

# NOTICE OF MEETING

## 2024 ANNUAL GENERAL MEETING

This Notice is published pursuant to articles 15.1 and 15.5(b) of the *USU Constitution*.

### Notice

Notice is hereby given of the **52nd Annual General Meeting** of the **University of Sydney Union** at **12:30pm on Friday 31 May 2024** at the **Refectory** and online via Zoom. The Annual General Meeting is open to all members of the USU. Join the USU for free at [www.usu.edu.au](http://www.usu.edu.au).

Registrations are essential. To register your interest, go to the following [LINK](#).

### Agenda

The business of the meeting shall be as follows:

1. **Open of Meeting, Acknowledgement of Country**
2. **Apologies and Leaves of Absences**
3. **Minutes of the Annual General Meeting on 26 May 2023**
4. **Business Arising from the Minutes**
5. **Reports**
  - 5.1. Report of the President and Annual Report
  - 5.2. Report of the Honorary Treasurer and Statement of Accounts
6. **Re-appointment of Auditors**
  - 6.1 Proposed re-appointment of Auditors (see below)
7. **Motions on Notice**
  - 7.1 That the *USU Constitution* be amended en-bloc to reflect the proposed changes to be distributed prior to the 2024 AGM, as endorsed by the USU Board of Directors.
8. **Any Other Business which may properly be considered by the Annual General Meeting**
9. **Close of Meeting**

## 6.1 RE-APPOINTMENT OF AUDITORS

Pursuant to resolution RB35/24 of the BOARD OF DIRECTORS, the BOARD OF DIRECTORS re-appoint Pitcher Partners Sydney to be the Auditor of the USU with the terms and conditions to be determined by the CEO.

Pursuant to section 11.2.2 of the *Regulations*, the Annual General Meeting has the power to confirm the re-appointment.

**Proposed Motion:** *That the Annual General Meeting, pursuant to article 14.2 of the Constitution and section 11.2.2 of the Regulations, confirms the re-appointment of Pitcher Partners Sydney to be the Auditor of the USU with the terms and conditions to be determined by the CEO.*

## 7.1 RECOMMENDED AMENDMENTS TO THE CONSTITUTION

**Proposed Motion:** *That the USU Constitution be amended en-bloc to reflect the proposed changes to be distributed prior to the 2024 AGM, as endorsed by the USU Board of Directors.*

### About the USU

The USU is a not-for-profit organisation whose purpose is to be the heart of campus life and we've been doing that since 1874. USU provides key programs, services and facilities that enhance campus life for the many thousands who join and interact with us. All income the USU receives is reinvested in our organisation for the benefit of current and future members of the University community.

The BOARD OF DIRECTORS
Nazanin Sharifi, President
Madhullikaa Singh, Vice President
Nicholas Dower, Honorary Treasurer
Onor Nottle, Honorary Secretary
Alexander Poirier, Director
Bryson Constable, Director
Benjamin Hines, Director
Julia Lim, Director
Grace Porter, Director
Sargun Saluja, Director
Grace Wallman, Director
David Wright, Senate-Appointed Director
Alyssa White, Senate-Appointed Director
Cole Scott-Curwood, Immediate Past President

<b>Chairs of the USU Committees</b>
Nazanin Sharifi, Chair of the Executive Committee, Electoral Committee, Awards Committee and Governance Committee
Megan Lavender, Chair of the Finance Committee
Onor Nottle, Chair of the Debates Committee
Onor Nottle, Chair of the Clubs & Societies Committee
Simone Whetton, Chair of the People & Culture Committee

### **More information**

Copies of the USU *Constitution* and *Regulations* are available to all members of the USU at [www.usu.edu.au](http://www.usu.edu.au). For more information, contact Michael Bromley at [m.bromley@usu.edu.au](mailto:m.bromley@usu.edu.au).

For any further enquiries please contact USU [here](#).

Michael Bromley, Chief Executive Officer

30 April 2024

# MINUTES

## MEETING: ANNUAL GENERAL MEETING

**HELD ON:** 26 May 2023

**TIME:** 12:35pm to 12:55pm

**LOCATION:** Sutherland Room online via Zoom

### BOARD OF DIRECTORS

Cole Scott-Curwood	President, Chair	Present
Telita Goile	Vice President	Present
David Zhu	Honorary Treasurer	Present
Isla Mowbray	Honorary Secretary	Present
Nazanin Sharifi	Director	Present
Nicholas Dower	Director	Present
Madhullikaa Singh	Director	Present
Alexander Poirier	Director	Present
Onor Nottle	Director	Present
Nicholas Comino	Director	Absent
Yining (Du) Du	Director	Absent
David Wright	Senate-Appointed Director	Absent
Alyssa White	Senate-Appointed Director	Absent
Prudence Wilkins-Wheat	Immediate Past President	Present via audio-visual link

Compiled by Assistant Board Secretary

## MINUTES

Pursuant to a resolution of the BOARD OF DIRECTORS and Notice, the Annual General Meeting was held on Friday 26 May 2023 from 12:30pm.

