

# APPENDIX 1: PROPOSED CONSTITUTIONAL AMENDMENTS

**GENERAL MEETING DATE:** Thursday 17 April  
**NOTICE DATE:** Wednesday 2 April  
**AUTHOR:** USU Board

# 1. Amendment to Definition of Immediate Past President; Insertion of Definitions of Immediate Vice President and Vice President

## Background/Rationale

This amendment adjusts the definition of the Immediate Past President (**IPP**) to accord with the new mechanisms for replacing the IPP that are discussed below. Here it clarifies that if a former Executive is appointed to step into the IPP role, then references to the IPP in the Constitution will still apply to them. However, if a director is appointed from the closest USU election to fill the role (and will only be on Board for one year), they do not take on the “IPP” title or role, and are simply an extra, regular Director with a one year term to maintain the 11 voting elected roles.

The definition of Immediate Past Vice President (**IPVP**) is inserted to accord with the overall structural changes which implement the position. It is defined in the same way as the IPP, including with reference to the effect of replacements, with the only difference being it is (generally) filled by the preceding Vice President rather than the preceding President.

The definition of Vice President is included for completeness in the same way that the President is defined.

## Summary of the proposed change

Old Clause	New Clause								
<p>1.1 <i>Definitions</i></p> <p>In this Constitution, the following words have these meanings when they commence with a capital letter in the text:</p> <p>...</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; padding: 5px;">Immediate Past President</td> <td style="padding: 5px;">The person who served as President in the term before the term of office of the current President. For the avoidance of doubt, any reference to the Immediate Past President in this Constitution may also apply to any person serving in their stead on the Board pursuant to article 7.3(b).</td> </tr> <tr> <td style="padding: 5px;">Incoming Board</td> <td style="padding: 5px;">Upon declaration of the results of the Annual Election, the elected candidates, together with the Directors whose tenure extends into the next Board Year, constitute the Incoming Board.</td> </tr> </table> <p>...</p>	Immediate Past President	The person who served as President in the term before the term of office of the current President. For the avoidance of doubt, any reference to the Immediate Past President in this Constitution may also apply to any person serving in their stead on the Board pursuant to article 7.3(b).	Incoming Board	Upon declaration of the results of the Annual Election, the elected candidates, together with the Directors whose tenure extends into the next Board Year, constitute the Incoming Board.	<p>1.1 <i>Definitions</i></p> <p>In this Constitution, the following words have these meanings when they commence with a capital letter in the text:</p> <p>...</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; padding: 5px;">Immediate Past President</td> <td style="padding: 5px;">The person who served as President in the term before the term of office of the current President. For the avoidance of doubt, any reference to the Immediate Past President in this Constitution may also apply to any <b>former Executive Director</b> serving in their stead on the Board pursuant to article 7.3(b), <b>but not a first year Director who may fill a vacancy under article 7.3(ba).</b></td> </tr> <tr> <td style="padding: 5px;"><b>Immediate Past Vice President</b></td> <td style="padding: 5px;"><b>The person who served as Vice President in the term before the term of office of the current Vice President. For the avoidance of doubt, any reference to the Immediate Past Vice President in this</b></td> </tr> </table>	Immediate Past President	The person who served as President in the term before the term of office of the current President. For the avoidance of doubt, any reference to the Immediate Past President in this Constitution may also apply to any <b>former Executive Director</b> serving in their stead on the Board pursuant to article 7.3(b), <b>but not a first year Director who may fill a vacancy under article 7.3(ba).</b>	<b>Immediate Past Vice President</b>	<b>The person who served as Vice President in the term before the term of office of the current Vice President. For the avoidance of doubt, any reference to the Immediate Past Vice President in this</b>
Immediate Past President	The person who served as President in the term before the term of office of the current President. For the avoidance of doubt, any reference to the Immediate Past President in this Constitution may also apply to any person serving in their stead on the Board pursuant to article 7.3(b).								
Incoming Board	Upon declaration of the results of the Annual Election, the elected candidates, together with the Directors whose tenure extends into the next Board Year, constitute the Incoming Board.								
Immediate Past President	The person who served as President in the term before the term of office of the current President. For the avoidance of doubt, any reference to the Immediate Past President in this Constitution may also apply to any <b>former Executive Director</b> serving in their stead on the Board pursuant to article 7.3(b), <b>but not a first year Director who may fill a vacancy under article 7.3(ba).</b>								
<b>Immediate Past Vice President</b>	<b>The person who served as Vice President in the term before the term of office of the current Vice President. For the avoidance of doubt, any reference to the Immediate Past Vice President in this</b>								

