they are acquitted in connection with any application in relation to
any such proceedings; or

50.1.3 relief is, under the Law, granted to them by the Court;

subject to the provisions of the Law.

50.2 Where an indemnity is provided by the Association under rule 50.1, that
indemnity:

50.2.1 is enforceable without the relevant person having first to incur any
expense or make any payment;

50.2.2 is a continuing obligation and is enforceable by the relevant person
even though the relevant person may have ceased to be a Director,
office bearer, officer, employee, delegated person, persons, or
committee or agent of the Association; and

50.2.3 applies to liabilities and legal costs incurred both before and after this
rule became effective.

50.3 To the extent permitted by law, the Association may make a payment, whether
by way of advance, loan, or otherwise to a relevant person in respect of legal
costs of that person being either a Director, office bearer, officer, employee,
delegated person, persons, committee, or agent of the Association.
50.4 To the extent permitted by law, the Association may:

50.4.1 enter into, or agree to enter into; or
50.4.2 pay, or agree to pay, a premium for,

a contract insuring a relevant person against a liability of that person, being either a Director, office bearer, officer, employee, delegated person, persons, or committee or agent of the Association, and the legal costs of that person. Any such premium in relation to that person is in addition to, and not regarded as part of, any remuneration approved by Members under this Constitution.

50.5 To the extent permitted by law, the Association may enter into an agreement or deed with a relevant person who is, or has been, a Director, office bearer, officer, employee, delegated person, persons, committee, or agent of the Association or a subsidiary of the Association under which the Association must do all or any of the following:

50.5.1 keep books of the Association and allow that person and that person’s advisers access to those books on the terms agreed;
50.5.2 indemnify that person against any liability and legal costs of that person;
50.5.3 make a payment, whether by way of advance, loan, or otherwise to that person in respect of legal costs of that person; and
50.5.4 keep that person insured in respect of any act or omission by that person while a Director, office bearer, officer, employee, delegated person, persons, committee, or agent of the Association or a subsidiary of the Association, on the terms agreed, including as to payment of all or part of the premium for the contract of insurance.

51. DISSOLUTION

51.1 The Association may be dissolved upon the passing of a special resolution of members at a General Meeting convened for the purpose.

*Explanation: s.88 of the Act.*

51.2 In the event of the Association being dissolved, any surplus property of the Association that remains, following the winding up, will not be paid to or distributed among the members of the Association, but may be vested in another organisation if the recipient association:

51.2.1 has objects that are substantially similar to the former association;
51.2.2 does not operate for the purpose of trading or securing pecuniary gain for its members;

51.2.3 has provision in its rules requiring its surplus property to be passed to a similar organisation on dissolution or winding up;

51.2.4 is an incorporated association;

such organisation or organisations to be determined by the members of the Association at or before the time of dissolution or in default thereof by the relevant Court of the Australian Capital Territory.

52. **DEFINITIONS AND INTERPRETATION**

52.1 Definitions

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

"**Access Canberra**" means the ACT Government service serving the ACT people, community, industry and government who register, licence and ensure compliance of Incorporated Associations activities against relevant legislation. The Association is required to deal with Access Canberra for the following:

(a) Incorporating an Association and winding up of the Association
(b) Notification of the Association’s Public Officer
(c) Changing the Association Constitution rules
(d) Changing the Association’s name

"**ACNC**" means the Australian Charities and Not-for-profits Commission and, depending on the context, includes reference to the ACNC Act 2012(Cth), the ACNC Regulation 2013 (Cth). The Association is required to deal with the ACNC for the following:

(a) Changing the Association Constitution rules
(b) Changing the Association’s name
(c) Registering as a charity (and revoking charitable registration)
(d) Updating the Association’s address or contact details
(e) Updating the Association’s Directors
(f) Submitting Annual Information Statement and financial report

"**Act**" means the Associations Incorporation Act 1991 (ACT).
matters specified in the relevant sections of the Associations Incorporation Act 1991 (ACT) and such matters that may be prescribed

"advertisement" means, in relation to causing a notice to be given to members by:
(a) the placement of a public notice in a newspaper of the Australian Capital Territory; and
(b) the placement of a notice on the PARSA website;
(c) sending an email to the member’s electronic address (if any) shown in the register of members; and
(d) such other means as the Board may, from time to time, determine pursuant to rule 48.

