

# Constitution

**The Australian National University  
Postgraduate and Research Students'  
Association Incorporated**

**ABN 99 624 251 156**

An association incorporated under the *Associations  
Incorporation Act 1991 (ACT)*

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**The Australian National University Postgraduate and  
Research Students' Association Incorporated**

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## **1 Name of the Association**

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The name of the Association is The Australian National University Postgraduate and Research Students' Association Incorporated.

## **2 Type of Association**

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- (a) The Association is an association incorporated in the Australian Capital Territory.
- (b) Projects organised or facilitated by the Association must align with its not-for-profit status.

## **3 Model Rules**

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This Constitution displaces the Model Rules to the extent that it is inconsistent with any Model Rules.

## **4 Definitions and Interpretation**

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### **4.1 Definitions**

In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) **ACNC** means Australian Charities and Not-for-profits Commission.
- (b) **ACNC Act** means *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- (c) **ACNC Regulation** means *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).
- (d) **Advisory Committee** means strategic oversight committee formed under **clause 24** of this Constitution.
- (e) **AGM** means Annual General Meeting.
- (f) **ANU** means the Australian National University.
- (g) **ANU Representative** means the delegate appointed by the ANU to the Association's Advisory Committee for a term of two (2) years.
- (h) **Appointed Council Member** means a person appointed to fill a casual vacancy.
- (i) **Association** means The Australian National University Postgraduate and Research Students' Association Incorporated ABN 99 624 251 156.
- (j) **Associations Act** means the *Associations Incorporation Act 1991* (ACT).
- (k) **Business Day** means a day that is not a Saturday, Sunday, or public holiday in the Australian Capital Territory.
- (l) **By-Laws** means the by-laws adopted and amended by the Council from time to time in accordance with **clause 57** of this Constitution.
- (m) **Chair** means the person responsible for driving meeting content.
- (n) **Conflict of Interest** means a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity. Conflicts of interest can be real or perceived.

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- (o) **Coursework Officer** includes any elected, appointed, or acting Coursework Officer under **clause 12.1(b)(iv)** of this Constitution.
- (p) **Council** means the governing body of the Association established in accordance with **clause 12** of this Constitution. It is also referred to as the Postgraduate Representative Council.
- (q) **Council Member** means any person appointed or elected to the Council (and includes Elected and Appointed Members of the Postgraduate Representative Council) pursuant to **clause 14** of this Constitution. Council members have the authority to act for the Association, as guided by internal governance policies.
- (r) **Constitution** means this constitution as amended or supplemented from time to time.
- (s) **Elected Council Member** means a person elected as an Elected Council Member pursuant to **clause 12.1** of this Constitution.
- (t) **Events and Meetings** means the events and meetings, including general meetings and AGMs, held by the Association.
- (u) **Executive** means any one or more of the Council Members holding any of the offices specified in **clause 12.2** of this Constitution.
- (v) **General Secretary** includes any elected, appointed, or acting Secretary under **clause 12.1(b)(iii)** of this Constitution.
- (w) **Gratuity** refers to financial compensation provided to Council Members.
- (x) **Higher Degree by Research Officer** includes any elected, appointed, or acting Higher Degree by Research Officer under **clause 12.1(b)(v)** of this Constitution.
- (y) **Interest** means any financial, fiduciary or personal interest that is created externally to a Council Member's engagement with the Association.
- (z) **Member** means a member of the Association pursuant to **clause 7** of this Constitution.
- (aa) **Member Present** means in connection with a meeting of Members, a Voting Member being present in person (or via electronic means).
- (bb) **Model Rules** means the model rules contained in the Associations Act.
- (cc) **Non-receipt of Notice** means written notification has not been delivered using the Member's nominated contact information. It does not include situations where a Member has not seen the notice prior to the relevant date.
- (dd) **Objects** means the objects of the Association as set out in **clause** Error! Reference source not found. of this Constitution.
- (ee) **Office** means the registered office for the time being of the Association.
- (ff) **Officer** has the same meaning as given to that term in section 2 of the Associations Act.
- (gg) **President** includes any elected, appointed, or acting President under **clause 12.1(b)(i)** of this Constitution.
- (hh) **Public Officer** means the Public Officer, as required by the Associations Act, appointed by the Council for a term and on conditions determined by the Council pursuant to the Associations Act.

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- (ii) **Register** means the register of Members to be kept by the Public Officer.
- (jj) **Secretariat** means the Council Member who completes Administrative tasks for the Advisory Council. By default, this position is occupied by the General Secretary.
- (kk) **Simple Majority** refers to greater than a fifty percent (50%) majority.
- (ll) **Skills Matrix** means the skills matrix setting out the skills required on the Council, This matrix will be updated by Council from time to time.
- (mm) **Special Resolution** refers to a greater than seventy-five percent (75%) majority.
- (nn) **Vice President** includes any elected, appointed, or acting Vice President under this Constitution under **clause 12.1(b)(ii)** of this Constitution.
- (oo) **Vote** refers to the process of expressing a desire, wish or belief at a meeting.
- (pp) **Voting Members** are those Members of the Association who are eligible to attend Events and Meetings of the Association and exercise their voting rights at any such Events and Meetings, pursuant to **clause 7.2** of this Constitution.
- (qq) **Written request** includes hand-written or digital signatures. Digital signatures can be collected via email or circular motion.

#### **4.2 Interpretation**

In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender is inclusive of all genders;
- (c) the word **person** means a natural person and any partnership, association, body or entity (whether incorporated or not);
- (d) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- (h) an expression used in a particular Part or Division of an Act or Regulation that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division; and
- (i) headings do not form part of or affect the construction or interpretation of this Constitution.