President	The person elected as President of the USU pursuant to article 10.3		<i>Constitution may also apply to any person serving in their stead on the Board pursuant to article 7.3(b), but not a first year Director who may fill a vacancy under article 7.3(ba).</i>
Registrar	The Registrar of the University of Sydney		
		Incoming Board	Upon declaration of the results of the Annual Election, the elected candidates, together with the Directors whose tenure extends into the next Board Year, constitute the Incoming Board.
		...	
		President	The person elected as President of the USU pursuant to article 10.3
		Vice President	<i>The person elected as Vice President of the USU pursuant to article 10.3</i>
		Registrar	The Registrar of the University of Sydney

## 2. Amendment to Retain the 11 Voting Student Directors but Alter Composition to Reflect Better Governance Practices for Continuity

### Background/Rationale

This amendment implements the governance changes necessary for the USU to have its incorporation approved by the University, with the exception of the changes to external Directors/Senate Appointed Directors. It also, importantly, aligns the USU’s governance structures more closely with best practice; the inclusion of the IPP and IPVP brings additional continuity and institutional knowledge to the Board without having to concede a reduction in elected student voices. The number of elected students will, overall, remain at 11. This is a major coup for the USU and its members, meaning that we can gain the governance benefits without diluting the student voice.

These changes make amendments from 1 July 2025.

The amendments also provide for a mechanism to replace an unwilling or unavailable IPP and/or IPVP if that situation arose. The first is the mechanism currently in place for the IPP, where another member of the immediate past Executive can fill the role. The backup is that the spot on Board will not be left vacant, but filled by an additional first year Director who will serve a one year term to ensure the student voice isn’t diluted in this unlikely scenario.

### Summary of the proposed change

Old Clause	New Clause
<p><i>7.3 Composition</i></p> <p>(a) The Board shall be comprised of:</p> <ul style="list-style-type: none"> <li>(i) 11 Directors elected in accordance with this Constitution and Regulations made pursuant to it;</li> <li>(ii) two Directors appointed by the Senate; and</li> <li>(iii) the Immediate Past President of the USU .</li> </ul> <p>(b) If the Immediate Past President is unable or unwilling to become a Director, the Board may, at its discretion, appoint a person who was a member of the immediate past Executive, and who is not currently a Director, as an alternative Director. The alternative Director shall then serve:</p> <ul style="list-style-type: none"> <li>(i) for the balance of the Immediate Past President's term; or</li> <li>(ii) until such time as the Immediate Past President notifies the USU that they are able to accept or resume their appointment under article 7.3(a)(iii).</li> </ul> <p>...</p> <p><i>7.4 Voting at Board meetings</i></p> <p>(a) All Directors may vote at Board Meetings except as otherwise provided by this Constitution explicitly or by implication.</p> <p>(b) The following persons may participate in, attend, and speak at meetings of the Board, but do not have any right to vote:</p> <ul style="list-style-type: none"> <li>(i) the CEO and other Officers of the USU who are not otherwise Directors; and</li> </ul>	<p><i>7.3 Composition</i></p> <p>(a) <b>Until and including 30 June 2025</b>, the Board shall be comprised of:</p> <ul style="list-style-type: none"> <li>(i) 11 Directors elected in accordance with this Constitution and Regulations made pursuant to it;</li> <li>(ii) two Directors appointed by the Senate; and</li> <li>(iii) the Immediate Past President of the USU .</li> </ul> <p>(b) If the Immediate Past President is unable or unwilling to become a Director, the Board may, at its discretion, appoint a person who was a member of the immediate past Executive, and who is not currently a Director, as an alternative Director. The alternative Director shall then serve:</p> <ul style="list-style-type: none"> <li>(i) for the balance of the Immediate Past President's term; or</li> <li>(ii) until such time as the Immediate Past President notifies the USU that they are able to accept or resume their appointment under article 7.3(a)(iii).</li> </ul> <p><b>(aa) From 1 July 2025 the Board shall be comprised of:</b></p> <ul style="list-style-type: none"> <li><b>(i) 11 voting Directors elected in accordance with this Constitution and Regulations made pursuant to it, comprising;</b> <ul style="list-style-type: none"> <li><b>(1) Five Directors elected during years ending in an even number serving an initial term of two years; and</b></li> </ul> </li> </ul>