“Annual General Meeting” (or AGM) means a meeting held annually pursuant to rule 28 and rule 29.
Explanation: Associations Incorporation Act 1991 (ACT) s.69. An incorporated association must, in addition to any other meeting it holds, hold an annual General Meeting, once in each calendar year, within the period of five (5) months beginning at the end of the Association’s most recently ended financial year

“annual elections of the Association” means the Association’s formally designated elections held each year to elect the Directors, President, and officers of the Association to be held at the same time and in the same manner pursuant to this Constitution and the Election Regulations notwithstanding any particular requirements for each position pursuant to this Constitution.

“Association” means "The Australian National University Postgraduate and Research Students’ Association Incorporated", being the Association constituted by this document and shall be the Association’s name for the purposes of Part 3, Division 3.5 of the Act.

“Attendee” means a person or persons permitted, at the discretion of the Board, to attend any part of the Association’s Board meetings but with no status as a ‘Director’ under the meaning of such in this Constitution or the law, and only in a non-voting capacity. Attendees permitted to attend Board meetings may speak on agenda items to provide advice, counsel and information on matters or answer questions as requested by Directors through the presiding chair of the meeting. For the sake of clarity, attendees in this capacity, should be aware they have no role or authority in either making, or participating in making decisions that affect the whole, or a substantial part, of the business of the Association; or be understood to have the capacity to affect significantly the Association’s financial standing; or be understood to be issuing instructions or directions in accordance which the Directors of the Association are accustomed to act; or in any other way be deemed to be a ‘Director’ of the Association under the meaning of such in this Constitution or the law. An attendee includes a person or persons giving advice in the proper performance of functions attaching to their professional capacity or their
business relationship with the Association.

“Attorney” is a person who exercises power under the terms of a power of attorney. [A power of attorney is an authorisation to act on another person’s behalf and in their name in a legal or business matter. The person granting the power of attorney is known as the grantor and the person authorised to act is the agent or attorney-in-fact. The power granted may be very wide in scope and may include the power to sign documents on behalf of the grantor, deal with their financial affairs and property, vote in the capacity of a shareholder (member), etc. This is distinct from a proxy who commonly refers only to authorisation to vote on another’s behalf and is therefore more limited in scope than a power of attorney. For example, a member entitled to attend and vote at a corporate entity meeting may appoint a proxy to attend and vote in their place noting that a proxy is also the person to whom authorisation is granted.]

“Auditor” means a person appointed for the purpose of and as required to audit the Association’s accounts pursuant to Part 5 of the Act.

"Australian National University" means the Canberra based national university established and governed as a government corporate entity under the Australian National University Act 1991 and Public Governance, Performance & Accountability Act 2013 and may for the purposes of this document and internal purposes of the Association be referred to as the "ANU".

"ANU College" means an academic College as recognised by the Board, including, but not necessarily limited to,:
(a) The ANU College of Arts and Social Sciences;
(b) The ANU College of Asia and the Pacific;
(c) The ANU College of Business and Economics;
(d) The ANU College of Engineering and Computer Science;
(e) The ANU College of Law;
(f) The ANU College of Health and Medicine; and
(g) The ANU College of Science.

and may include any such addition, modification, amendment or replacement of any of the above consistent with official name changes made by the ANU.

“Board” means the governing body of the Association in office or any number of Directors assembled at a meeting of the Board transacting business pursuant to this Constitution, being not less than a quorum, and as set out in Part III and who may, for the internal purposes of the Association, be cited collectively as the “Directors” who shall be construed as referencing the Board unless the context requires otherwise. The Board shall have the same meaning as “committee” pursuant to and be subject to s.60 of the Act.
“Business Day” means a day except a Saturday, Sunday or public holiday in the state or territory in which the Association is taken to be registered for the purposes of the Act.