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## **5 Objects**

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- (a) The Association is a charitable institution established for advancing education and promoting the wellbeing of postgraduate students.
- (b) The Association will achieve its objects by:
  - (i) advancing the interests and wellbeing of postgraduate students;
  - (ii) representing postgraduate students within the university and the broader community;
  - (iii) fostering a sense of community amongst postgraduate students;
  - (iv) promoting academic and professional support services for postgraduate students;
  - (v) supporting equity and the engagement of the diverse postgraduate student body in the life of the University; and
  - (vi) anything ancillary to the objects set out in clauses **5(b)(i)** to **5(b)(v)**.
- (c) The Association can only exercise the powers in section 22 of the Associations Act to:
  - (i) carry out the Objects; and
  - (ii) do all things incidental or convenient in relation to the exercise of power under **clause 5(c)(i)**.

## **6 Income and Remuneration**

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### **6.1 Income and Property**

- (a) The income and property of the Association will only be applied towards the promotion of the Objects of the Association.
- (b) Nothing in this Constitution will prevent the good faith provision of financial services to Members:
  - (i) through the Association's student support program(s);
  - (ii) in return for any services rendered or goods supplied in the ordinary course of business to the Association; or
  - (iii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Association,subject to **clause 6.2** of this Constitution.

### **6.2 Remuneration of Council Members**

Council members are not employees. No payment shall be made to any Council Member other than the payment:

- (a) of gratuity;
- (b) of out-of-pocket expenses incurred by the Council Member in the performance of any duty as a Council Member where the amount payable does not exceed an amount previously approved by the Council; or
- (c) for any service rendered to the Association by the Council Member in a professional or technical capacity, other than in the capacity as a Council

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Member, where the provision of the service has the prior approval of the Council and where the amount payable is approved by the Council and is not more than an amount which commercially would be reasonable for the service.

## **MEMBERSHIP**

### **7 Admission to Membership**

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#### **7.1 Eligibility for Membership**

Upon enrolment, postgraduate students at the ANU are automatically granted Membership. This Membership can be ceded pursuant to **clause 8.2(b)** of this Constitution.

#### **7.2 Benefits**

- (a) Members can access services and events provided by the Association.
- (b) Members can nominate themselves for positions on the Council.
- (c) Each Member is entitled to vote at all general meetings.
- (d) Council may confer additional benefits on the Association's Membership from time-to-time. These benefits must be equally available to all Members, subject to equity needs.

### **8 Classes of Membership**

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#### **8.1 Classes of Membership**

There shall be only one class of Membership, these being the class of ordinary Members.

#### **8.2 Ordinary Members**

An ordinary Member of the Association is a person who:

- (a) is a current postgraduate student at the ANU; and
- (b) has not stated they do not wish to be a Member of the Association.

### **9 Membership Entitlements Not Transferable**

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A right, privilege or obligation which a Member has because they are a Member:

- (a) Cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

### **10 Entrance Fee and Subscriptions**

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There shall be no fee payable by the Members to the Association.

### **11 Cessation of Membership**

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- (a) A Member's Membership will cease:
  - (i) on the date that the Public Officer receives written notice of resignation from that Member;
  - (ii) upon that Member dying; or

- (iii) upon that Member no longer satisfying the criteria for Membership.

## COUNCIL COMPOSITION

### 12 Association Council Members

#### 12.1 Number of Council Members

- (a) The Council shall consist of not fewer than five (5) and not more than twenty-eight (28) persons.
- (b) The Council is comprised of the:
- (i) President;
  - (ii) Vice President;
  - (iii) General Secretary;
  - (iv) Coursework Officer;
  - (v) HDR Officer;
  - (vi) Social Officer;
  - (vii) Wellbeing Officer;
  - (viii) Womens Officer;
  - (ix) Disabilities Officer;
  - (x) International Officer;
  - (xi) Queer\* Officer;
  - (xii) First Nations Peoples Officer;
  - (xiii) Parents and Carers Officer;
  - (xiv) Environment Officer; and
  - (xv) two Officers from each Academic College at the ANU.

Council may change its composition via Special Resolution at a General Meeting.

#### 12.2 Executive

- (a) When all roles are filled, the Executive of PARSAs includes a:
- (i) President;
  - (ii) Vice President;
  - (iii) General Secretary;
  - (iv) Higher Degree by Research Officer;
  - (v) Coursework Officer; and
  - (vi) any other Executive positions as the Council deems necessary from time to time.
- (b) An Executive shall not hold the same office for more than three (3) consecutive years.

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## 13 Member of ANU Council

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### 13.1 Member of ANU Council

- (a) The Member of ANU Council must be:
  - (i) a current postgraduate student of the ANU; and
  - (ii) elected by postgraduate students at the ANU.
- (b) Although the Association conducts elections for the postgraduate representative on ANU Council (per clause 13(4) of the **ANU Governance Statute**), successful applicants are not a member of the Association's Council.
- (c) The Member of ANU Council can concurrently hold a role in the Association and ANU's Council.

### 13.2 Tenure

- (a) The Member of ANU Council's term begins:
  - (i) six (6) weeks after the day the Returning Officer declares the results of the election; or
  - (ii) if filling a casual vacancy, the day the Returning Officer declares the results of the election.
- (b) The Member of ANU Council is elected for a term of one (1) year. However, if elections are delayed pursuant to the Association's **Election Regulations**, the Member may sit on Council for no longer than fifteen (15) months.
- (c) Following the completion of their term, a Member is ineligible for re-election for at least eight (8) consecutive years.

### 13.3 Renumeration

The Association is not responsible for providing gratuity for the performance of ANU Council duties.