<p>(ii) the Immediate Past President.</p>	<p>(2) Four Directors elected during years ending in an odd number serving an initial term of two years; and</p> <p>(3) The Immediate Past President; and</p> <p>(4) The Immediate Past Vice President.</p> <p>(ii) two voting Directors appointed by the Senate.</p> <p>(b) If the Immediate Past President or the Immediate Past Vice President, or both, is unable or unwilling to become a Director, the Board may, at its discretion, appoint a person who was a member of the immediate past Executive, and who is not currently a Director, as an alternative Director. The alternative Director shall then serve:</p> <p>(i) for the balance of the Immediate Past President or Immediate Past Vice President's term; or</p> <p>(ii) until such time as the Immediate Past President or Immediate Past Vice President notifies the USU that they are able to accept or resume their appointment under article 7.3(a)(iii).</p> <p>(ba) If one or both of the positions of Immediate Past President and Immediate Past Vice President cannot be filled pursuant to art 7.3(b), then the position shall be filled by the highest polling candidate(s) at the USU Board election of that year. For the avoidance of doubt, these Directors will serve a one year term for the period that the Director role would otherwise have been filled by the Immediate Past President or Immediate Past Vice President, but will not take on the title itself.</p> <p>(ab) Changes made to the composition of the Board at the April 2025 General Meeting will not come into effect until 1 July 2025, except insofar as the Special Meeting of the Incoming Board in 2025 will be conducted in accordance with the relevant amendments.</p> <p>...</p> <p>7.4 Voting at Board meetings</p> <p>(a) All Directors may vote at Board Meetings except as otherwise provided by this Constitution explicitly or by implication.</p> <p>(b) The following persons may participate in, attend, and speak at meetings of the Board, but do not have any right to vote:</p> <p>(i) the CEO and other Officers of the USU who are not otherwise Directors. <del>and</del></p> <p><del>(ii) the Immediate Past President</del></p>
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### 3. Adjusting and Confirming the Validity of the 2025 USU Election to Reflect Improved Governance Structure

#### Background/Rationale

This insertion is solely for an overabundance of caution. It confirms that the 2025 election will continue to be valid and that those who have nominated will still be able to run for the Board as intended with no unforeseen issues.