“by lot” means to choose someone by random selection through a process whereby each person in a group puts their name on a piece of paper in a container and the person’s name drawn from the container is chosen.

"Chair" means the person appointed to the office of Chair pursuant to rule 22.1. The Chair shall preside at each General and Board meeting of the Association pursuant to the authorities, powers, functions, protocols, practices or processes described in this Constitution and as otherwise formally delegated regulations as determined by the Board from time to time that give effect to the Chair’s authorities, powers, functions, protocols, practices or processes described in this Constitution.

“College Officers” means an ordinary member elected pursuant to rule 27.5, who shall provide leadership in, and be responsible for motivating and involving members aligned with their respective ANU College in the affairs of the Association and shall undertake and perform any operational day-to-day functions and be accountable for their assigned budgets within the scope of each respective ANU College as determined and delegated by the Board or as otherwise by the President under the Board’s delegated authority.

"Committee" means a committee constituted by and accountable to the Board pursuant to rule 24 that are governance advisory bodies for the purpose of assisting and advising the Board in areas fundamental to the Association’s objects and otherwise providing the Board with recommendations relevant to select governance matters of the Association and consisting of persons as the Directors from time to time think fit.

“Constitution” means the registered Constitution of the Association, as amended from time to time, which binds the Association and its members, Directors and officers to the same extent as if it were a contract between them under which they each agree to observe its provisions and may for the purposes of this document and the internal purposes of the Association be referred to as the “governing rules”. A reference to a particular "rule" in the Constitution refers to a numbered clause, section, phrase, paragraph or segment that relates to a particular point in the Constitution.

“Director” means an eligible natural person duly elected/appointed to the Board pursuant to rules 16.1.1, 16.1.2, 16.1.3, 16.6 and 19 and may for the purposes of this document and the internal purposes of the Association be referred to (individually) as a “member of the Board” or a “Board member”. A Director shall have the same meaning as “committee member” pursuant to s.28.2 of the Act and “responsible person” pursuant to the ACNC. For the
avoidance of doubt a reference to a Director includes an Office Bearer, unless otherwise expressly stated.

Explanation: An office bearer is first and foremost a Director, who also holds an additional delegated position (with corresponding delegated authority) as well as their Director role, e.g. the Chair. So, at rule 16.1.5 - the “Office Bearer” is the Chair but is also a Director - so in the Constitution, a reference to a Director includes the Chair (i.e. an office bearer). A reference to an office bearer is to that position and that position only. A reference to a Director is to all Directors (office bearers included).

"Disputes Committee" means a committee formed by the Board pursuant to rule 24.1.1 and, subject to the Act and this Constitution (and in particular in relation to the terms, directions, conditions or limitations of the functions or exercise of their functions as specified by the Board in the instrument of delegation to the Disputes Committee pursuant to rule 24.3), the Disputes Committee:

- is to resolve a dispute or grievance pursuant to rule 12 and/or determine an allegation made pursuant to rule 13.1;
- is to be composed of between 3-5 members [who shall be members of the Association but not any current Board or Postgraduate Representative Committee members or Officers of the Association] and no less than one (1) person not a member of the Association.

Explanation: the compositional requirements of the Disputes Committee are intended to bolster the independence of the Disputes Committee. The person not a member of PARSA might be, for example, an appointment of an ANU lecturer, an undergraduate student, a lawyer, or a graduated past president of PARSA, or anyone else not a member of PARSA at the time of their appointment.

- may determine how it operates;
- must, in exercising its functions, comply with the principles of natural justice;

Explanation: The Associations Incorporation Act 1991 s.50 provides that the rules of natural justice must be complied with in any disputes, grievance or disciplining process

- must disclose any credible allegations it has received regarding possible criminal conduct to the police;
- shall, other than for the proper performance of its functions, treat allegations referred to it as confidential.

"domestic student" means a person considered a 'domestic' student for ANU application purposes if they are:

- an Australian citizen;
- an Australian permanent resident;
- an Australian humanitarian visa holder.