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## 14 Election or Appointment of Council Members

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### 14.1 Elected Council Members

- (a) An Elected Council Member must be a current postgraduate student at the ANU.
- (b) Nominations of candidates for election as Elected Council Members:
  - (i) shall be in writing in a form prescribed by the Council, signed by two (2) Voting Members, and be accompanied by the written consent of the nominee (which may be endorsed on the nomination); and
  - (ii) shall be delivered to the Returning Officer during the election period.
- (c) If insufficient further nominations are received, any unfilled positions remaining on the Council shall be deemed to be casual vacancies.
  - (i) Casual vacancies can be filled through an Appointment Process or during a by-election.
- (d) All nominees must go through the election process, regardless of whether there are other candidates for that same role.

**14.2 Appointed Council Members**

- (a) Council Members can be Appointed to fill a casual vacancy.
- (b) Appointments must be conducted in line with the Association's **Appointment Policy**.
- (c) Appointments are subject to a six (6) week probationary period. Candidates will be provided full gratuity for this period. Probation is not subject to the Disputes Process, per **clause 34** of this Constitution.
- (d) Subject to the probationary period, Council must approve all appointments by simple majority.

**15 Duration of Term**

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- (a) The term of a Council Member shall commence:
  - (i) in the case of an Elected Council Member, six (6) weeks after the declaration of the results of the election in which they were elected are released; and
  - (ii) in the case of an Appointed Council Member, immediately upon appointment.
- (b) All Council Members shall hold office until six (6) weeks after the declaration of results for the subsequent election is published. During this period, incoming Council members are not entitled to gratuity.
- (c) Council Members shall hold office for a term of no more than one (1) year from the commencement of their term.
- (d) Council Members shall not hold the same office for more than three (3) one (1) year terms in total, including any partial term served to fill a vacancy.
- (e) Once a Council Member has served the maximum number of terms, that Council Member is not eligible for reappointment or re-election to the Council.
  - (i) Following this, they cannot serve on Council for at least two (2) years.

**16 General Right to Act Despite Vacancy**

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The Council may act despite any vacancy in its body but if the number falls below the minimum fixed in accordance with **clause 12.1(a)** of this Constitution, the Council may act:

- (a) for the purpose of:
    - (i) increasing the number of Council Members to the minimum; or
    - (ii) convening a general meeting; or
  - (b) in emergencies,
- but for no other purpose.

**17 Vacation of Office**

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- (a) Any Council Member may retire from office on giving written notice to the Association at the Office of their intention to retire and the resignation shall take

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effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Association).

- (b) The office of a Council Member shall become vacant if the Council Member:
- (i) dies;
  - (ii) is no longer a postgraduate student;
  - (iii) resigns by written notice provided to the General Secretary;
  - (iv) is removed from their position by the Disputes Committee pursuant to **clause 34(e)(ii)** of this Constitution;
  - (v) becomes prohibited from being a director of, or managing, a company or an association by reason of any order made under the Associations Act or any other law;
  - (vi) has been disqualified by the Australian Charities and Not-for-Profits Commissioner, at any time during the preceding twelve (12) months, from being a responsible entity of a registered entity under section 45.20(4) of the ACNC Regulation; or
  - (vii) is absent without permission of the Council (permission shall not be unreasonably withheld) from two (2) consecutive meetings of the Council and the Council resolves that this constitutes resignation.

### 18 Filling Casual Vacancies on Council

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In the event of a casual vacancy occurring on the Council:

- (a) in relation to an Elected Council Member vacancy, the Council may appoint any Member; and
- (b) in relation to an Appointed Council Member vacancy, the Council may, if it wishes, appoint another Member,

to fill that vacancy for the balance of the term of the vacating Council Member. This will be done in the manner which is prescribed by the Association's **Appointment Policy**.

### 19 Acting Executive(s)

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- (a) In the event of a vacancy occurring in the position of President, the Vice President shall assume office as acting President until the next meeting of the Council. At this next meeting, Council shall elect a new acting President from among the current Council Members until a by-election can be held.
- (b) In the event of a vacancy occurring in the position of Vice President, another Council Member, who is not President, shall assume office as acting Vice President until a by-election can be held.
- (c) If an Executive is temporarily absent or temporarily unable to perform his or her duties, the Council may authorise another Council Member to act in the vacant position during the absence or inability of that Executive.
- (d) Members of Council can only hold more than one position if they are filling the role in an acting capacity. They will receive gratuity associated with the role that has the greater level of responsibility.

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## 20 Alternate Council Members

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Alternate Council Members will not be permitted.

## POWERS AND DUTIES OF COUNCIL MEMBERS

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### 21 Duties of Council Members

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- (a) Each Council Member is subject to, and must comply at all times with, the following duties:
- (i) to act with reasonable care and diligence;
  - (ii) to act honestly and fairly in the best interests of the Association;
  - (iii) to not misuse the position or information they gain through their relationship with the Association;
  - (iv) to disclose any interest they maintain, regardless of whether there is a real, perceived or potential conflict associated with it;
  - (v) to not allow the Association to operate while insolvent; and
  - (vi) to ensure the financial affairs of the Association are managed responsibly.
- (b) In accordance with governance standard 4 in section 45.20 of the ACNC Regulation, Council will take reasonable steps to ensure that the Council does not at any time include a Council Member who is disqualified from managing a corporation under the Associations Act or from being a responsible entity under subsection 45.20(4) of the ACNC Regulation.