#### Summary of the proposed change

Old Clause	New Clause
<p>10.2 <i>Conduct of elections to Board</i></p> <p>...</p> <p>(c) Five Directors shall be elected during years ending in an even number and six Directors shall be elected during years ending in an odd number provided that in any year ending in an even number, two, and in any year ending in an odd number, three such elected Directors shall be women or gender diverse.</p> <p>...</p>	<p>10.2 <i>Conduct of elections to Board</i></p> <p>...</p> <p>(c) Five Directors shall be elected during years ending in an even number and <b>four</b> Directors shall be elected during years ending in an odd number provided that in any year ending in an even number, two, and in any year ending in an odd number, <b>two</b> such elected Directors shall be women or gender diverse.</p> <p><b>(ca) For the avoidance of doubt, the 2025 USU Election is confirmed to have been validly called and to suffer from no invalidating defects as at 17 April 2025, notwithstanding any changes to the Constitution that are passed after the Notice of Election was distributed.</b></p> <p>...</p>

## 4. Adjusting the 2025 Special Meeting of the Incoming Board to Reflect Improved Governance Structure and Retain Student Voice

### Background/Rationale

This clause is a transitional clause which clarifies that whilst the overall structural changes won't come into effect until 1 July 2025, the Special Meeting of the Incoming Board will be conducted as usual but accounting for the amendments made at this Special General Meeting.

### Summary of the proposed change

Old Clause	New Clause
<p>10.3 <i>Executive and USU Committees</i></p> <p>...</p> <p>(b) There shall be a Special Meeting of the incoming Board on a working day in the first full working week of June at which the following positions shall be elected from amongst its Eligible Directors:</p> <ul style="list-style-type: none"> <li>(i) the Executive Officers of President, Vice President, Honorary Treasurer, and Honorary Secretary provided that the office of President is not held by the same person for more than three years</li> <li>(ii) the chairs of the USU Committees and Directors in other capacities to USU Committees as provided by the Regulations.</li> </ul> <p>Said elections are to be conducted by secret ballot and by a quota preferential method of representation in accordance with the rules published by the Proportional Representation Society of Australia, or its successor body.</p> <p>(ba) The Incoming Board has no power prior to 1 July other than to conduct the business of the Special Meeting of the Incoming Board.</p> <p>...</p>	<p>10.3 <i>Executive and USU Committees</i></p> <p>...</p> <p>(b) There shall be a Special Meeting of the incoming Board on a working day in the first full working week of June at which the following positions shall be elected from amongst its Eligible Directors:</p> <ul style="list-style-type: none"> <li>(i) the Executive Officers of President, Vice President, Honorary Treasurer, and Honorary Secretary provided that the office of President is not held by the same person for more than three years</li> <li>(ii) the chairs of the USU Committees and Directors in other capacities to USU Committees as provided by the Regulations.</li> </ul> <p>Said elections are to be conducted by secret ballot and by a quota preferential method of representation in accordance with the rules published by the Proportional Representation Society of Australia, or its successor body.</p> <p>(ba) The Incoming Board has no power prior to 1 July other than to conduct the business of the Special Meeting of the Incoming Board.</p> <p style="color: red;">(bb) For the avoidance of doubt, at the Special Meeting of the Incoming Board that is conducted in 2025, the voting members will include the five Directors elected in 2024, the four Directors elected in 2025, the Immediate Past President that will serve in the role in 2025/26, the Immediate Past Vice President that will serve in the role in 2025/26, and the two Senate Appointed Directors.</p> <p>...</p>

## 5. Clarifying Minor Amendment to Office Term

### Background/Rationale

This clause clarifies that the term of office for a Director will generally be two years, but in the case of the IPP/IPVP it shall be three (and any replacement of those positions will be for one).

### Summary of the proposed change

Old Clause	New Clause
<p>10.4 <i>Terms of office</i></p> <p>(a) Subject to article 7.5, Directors shall hold office from the 1 July to the 30 June for two years following election, provided that any candidate whose election is the subject of protest shall hold office provisionally until declared elected or replaced by the next highest polling validly elected candidate.</p>	<p>10.4 <i>Terms of office</i></p> <p>(a) Subject to articles 7.5, 7.3(a)(i)(3)-(4), and any other relevant provisions of this Constitution, Directors shall hold office from the 1 July to the 30 June for two years following election, provided that any candidate whose election is the subject of protest shall hold office provisionally until declared elected or replaced by the next highest polling validly elected candidate.</p>