If they don’t hold one of the above visas or citizenships, they are considered an international student.

"Election Regulations" means the Election Regulations of The Australian National University Postgraduate and Research Students’ Association Incorporated (PARSA) that relate to the conduct of any election held by General Meeting of the Association pursuant to this Constitution as are determined by resolution of a joint meeting of the Board and the
Postgraduate Representative Committee from time to time under their powers pursuant to rule 48.5 and of which, any amendments, deletions or additions to the Election Regulations shall not take effect until two (2) months after their adoption by the joint meeting of the Board and the Postgraduate Representative Committee.

“electronic address” means a multi-part address typed in lower-case without any spaces separating the different parts where the first part (the user name) identifies a unique user. The '@' separates the user name from the host name which uniquely identifies the mail server. The three-letter suffix following a period (dot) identifies the kind of organization operating the mail server. Addresses outside the US use another (two-letter) suffix that identifies the country where the mail server is located.

"electronic means" means, in relation to the methods of giving or sending certain notices, documents produced, etc., the same as that in the Corporations Act s.600G and includes telephone, fax, electronic mail, website download, and other forms of electronic transmission or technology consented to by all Directors.

“employee of the Association” means a person who identifies as:
• working standard or set hours
• having an ongoing expectation of work
• being paid regularly
• having income tax deducted by their employer
• being entitled to receive superannuation contributions
• being entitled to receive paid leave or a loading in lieu of leave entitlements in the case of casual employees
within the Association and has a recognised employment contract or Enterprise Agreement with the Association.

"ex-officio" means a position a person automatically gains by virtue of their position or status in another job or position they already hold – hence, the Association’s President is an ‘ex-officio’ Director of the Association and whomever holds that position also holds the ‘ex-officio’ Director position. If the person vacates the President’s position, they also vacate the Director position.

“Financial Year” means the twelve-month (12) period commencing on 1 January and ending on 31 December in any year or such other period as the Board may determine from time to time.

“General Meeting” means a meeting of Members duly called and held (and any adjourned holding of it) pursuant to Part IV of this Constitution or as otherwise prescribed by the Act at which all Members are entitled to attend and otherwise participate and vote at subject to their eligibility under this Constitution. A General Meeting can be an Annual General Meeting of the
members of the Association pursuant to s.69 of the Act or a Special General Meeting at which a special resolution is proposed pursuant to s.70 of the Act.

“Governance Charter” means a Board established document pursuant to rule 48.2 that details the Association’s internal control framework of Board-determined governing regulations that give effect to the powers delegated to the Board pursuant to this Constitution and that assist the Board to be clear about its own job and the delegated jobs of its office bearers, officers and committees and the connection between these parties and in particular articulate who is responsible for what, who they are accountable to and the respective roles and functions and authorities and constraints each person must work within and as such, describe a range of values that apply to the Association and its people.

“governing regulation or regulations” - see “regulation” or “regulations”.

“governing rules” means the registered Constitution of the Association, as amended from time to time by the Members, which binds the Association and its members, Directors and officers to the same extent as if it were a contract between them under which they each agree to observe its provisions and which may, for the purposes of this document and the internal purposes of the Association, be referred to as the “Constitution”. A reference to a particular "rule" in the Constitution refers to a numbered clause, section, phrase, paragraph or segment that relates to a particular point in the Constitution;

“international student” means a person who does not hold one of the following citizenships or visas:
- an Australian citizen;
- an Australian permanent resident;
- an Australian humanitarian visa holder.