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### 22 Powers of Council Members

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- (a) The control, management and conduct of the Association shall be vested in the Council.
- (b) The exercise and performance of these powers are dictated by the Association's **Delegations Policy**.
- (c) Such powers of the Association as are not by the Associations Act, the ACNC Act, the ACNC Regulation or by this Constitution required to be exercised in any other manner are generally vested in Council themselves.

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### 23 Authority to Sign Negotiable Instruments

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#### 23.1 Two (2) signatures are required

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, all requests or arrangements for electronic fund transfers and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed by two (2) people authorised by resolution of the Association.

#### 23.2 Authorised signatories

The Council must authorise the Public Officer and another:

- (a) Council Member(s); and

- 
- (b) staff member of the Association,  
to sign such instruments.

## 24 Conferment of Powers

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- (a) Members of the Executive Committee have directors' duties to the Association.
- (b) Duties and responsibilities held by Members of Council and the Executive are determined by the Association's **Delegations Policy**.
- (c) The **Delegations Policy** shall be reviewed and re-endorsed by majority vote seven (7) weeks after every election to ensure it is relevant and fit-for purpose. Council shall modify this policy as necessary

## ADVISORY COMMITTEE

### 25 Purpose

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- (a) The Advisory Committee provides high-level strategic advice to the Council. Their projects must align with Council agenda items and the Association's Strategic Plan.
- (b) The Advisory Committee's is designed to provide in-house expertise on issues which Council Members might not have experience with. Members, besides those listed below, cannot concurrently sit on the Advisory Committee and Council.

### 26 Composition

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- (a) The Advisory Committee should be comprised of between four (4) and seven (7) individuals. Members include the:
- (i) a representative from the ANU;
  - (ii) up to five (5) additional representatives; and
  - (iii) Secretariat provided by General Secretary.
- The General Secretary is a non-voting member. Appointments must be made in line with the Advisory Committee's **Skills and Equity Matrix**.
- (b) Advisory Committee members are appointed for a term of two (2) years. However, this does not apply to the Secretariat, who, as an *ex officio* member, may only sit on the Committee for one (1) year unless re-elected to Council.
- (c) An individual is not eligible for appointment to the Advisory Committee within one (1) year of having completed their term as a Council Member.
- (d) The Association's President may attend Advisory Committee meetings as an observer.

### 27 Meeting Schedule

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- (a) At a minimum, Advisory Committee meetings should be held once every three (3) months.



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- (b) Two-thirds (2/3) of Committee members are needed for quorum. A Chair must be present at all meetings.

## **28 Advisory Committee Chair**

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- (a) At the first meeting of each calendar year, the Advisory Committee must nominate a Chair and Deputy-Chair among themselves. Nominations must be decided via simple majority vote.
- (i) Should either Chair resign prior to the completion of their term, the Advisory Committee must nominate another party to fill the vacant role at the subsequent meeting.
- (ii) There is no limit to how many times a Committee Member can act as Chair or Deputy-Chair. However, the Secretariat cannot hold either position.
- (b) The Chairs are responsible for preparing meeting agendas.
- (c) The Secretariate must finalise and send agendas to other Committee members at least one (1) week prior to a scheduled meeting.
- (d) The Secretariat is responsible for taking minutes and acting as a conduit between the Advisory Committee and Council. All correspondence must be documented in writing.

## **29 Engagement with Council and Staff**

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- (a) The Advisory Committee interacts with Council through the General Secretary.
- (b) Advisory Committee members can attend Council or Executive meetings upon request. Attendance requests must be made in writing and submitted to the Secretariat at least one (1) week before the Council meeting is scheduled.
- (c) Council is not obliged to follow the advice provided by Advisory Committee Members. However, failure to consider advice relevant to legal or financial issues may constitute a breach of Council Member's fiduciary obligations.
- (d) Staff members report to the Association's Executive Committee through the power delegated to them via Council. Although staff may assist Advisory Committee Members upon request, they do not report to them.

## **30 Relationship With PARSA Cycles**

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The Advisory Committee has strategic oversight of PARSA Cycles. As such, Members may provide advice and guidance to the Manager of PARSA Cycles.

## **COUNCIL MEMBERS' DISCLOSURE OF INTEREST**

### **31 Conflicts of Interest**

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- (a) Council Members must take all reasonable steps to avoid real or perceived conflicts of interest.
- (b) Should a potential conflict arise, Member of Council must disclose their interest to the General Secretary (or in absence of the General Secretary, another

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Council Member) at the beginning of a meeting. This disclosure must be noted to all Members present and recorded in the minutes.

- (c) The Council will decide through majority vote whether the conflict is serious enough to warrant the effected Member's absence from discussion.
- (d) Subject to **clause 32(b)**, a Council Member who has an interest in a contract or arrangement made by the Association and has disclosed this interest to the Council shall:
  - (i) not be present while the matter is being considered at a meeting;
  - (ii) not vote on the matter;
  - (iii) not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
  - (iv) not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

Failure to abide to this process may warrant the Council Member's suspension or removal, pursuant to **clause 33** and **clause 34**.

- (e) **Clause 32(b)** of this Constitution does not apply to a Council Member's pecuniary interest that exists only by virtue of the fact that the Council Member is a Member of a class of persons for whose benefit the Association is established.

## **32 Contracts**

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- (a) The Association may enter into contracts or arrangements with other companies or bodies in which a Council Member has an interest, provided it does so according to the usual commercial terms and conditions which apply to such arrangements.
- (b) Any interest of a Council Member shall be dealt with in accordance with the relevant legislation, being either:
  - (i) the Associations Act; or
  - (ii) the ACNC Regulation,
- (c) A Council Member's failure to make disclosure under this **clause 31** of this Constitution does not render void or voidable a contract or arrangement in which the Council Member has a direct or indirect interest.