“joint meeting of the Board and the Postgraduate Representative Committee” is to be treated for all intents and purposes in relation to this Constitution in a similar manner as a Board meeting and such joint meetings may be standalone meetings (to deal with the specific purpose of the joint meeting) or may take the form of a separate agenda item as part of an otherwise convened Board meeting. The rules pertaining to Board meetings (e.g. convening, notice, presiding member, voting, minutes, etc.) apply to a joint meeting of the Board and the Postgraduate Representative Committee except that a quorum for such a joint meeting is a Board quorum pursuant to rule 17.5 and no less than six (6) Postgraduate Representative Committee members. Resolutions of a joint meeting are only passed if they receive majority support from the Directors present and also from the Postgraduate Representative Committee Members present. The matters that can be dealt with and determined in such joint meetings are those pursuant to rules 3.2.2, 42.6.1, 42.6.2, 43.1, 43.3 and 48.5.
"leave of absence" means long service leave, extended leave, recreation leave, annual leave, sick leave or any other form of leave of absence from service.

“legal costs” of a person means legal costs incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a liability of that person.

“Legislative Regulation” means the ACT Associations Incorporation Regulation 1991 SL1991-31 made under the Associations Incorporation Act 1991 (ACT) and its successors;

“liability” of a person means any liability (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an Officer of the Association or in or arising out of the conduct of the business of the Association, including as result of appointment or nomination by the Association as a Director, officer or employee of another body corporate.

“Member” means a person eligible pursuant to rule 3.2 and whose name is entered on the register of members having been accepted as a member of the Association as generally set out in Part II of the Constitution

“Non-Profit Organisation” means (as defined by the Australian Taxation Office) “a non-profit organisation which is not operating for the profit or gain of its individual members, whether these gains would have been direct or indirect. This applies both while the organisation is operating and when it winds up. Any profit made by the organisation goes back into the operation of the organisation to carry out its purposes and is not distributed to any of its members. The Australian Tax Office accepts an organisation as non-profit where its constituent or governing documents prevent it from distributing profits or assets for the benefit of particular people - both while it is operating and when it winds up. These documents should contain acceptable clauses showing the organisation’s non-profit character. The organisation’s actions must be consistent with this requirement”.

“Notice” means a notice given pursuant to, or for the purposes of, this Constitution or the Act.

"Objects" of the Association means the objects set out in rule 2.1 that define the purpose of the Association;
“Office Bearer” of the Board means a Director who holds, in addition to their Director role on the Board, a Board elected/appointed position (with corresponding Board delegated authorities) pursuant to rules 21.1 – 21.4;

“Officer” of the Association means:
(a) a Director of the Association; or
(b) the Public Officer, Secretary, President, Portfolio Officer, College Officer and the holder of any other office of the Association (however described) or a person occupying any of the abovementioned offices, whether validly appointed or not; or
(c) any other person:
(i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Association
(ii) who is concerned in or takes part in the management of the Association’s affairs (but does not include a patron or holder of another honorary office of the association if the office does not give its incumbent a right to participate in the management of the Association’s affairs)
(iii) who has the capacity to affect significantly the Association’s financial standing; or
(iv) pursuant to whose instructions or wishes the Directors of the association are accustomed to act (excluding persons who give advice in the proper performance of functions attaching to the person’s professional capacity or their business relationship with the Directors or the Association).

"Organisation" includes without limitation any:
(a) incorporated entity with the legal capacity and powers of a natural person including any private/commercial entity, non-profit body or public benevolent institution or government corporate entity be it an incorporated association, cooperative, company, statutory corporation or authority;
or otherwise any
(b) government non-corporate entity (e.g. department, agency, commission, advisory Board, council, among others) that is legally and financially connected to, or part of a Commonwealth, State or ACT government ‘body politic’.

“Patron” means a person described in rule 43;

“President” means the title given to the person who, pursuant to rule 19, shall be elected by the Members. The President has two distinct roles as:
(a) an ‘ex-officio’ a Director pursuant to rule 16.1.2; and
(b) the Association’s principal officer pursuant to rule 26.1 and who shall, in that capacity, be accountable to the Board and act within the terms and conditions (including as to remuneration) as determined by the Board to undertake functions, responsibilities, powers and authorities (within any
constraints, related processes and protocols and relevant accountability obligations applying to the function) as specified or delegated by the Board pursuant to any governing regulations established by the Board pursuant to \textit{rule 48}.

The position may for the internal purposes of the Association also be cited as the \textquotedbl{}Chief Executive Officer\textquotedbl{} or in its abbreviated form – \textit{CEO} – or any other title the Board may so determine from time to time.

\textbf{"Poll"} is a form of casting votes by ballot to determine a preference of the voters either in writing consisting of a slip or sheet of paper or the like or using electronic means to either aid or take care of the chores of casting and counting votes on or by which a voter marks his or her vote.

\textit{"Portfolio Officer"} of the Association means an ordinary member elected pursuant to \textit{rule 27.5}, who shall provide leadership in, and be responsible for motivating and involving members in the affairs of the Association aligned with their portfolio designation pursuant to \textit{rule 27.1.1} and shall undertake and perform any operational day-to-day functions and be accountable for their assigned budgets within the scope of each respective portfolio designation as determined and delegated by the Board or as otherwise by the President under the Board’s delegated authority.

\textit{"Postgraduate Representative Committee"} means the assembled group of all the Portfolio Officers and College Officers, who may for the internal purposes of the Association be cited as the \textit{“PRC”}.

\textit{“principal place of business”} means the the current address of the Association’s registered office as notified to the relevant regulatory authorities under the Act being the primary location where the Association’s business is performed and where the Association’s books and records are kept and has the same meaning as \textit{"registered office"} or \textit{"principle place of administration"};

\textit{“Public Officer”} means a person appointed pursuant to \textit{rules 25.4} and who resides in the ACT and is at least 18 years of age;

\textit{“Public Statement”} and \textit{“Statement”} means statements, whether verbal, written, in electronic form or any other form whatsoever that could or would be seen, heard or by any other means communicated to a person not a Member of the Association;

\textit{“real or personal property”} means the basic types of property in common law, roughly corresponding to the division between immovables and movables in civil law. Real property consists of land, buildings, crops, and other resources, improvements, or fixtures still attached to the land. Personal
property is essentially all property other than real property, including goods, animals, money, and vehicles.

“Register” or “Register of Members” means the register of members to be kept pursuant s.67 of the Act and rule 8 and may contain additional information related to the membership as the Board may determine from time to time;

“regulation” or “regulations” means any Board-made directive policies, procedures, protocols or processes prescribing matters required or permitted by this Constitution to be prescribed or necessary or convenient to be prescribed with respect to any matter relating to the general courses of action that the Board deem necessary for the effective and prudent internal control, administration and management of the Association and its affairs, interests and property and to competently regulate the business of the Association as created and amended from time to time by the Board under their powers pursuant to rules 15.1, 15.3(b) and 48. The regulations will regulate the actions and behaviours of those with assigned authority in the Association (Board, Directors, office bearers, officers, Portfolio Officers, College Officers, employees, delegated persons, committees and/or agents, volunteers, etc of the Association) in their role within, and representation of the Association and will define how they are expected to exercise their delegated powers, the performance of their assigned role and the discharge their obligatory duties and which may for the internal purposes of the Association be cited as a “governing regulation” or "governing regulations" or any other title the Board may so prescribe from time to time;

"Resolution" means a resolution passed at a (General or Board) meeting of which (unless as indicated pursuant to rule 18.1 in this Constitution) more than 50% of the total eligible votes cast on the resolution (i.e. those votes cast by persons eligible to vote who are present at the meeting in person as the Constitution allows) are in favour of the resolution, noting that a motion put that results in a tied vote at 50-50 in not deemed to have been passed. Such a resolution may for the internal purposes of the Association also be cited as a “simple majority”;

“Seal” means the common seal of the Association (as required pursuant to s.22(b) of the Act) and includes any official seal of the Association noting that the Act allows the Association to authenticate a document or proceeding requiring authentication by the signature of the public officer or the Secretary without using a seal in which case the Association must act pursuant to provisions in s.55(1) or otherwise s.55(2) of the Act;

“Secretary” means:
(a) the person appointed to hold office under this Constitution as Secretary of the Association (pursuant to rules 25.1 – 25.3); or
(b) where no such person holds that office, the Public Officer of the Association (pursuant to rules 25.4 – 25.6);