## **DISCIPLINARY MEASURES**

### **33 Suspending Members of Council**

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- (a) Where the Executive is of the opinion that a Member of Council has:
  - (i) conducted themselves in an unprofessional or prejudicial manner;
  - (ii) persistently refused or neglected to comply with provision(s) of this Constitution or internal policies; or
  - (iii) persistently and wilfully acted in a manner prejudicial to the interests of the Association,

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the Council may suspend the Member from performing their duties or receiving gratuity for a set period of time by a simple majority vote.

- (b) Suspensions based on Executive authority can only last for two (2) weeks. Further suspension or removal will need to be decided upon via an external Disputes Committee.

### **34 Removing a Member of Council**

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- (a) A Disputes Committee should be established two (2) months after election results are released.
- (b) The Disputes Committee must consist of not less than three (3) and not more than five (5) individuals. Members of Council, staff or the Advisory Committee cannot sit on the Disputes Committee.
- (c) In line with the following selection criteria, the General Manager should nominate Disputes Committee members from the following pool:
- (i) one (1) individual from the Deputy Vice-Chancellor of Student and University Experience's office;
  - (ii) the Registrar, or their delegate; and
  - (iii) at least one current postgraduate student who has not been a member of Council or an employee of the Association for at least twelve (12) months.

Candidates must receive simple majority approval from the Association's Executive before their appointment is finalised.

- (d) Disputes Committee members may nominate a Chair among themselves. Committee conduct must be guided by the Association's **Disputes Policy**.
- (e) The Disputes Committee has the authority to:
- (i) review Executive decisions to suspend Members of Council;
  - (ii) remove Members of Council from their post;
  - (iii) reinstate Members of Council to office; or
  - (iv) provide a Member back payment for previously suspended gratuity.

These decisions are made via a simple majority vote. Committee members should endeavour to provide the Council with their decision within two (2) calendar weeks.

- (f) Matters referred to the Disputes Committee are confidential in nature. Council Members who do not respect the sensitive and confidential nature of these matters will be suspended from their duties (without gratuity) for one (1) week, notwithstanding any other penalty provided for under this Constitution.
- (i) Suspected breaches must be confirmed by the Disputes Committee in order for the penalty referenced in **clause 34(f)** of this Constitution to be exercised.

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## 35 Meditated Dispute Resolution Between Members

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- (a) Disputes between Council Members, or between a Member and the Association, shall be referred to the Executive Committee.
- (b) If a dispute is not resolved to the satisfaction of any party to the dispute within twenty (20) Business Days of its being referred, then that party may request the appointment of a mediator.
- (c) Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Law Society of the Australian Capital Territory.
- (d) The Association will pay for fifty (50) percent of the cost associated with appointing a mediator. The remainder of costs will be shared equally between the effected parties.
- (e) At least seven (7) days before a mediation session established by a mediator is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## GENERAL MEETINGS

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### 36 Convening of General Meetings

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#### 36.1 AGMs

- (a) The Association will convene and conduct AGMs in accordance with the provisions of the Associations Act.
- (b) AGMs must be held within five (5) months after the end of the Association's financial year. Should it be required, Council can change this timeline via Special Resolution.

#### 36.2 Convening of General Meetings

- (a) A minimum of seven (7) Council Members may, whenever those Council Members think fit, convene a General Meeting of the Association.
- (b) A minimum of twenty (20) Voting Members may require the Association to convene a general meeting by submitting a written request to the Public Officer.
- (c) In the event the Voting Members call a General Meeting pursuant to **clause 36.2(b)** of this Constitution, the Association will convene such General Meeting within twenty-one (21) days of such meeting being called, subject to **clause 36.2(d)** of this Constitution.
  - (i) If the Public Officer does not organise the General Meeting within the twenty-one (21) day period, the members who submitted the written request can organise the meeting themselves. The Chair can be decided during this meeting via a simple majority vote.
  - (ii) This meeting will be subject to all of the other rules and conventions raised in **clause 36.2**.

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- (d) Any General Meeting of the Association may only be held between ANU Orientation Week, in Semester 1, and the publication of ANU student examination results, in Semester 2.
- (e) A General Meeting of the Association (including an AGM) may be convened at two (2) or more venues and/or using any technology that gives the Voting Members a reasonable opportunity to participate in the meeting.

### **37 Notice of General Meeting**

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- (a) At least twenty-one (21) days' notice of any General Meeting must be given specifying:
  - (i) the place, day and hour of the meeting;
  - (ii) the general nature of any business to be transacted at the meeting;
  - (iii) if a Special Resolution is to be proposed, the details of and intention to propose it;
  - (iv) if the meeting is to be held via electronic means, the technology that will be used to facilitate this; and
  - (v) any other information required by the Associations Act (if applicable).
- (b) The accidental omission to give notice of any General Meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings or any resolution passed at the meeting. However, this clause is only effective in circumstances where the Association fail to give notice on one (1) occasion per calendar year.
- (c) Subject to **clause 37(b)** of this Constitution, notice of every General Meeting must be given in any manner authorised by this Constitution to:
  - (i) every Voting Member; and
  - (ii) every Council Member.

### **38 Cancellation or Postponement of General Meeting**

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- (a) Subject to the provisions of the Associations Act and this Constitution, the Council may cancel a General Meeting of the Association:
  - (i) convened by the Council; or
  - (ii) which has been convened by the Voting Members pursuant to **clause 36.2(b)** of this Constitution upon receipt by the Association of a written notice withdrawing the requisition signed by those Voting Members.
- (b) The Council may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Voting Members relating to the original meeting.
  - (i) **Clause 38(b)** of this Constitution does not apply to General Meetings convened by the Members under **clause 36.2(b)** of this Constitution.
- (c) Where any general meeting is cancelled or postponed or the venue for a general meeting is changed:

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- (i) the Council must notify all Members in writing of the meeting's cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
- (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **39 Quorum**

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- (a) No business may be transacted at any General Meeting unless there is a quorum of Members present at all times during the meeting.
- (b) A quorum for all General Meetings will be twenty (20) Voting Members, a majority of whom shall not be Council Members.
- (c) If within fifteen (15) minutes after the time appointed for holding a General Meeting a quorum is not present:
  - (i) the meeting, if convened upon the requisition of Voting Members, shall be dissolved; and
  - (ii) in any other case:
    - (A) it will stand adjourned to such other day time and place as the Council may by notice to the Voting Members appoint; and
    - (B) if at such adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

### **40 Chair at General Meetings**

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- (a) The President shall be the Chair unless the PRC decides to redelegate this duty to another Council Member.
- (b) Where a general meeting is held and:
  - (i) there is no President; or
  - (ii) the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or, if present, is unwilling to act as Chair of the meeting,then the following person will be Chair in lieu of the President in the order of availability set out below:
  - (iii) Vice President; and
  - (iv) another Council Member chosen by the Council Members present at the meeting.

- (c) The rulings of the Chair of a General Meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final. No motion of dissent from such rulings shall be accepted.

## **41 Adjournments**

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- (a) The Chair of a General Meeting at which a quorum is present:
  - (i) may adjourn a meeting with the consent of the meeting; and
  - (ii) must adjourn the meeting if the meeting so directs, to a time and place as determined.
- (b) No business may be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a General Meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for thirty (30) days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

## **42 Determination of Questions**

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- (a) At any General Meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a vote is demanded by:
  - (i) the Chair of the meeting; or
  - (ii) at least fifty (50) percent of the Members Present.
- (b) A declaration by the Chair of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Association which has been signed by the Chair of the meeting or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **43 Voting in Meetings**

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- (a) A vote may be demanded:
  - (i) before a vote on a resolution is taken;
  - (ii) before the voting results on a show of hands are declared; or
  - (iii) immediately after the voting results on a show of hands are declared.
- (b) All votes shall be taken via a show of hands (whether this is in person or digital). Alternative methods can be used for people with mobility disabilities.
- (c) The result of the vote shall be taken to be the resolution of the meeting at which the vote was demanded.
- (d) The demand for a vote shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a vote has been demanded.

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- (e) A vote demanded on the election of a Chair or any question of adjournment of the meeting must be taken immediately.
- (f) The demand for a vote may be withdrawn.

**44 No Casting Vote**

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In the case of an equality of votes whether on a show of hands or on a vote, the Chair of the meeting at which the show of hands is taken or at which the vote is demanded is not entitled to a casting vote. If a majority consensus cannot be achieved, the resolution fails.

**45 Voting Rights**

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A Voting Member has one (1) vote, both on a show of hands and a vote.

**46 Disqualification**

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No person other than a Voting Member shall be entitled to a vote at a General Meeting.

**47 Objection to Qualification to Vote**

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- (a) Any challenge as to the qualification of a person to vote at a General Meeting or the validity of any vote tendered may be raised at the meeting.
- (b) If a simple majority of Members present decide the affected party does not have voting rights, that person may stay at the meeting as an observer.
- (c) Parties cannot vote in matters which affect their own voting rights.

**48 Right of Non-Voting Members to Attend General Meeting**

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- (a) The Council may invite any person who is not a Voting Member to attend and address a meeting.
- (b) Any auditor and any Council Member of the Association shall be entitled to attend and address a general meeting.

**49 Proxies**

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The Association does not recognise the use of proxies.

**PROCEEDINGS OF COUNCIL MEETINGS****50 Meeting of Council Members**

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- (a) The Council may meet for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings as it thinks fit, provided that the Council meets not fewer than eight (8) times each calendar year.
- (b) The Council must convene a meeting of Council no more than seven (7) weeks after the declaration of results of an election.
- (c) A Council Member may at any time convene a meeting of the Council by giving at least seven (7) days' notice of the meeting to all Council Members.
  - (i) The President, or anyone acting as President, may call an emergency meeting of Council; or



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- (ii) The majority of Council may, via written petition, call an emergency meeting; and
- (iii) the Public Officer shall convene an emergency meeting of the Council, by giving at least twenty-four (24) hours' notice of the meeting to all Council Members, provided that the President, acting President or Public Officer shall have used his or her best endeavours to ensure that the notice was properly served and received.
- (d) Notice of a meeting of the Council must be in writing.
- (e) Subject to **clause 50(f)** of this Constitution, a Council meeting may be convened or held using any technology consented to by a majority of Council Members. A Council Member may withdraw consent to the use of a particular technology within a reasonable time period before a Council meeting.
- (f) Technology used to convene or hold a Council meeting, pursuant to **clause 50(e)** of this Constitution, must be available and accessible to all Council Members who wish to attend the Council meeting.
- (g) Attendance by a Council Member at a meeting of the Council waives any objection which that Council Member may have to a failure to give notice of the meeting.

## **51 Quorum**

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- (a) The quorum necessary for the transaction of the Council's business is both:
  - (i) 50% of the Council Members in office at the relevant time; and
  - (ii) 50% of the Executive in office at the relevant time, rounded up, in both cases, to the nearest integer.
- (b) A quorum must be personally present (or in conference in accordance with **clause 50** of this Constitution) at all times during the meeting.
- (c) A Council Member who is disqualified from voting on a matter pursuant to **clause 30** of this Constitution shall be counted in the quorum despite that disqualification.