“senior executive employee” means the most senior employee of the Association reporting to and under the direct supervision of the President;

“Special Business” is business of a General Meeting that the Act requires to be passed as a "special resolution" by not less than three-quarters (¾) of the votes of those members of the association who, being entitled to vote, vote in person at the meeting (as opposed to ordinary business that requires only a simple majority);

“Special General Meeting” means a meeting of members (other than an Annual General Meeting) held pursuant to rule 30;

“Special Resolution” means a resolution at a General Meeting of the Association that has the meaning given to it in rule 37 and pursuant to s.70 of the Act, i.e. that not less than twenty-one days’ notice of the meeting must be given to the members of the Association together with a notice of intention to propose the resolution as a special resolution. At the meeting, the special resolution must be passed by not less than three-quarters (¾) of Association members who, are entitled to vote, either in person at the meeting. It is not required that three-quarters (¾) of the total membership pass the resolution, only three-quarters (¾) those eligible members that attend the meeting in person. Special resolutions are usually decisions that change something fundamental about the Association, for example:
(a) altering the Association's rules, objects or purposes;
(b) changing the Association's name;
(c) amalgamating with another Association;
(d) winding up the Association;
or as otherwise, a matter that specifically requires a special resolution as stated in the Constitution.

“Strategic Direction” means and is restricted to, matters encapsulating the purpose and aspirations of the enterprise and pertaining to the outcomes and result priorities the Association is to accomplish, and their associated evaluation measures as agreed and approved by the Board from time to time but excludes, without limitation, operational plans, actions and decisions.

“Treasurer” means (if the Board deem the office necessary or desirable for the proper management of the affairs of the Association) the person appointed to hold the office of Treasurer of the Association pursuant to rules 25.8-25.11;

“University Council” means the Council of the Australian National University pursuant to the ANU Act 1991 s.8 and the “postgraduate member of the University Council” means the postgraduate student of the Australian
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National University elected by the postgraduate students of the Australian National University to fill the position on University Council pursuant to the *ANU Act 1991* s.10(1)(o);

52.2 **Interpretation**

Headings are for convenience only and do not affect interpretation. A reference to a particular "rule" in the Constitution refers to a numbered clause, section, phrase, paragraph or segment that relates to a particular point in the Constitution.

Unless the context indicates a contrary intention, in this Constitution:

(a) **(amendments and statutes)** all references to statutory provisions includes its delegated legislation and are construed as references to any statutory modification, consolidation, amendment, replacement, succession or re-enactment for the time being in force;

(b) **(corresponding meaning)** if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;

(c) **(currency)** a reference to “$” or “dollars” is a reference to Australian currency;

(d) **(exercise of a function or role)** a reference to the exercise of a function or role includes, where the function or role is a duty, a reference to the performance of the duty;

(e) **(from time to time)** a power, an authority or a discretion reposed in a Director, the Directors, the Association in General Meeting or a member of the Association may be exercised at any time and from time to time;

(f) **(function)** a reference to a function includes a reference to a power, authority or duty;

(g) **(gender)** a word indicating a gender includes every other designation of gender;

(h) **(meaning not limited)** a reference to the words "include", "including", "for example" or "such as", when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;

(i) **(person)** words importing person includes a reference to:
   - a natural person (i.e. an individual, aka a human being) and
• an "artificial" person (i.e. a body corporate, aka: a corporate entity and includes incorporated associations, co-operatives, companies and any other body corporate and body politic whether incorporated by statute, Act of Parliament or otherwise);

(j) (rounding) where a vote is to be rounded to the nearest whole number, the rule is: if the number behind the decimal point is less than 5, it is rounded down to the next whole number: example: 11.4 is rounded to 11; if the number behind the decimal point is 5 or more, it is rounded up to the next whole number.

(k) (sending) references to the sending of a document or written notice includes the sending of that document via electronic means, including, but not limited to, electronic mail.

(l) (signed) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied or authenticated by any manner permitted by the Corporations Act or any other law or by any other means used in contemporary business practice and in relation to an electronic communication of the document in any manner permitted by law or by any law relating to electronic transmissions or in any other manner approved by the Directors;

(m) (singular includes plural) a word importing the singular includes the plural (and vice versa);

(n) (statutes/regulations) a reference to a statute, ordinance, code or other law includes regulations and instruments made under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction)

(o) (writing) "in writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise;

The wording which is in bold print italics and which follows the form ‘Explanation: …’ within or at the end of certain paragraphs is explanatory only and does not form part of the Constitution. Unreferenced sections in these paragraphs relate to relevant provisions of the Associations Incorporation Act 1991 (ACT).
SCHEDULE 1. TRANSITION ARRANGEMENTS

I. The newly amended Constitution will be deemed approved pursuant to rule 44, with a transition schedule articulated below:

II. To enable the most convenient and efficient process of transition from the current Constitution to the newly amended Constitution, and notwithstanding the amendments made to the Constitution, the newly amended Constitution will come into effect in two stages:
   a. Positions for the Board, President, Vice President, Portfolio Officers and College Officers will be effective for the 2018 PARSA annual elections of the Association, following the approval of the newly amended Constitution. This is to support the transition to this incoming constitution. The incoming electoral regulations required to manage and respond to elections for these roles will also be effective at this time, in order to properly guide proceedings.
   b. Given the 6 week handover period between the declaration of poll to aid the and the transition from the old to the new model, and the large differences in structure and governing principles between the current PRC (under the current and outgoing constitution) and the new Board and PRC (under the proposed and incoming constitution), the constitution will not come into full affect until the first day that the new Board and PRC commence i.e. at the conclusion of the 6 week handover period. For clarity, the current constitution will be in full effect for this time, until the transition period is concluded and at the conclusion of this handover period this new constitution will come into immediate and full effect. Currently this is projected to be 6 October 2018, however this could be subject to change.

III. Should there be a lack of clarity as the outgoing and incoming constitution over this period the current PARSA President will retain the right to interpret the constitution, and in the case of Elections, the Returning Officer will retain the right to interpret regulations or the constitution as needed.

IV. All current members of the PRC who were in place as eligible members of PRC (including Officers, and Representatives) at the time of the approval of the amended Constitution pursuant to rule 44 will be deemed to hold that position until six weeks from the declaration of polls at the next annual elections of the Association following the approval of the newly amended Constitution.

V. At the conclusion of six weeks from the declaration of polls at the next annual elections of the Association following the approval of the newly amended Constitution, all current members of PRC at the time of the approval of the amended Constitution pursuant to rule 44 shall retire and the newly elected Directors, President, Portfolio and College Officers and Vice President of the
Association elected pursuant to the approved newly amended Constitution and subject to the Election Regulations will take up their positions.

VI. In order to expedite the new election arrangement under the newly amended Constitution, the requirement for the current Election Regulations to “not take effect until two (2) months after their adoption by the joint meeting of the Board and the Postgraduate Representative Committee” pursuant to rule 48.5.1 shall be waived for the first elections of the Association following the approval of the newly amended Constitution and not otherwise.

VII. All tenure requirements under the current Constitution, following the handover period at the first annual elections of the Association following the approval of the newly amended Constitution, shall be deemed null and void and all tenure arrangements under the newly amended Constitution shall begin afresh pursuant to rule 16.3, except that one half of the Directors elected pursuant to rule 16.1.1 at the first elections of the Association following the approval of the newly amended Constitution shall be chosen by lot to only hold office for a term of one (1) year so that a split rotation of Directors may be commenced. The Directors chosen to serve a term of one (1) year shall be eligible for re-election for a subsequent two (2) x two-year terms pursuant to rule 16.3.2.1 – i.e. their first term of one (1) year shall be deemed to count as a full two (2) year term.

VIII. Following the completion of these Transition Arrangements, they become redundant and may be removed by Resolution of the Board from the Constitution.