## **52 Chair at Council Meetings**

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- (a) The President shall be the Chair unless the PRC decides to redelegate this duty to another Council member.
- (b) The Chair shall, if present, preside as Chair of every meeting of the Council.
- (c) If a meeting of the Council is held and the Chair is:
  - (i) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
  - (ii) if present, does not wish to chair the meeting,then the Vice President shall preside as Chair unless the PRC decides to redelegate this duty to another Council member. If the Vice President is:
  - (iii) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or

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- (iv) if present, does not wish to chair the meeting,  
then the other Council Members present shall elect one of their number to be  
Chair during that specific meeting.

**53 Voting**

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- (a) A resolution of the Council shall be passed by a simple majority of the Council Members present at the meeting who vote on the resolution. This vote will be taken to be a determination of the Council.
- (b) Each Council Member shall have one (1) vote.
- (c) In case of an equality of votes at a meeting of the Committee, the Chair will not have a casting vote in addition to a deliberative vote. If a majority consensus cannot be achieved, the resolution fails.

**54 Resolutions by Council Members**

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- (a) The Council may pass a circular resolution following a Council Meeting if Members want more time to consider their decision. The minutes from this meeting must note the decision will be made via circular resolution in the following days.
- (i) Circular resolutions are deemed valid after fifty (50) percent of the Council Members sign a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures can be contained in more than one document.
- (b) An email transmission which is received by the Association and which purports to have been sent by a Council Member shall be taken to be in writing and signed by that Council Member at the time of the receipt of the email transmission by the Association.
- (c) A vote made by a Council Member using an online voting platform operated or commissioned by the Association shall be taken to be in writing and signed by that Council Member at the time the vote was received by the online voting platform.

**55 Validation of Acts of Council Members**

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All acts done:

- (a) at any meeting of the Council; or
- (b) by any person acting as a Council Member,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Council Member or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Council Member and had been entitled to vote.

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## MINUTES

### 56 Minutes

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- (a) The Council shall cause minutes to be kept in such a manner as is required by the Associations Act for the purposes of recording:
- (i) the names of the Council Members present at each meeting of the Council;
  - (ii) any disclosures of interests raised before, or during, meetings;
  - (iii) all orders, resolutions and proceedings of General Meetings and of meetings of the Council and of Subcommittees; and
  - (iv) such matters as are required by the Associations Act or the ACNC Act or the ACNC Regulation to be recorded in the record books of the Association including without limitation all declarations made or notices given by any Council Member of his or her interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes must be agreed upon by Council at the next succeeding meeting. Minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

## BY-LAWS

### 57 By-Laws

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- (a) The Council may from time to time make such By-Laws that are necessary and desirable for the proper control, administration and management of the Association. These By-Laws may be amended and repealed from time to time.
- (b) A By-Law must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution.
- (c) When in force, a By-Law is binding on all Members and has the same effect as this Constitution.
- (d) Subject to **clause 57(d)** of this Constitution, the Council will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws, amendments and repeals.
- (e) The Council will provide Members with reasonable notice of any proposed changes to the By-Laws regarding the eligibility requirements for Membership classes prior to the changes being implemented.

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## EXECUTION OF DOCUMENTS

### 58 Execution of Documents

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- (a) Without limiting the manner in which the Association may execute any contract, including as permitted under section 28 of the Associations Act, the Association may execute any agreement, deed or other document by:
  - (i) two (2) Executives signing the same; or
  - (ii) one (1) member of the Council and one (1) Public Officer signing the same.
- (b) Nothing in this Constitution requires the Association to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Association.

## ACCOUNTS AND INSPECTION OF RECORDS

### 59 Accounts and Inspection

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#### 59.1 Accounts

The Association shall:

- (a) cause proper financial records to be kept and shall, if required by the Associations Act or the ACNC Act or the ACNC Regulation, prepare and distribute copies of the financial reports of the Association;
- (b) where required by the ACNC Act, cause the financial records to be audited or reviewed by a properly qualified auditor or other entity authorised by the ACNC Act; and
- (c) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them will be open to the inspection of Members.

#### 59.2 Records

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept at the Office.

#### 59.3 Inspection of records

- (a) Subject to **clause 59.2** of this Constitution, the following documents must be open to inspection, free of charge, by a Member of the Association between 9am and 5pm on any Business Day:
  - (i) records, books and other financial documents of the Association; and
  - (ii) this Constitution.
- (b) A Member may obtain a copy of any of the documents (excluding the Register) on payment of a fee (if any) of up to \$1 for each page copied or postage, at the Council's discretion.
- (c) Council may refuse to permit a Member to inspect or obtain a copy of any of the documents referred to in **clause 59.3(a)(i)** of this Constitution that relate to

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confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

**60 Register**

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**60.1 Register to be kept**

The Public Officer shall maintain a Register of Council Members, including:

- (a) the name of each Member;
- (b) the phone number and email address for each Council Member; and
- (c) the date on which the Member was entered onto the Register.

**60.2 Register can be inspected**

The Register shall be kept at the Office and must be open for inspection, free of charge, by any Member between 9am and 5pm on any Business Day.

**NOTICES****61 Service of Notices**

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- (a) A notice may be given by the Association to any Member by:
  - (i) serving it on the Member personally; or
  - (ii) sending it to the electronic address supplied by the Member to the Association for the giving of notices.
- (b) Subject to this Constitution, a notice may be given under this Constitution to any Council Member by:
  - (i) serving it on the Council Member personally; or
  - (ii) sending it to the electronic address supplied by the Council Member to the Association for the giving of notices.
- (c) Subject to this Constitution, a notice may be given by a Member or Council Member to the Association by:
  - (i) serving it on the Association at the Office; or
  - (ii) email to the Association's principal email address.

The effect of the service of notice will remain the same, regardless of whether the person is a Member of Council or not.
- (d) Where a notice is sent by electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice. In such case this will be taken to have been effected on the Business Day after it is sent.

**WINDING UP****62 Winding Up**

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- (a) If any surplus remains following the winding up of the Association, the surplus shall be given or transferred to another institution that has:

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- (i) objects similar to the Objects and is charitable;
  - (ii) has a constitution which requires its income and property to be applied in promoting its objects; and
  - (iii) has a constitution which prohibits it from paying or distributing its income and property among its members to an extent at least as great as imposed on the Association.
- (b) The identity of the corporation(s) or institution(s) referred to in **clause 62(a)** of this Constitution will be determined by a resolution of the Council in writing at, or before, the time of dissolution. If a decision is not made by then, an application will be made to the Supreme Court of the Australian Capital Territory for determination.

## INDEMNITY

### 63 Indemnity

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To the extent permitted by law every Officer (and former Officer) of the Association shall be indemnified out of the funds of the Association against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no Officer (or former Officer) shall be indemnified out of the funds of the Association under this clause unless:

- (a) it is in respect of a liability to another person (other than the Association or a related body corporate to the Association) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
  - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
  - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Associations Act.

### 64 Payment of Indemnity Policy Premium

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- (a) To the extent permitted by law the Association may at the discretion of the Council enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Association against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
  - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Association; or
  - (ii) a contravention of governance standard 5 in section 45.25 of the ACNC Regulation.
- (b) The Association shall have the discretion to approve the terms and conditions of any such policy of insurance.

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- (c) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his or her actions or omissions then the Association shall not be required to indemnify the Officer under **clause 63** of this Constitution except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

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## **65 Indemnity to Continue**

The indemnity granted by the Association contained in **clauses 64** of this Constitution shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring before the date of the deletion or modification.

## **MISCELLANEOUS**

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## **66 Amendment of the Constitution**

The Association may alter, rescind, or otherwise amend this Constitution by Special Resolution of the Members present, and otherwise in accordance with the requirements of the Associations Act. However, amendments are not finalised until formally approved by ANU Council.

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## **67 Appointment of Auditor**

If the Association has gross receipts in a financial year that qualify the Association as a medium or large incorporated association under the Associations Act (or if it is otherwise required to have its accounts audited under the law), the following process must be followed:

- (a) at the next AGM, the Members shall appoint a person to be auditor of the Association, in accordance with the requirements of the Associations Act;
- (b) the auditor shall hold office until the next AGM and is eligible for re-appointment; and
- (c) if an appointment is not made at an AGM, the Council shall appoint an auditor for the current financial year.

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## **68 Public Officer**

- (a) There must be at least one (1) Public Officer appointed by the Council for a term and on conditions determined by the Council pursuant to the Associations Act.
- (b) Unless Council decides otherwise, the General Secretary will be appointed as Public Officer.
- (c) The Public Officer must maintain the Register pursuant to the Associations Act.
- (d) The Council may redelegate the Public Officer's duties at any time through a simple majority vote.

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## **69 Supporting Policies Which Underpin This Constitution**

- (a) The Association is governed by, among other things, the following policies and regulations:

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- (i) Advisory Committee Appointment Policy;
  - (ii) Advisory Committee Skills and Equity Matrix;
  - (iii) ANU Governance Statute 2020;
  - (iv) Code of Conduct (Staff and Student Representatives);
  - (v) Confidentiality Agreement;
  - (vi) Conflict of Interest Policy;
  - (vii) Delegations Instrument;
  - (viii) Disclosure of Interest Form;
  - (ix) Disputes Policy;
  - (x) Election Regulations;
  - (xi) Privacy Policy;
  - (xii) Remuneration Policy;
  - (xiii) Structure and Role Descriptions (Guide); and
  - (xiv) Student Organisation Constitutional Amendments Protocol.
- (b) Council may revise, draft or revoke policies via a simple majority vote. The documents listed in **clause 68(a)** of this Constitution will be annually updated following the Association's AGM.
- (c) Amendments to **clause 68** of this Constitution are not subject to a Special Resolution.

## FINANCIAL YEAR

### 70 Financial Year

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The financial year of the Association is each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

## Transitional Provisions

### 71 Transitional Provisions

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- (a) The following clauses apply to Council Members serving their term in 2022. This section of the Constitution will be deleted six (6) weeks after the 2022 election results are announced.
- (b) Besides **clause 71(a)** of this Constitution, this section applies notwithstanding anything to the contrary in this Constitution.

#### 71.1 Council Members

The Council Members, immediately following the adoption of this Constitution in 2022, will be those Council Members:

- (a) elected or appointed and currently serving a term as a Council Member; and



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- (b) to the extent relevant, those appointed by Council, in accordance with **clause 14.2** of this Constitution, since the most recent AGM of the Association and currently serving a term as a Council Member.

**71.2 Executive**

The Executive, immediately following the adoption of this Constitution in 2022, will be those members of the Executive elected to the Executive since the most recent AGM of the Association and currently serving a term on the Executive.

**71.3 Terms**

Any current term of a Council Members or a member of the Executive that is not complete at the time that this Constitution is adopted, shall be completed under the requirements of this Constitution, in accordance with **clause 15** of this Constitution. Time served prior to the adoption of this Constitution will be taken into account for the purpose of **clause 15** of this Constitution.