<b>1. Opening</b>
<p>A quorum being present, the President opened the meeting at 12:35pm.</p> <p>The President delivered the Acknowledgement of Country.</p>
<b>2. Apologies and Leaves of Absences</b>
<p>No apologies</p>
<b>3. Minutes of the Annual General Meeting held on 30 May 2022</b>
<p>The draft Minutes of the Annual General Meeting held on 30 May 2022 was circulated and taken as read.</p> <p><b>Resolved</b> <b>GM001/23</b> That the Minutes of the Annual General Meeting held on 30 May 2022 be approved as a true and correct record. <b>Mover:</b> David Zhu; <b>Seconder:</b> Telita Goile; <b>Carried</b></p>
<b>4. Business Arising from the Minutes</b>
<p>No business arising from the Minutes not addressed elsewhere.</p>
<b>5. Reports</b>
<p>The President passed the Chair to the Honorary Treasurer.</p>
<p><b>5.1 Report of the President</b></p> <p>(The Annual Report 2022 was circulated and taken as read).</p> <p>Cole Scott-Curwood delivered a verbal report. The salient items are as follows: The last 12 months have seen a sharp focus on improvements to campus life. Priorities have included institutionalising ESG, student wellbeing and safety, platforming student creativity, investing in USU spaces, as well as supporting our communities.</p> <p>USU operates in a dynamic landscape. One of it's key highlights was the permanent funding of Food Hub from a small budget when it was trialed early August of 2022. This forms part of USU's plan to spend a quarter million dollars on food initiatives. The operational surplus of \$1.2 million last year eventuated in initiatives to the same value.</p> <p>There has been important governance developments in investments, partnerships, cybersecurity and transparency. USU now has more diversified, ethical and fit-for-purpose investments and an investment manager was appointed to realise changes with non-compliant investments to be sold by 30 June in 2023. The Sponsorship &amp; Advertising Policy has also been aligned to clarify USU partnership principles and exclusions. Cybersecurity has also been a priority to protect our members' personal</p>

information. Finally, to increase transparency the redeveloped website includes additional reporting, minutes, President's Reports, a breakdown of USU's 2023 budget and key USU policies.

USU is committed to fostering supportive, encouraging, safe and inclusive cultures and communities, including a RAP plan and platforming Indigenous artists. We have implemented a free locker hire system for students registered with Inclusion and Disability Services. USU will also deliver a Disability Space in September. Last year we delivered 102 pad and tampon dispensers in all 51 female, male, gender-neutral and baby-change bathroom in the three USU buildings.

At the end of last year further wellbeing support was provided to Clubs & Societies Program participants, as well as providing resourcing to support club executives. USU is also planning a student safety conference in September. Supporting member needs, includes plans to provide 10,000 free meals from our new Food Truck in 2023. To platform live music to campus Manning Bar hosted 95 live music events and USU hosted International Fest, for the first time since 2019.

We have also invested in USU spaces to provide for the needs of members, including The Cellar Theatre, and provided rent-free gallery space to the Sydney College of the Arts Students's Society. Centering our members is key to everything we do.

**Resolved**  
**GM002/23**

That the President's report be accepted.

**Mover:** Telita Goile; **Secunder:** David Zhu; **Carried**

The Honorary Treasurer passed the Chair back to the President.

## **5.2 Report of the Honorary Treasurer**

The Statement of Accounts 2022 was circulated and taken as read. David Zhu delivered a verbal report and the 2022 Annual Accounts. The salient items are as follows:

After a turbulent year we have turned a corner and recorded the largest balance sheet surplus in recent history which has been largely due to students returning to campus. David thanked staff and management in delivering this outcome. The next Executive Committee will have a golden opportunity on the basis of our full coffers which are expected to grow.

A combined \$1.9m in new and continuing student initiatives in this year's budget included the Festival of Creativity and reconciliation action plan. Cost of living initiatives included cheap eats and more resources for Foodhub. All of which has had a real impact on the lives of students. The money of our 40k strong membership is entrusted to the next President and Treasurer.

I now present the Statement of Accounts for the year ending 2022. I can report that last year, we recorded \$25.8m in total income and \$24.7m in total outlay. We have recorded a surplus of 1.2m which we have earmarked for new student initiatives this year. I declare that, in the directors' opinion, the attached financial statements are in accordance with relevant regulations and accounting standards and give a true and fair view of the Union's financial position as of 31 December 2022. We believe on reasonable grounds that the Union will be able to pay its debts as they become due and payable. Our auditors have independently confirmed the above. I recommend the re-appointment of Pitcher Partners

as the auditors of the USU. A special mention must go to our CEO Andrew and my fellow Executive committee members.

**Resolved**

**GM003/23**

*That the report of the Honorary Treasurer and the Statement of Accounts 2022 be accepted.*

**Mover:** Onor Nottle; **Seconder:** Isla Mowbray; **Carried**

## 6. Appointment of Auditors

It was noted that the BOARD OF DIRECTORS had re-appointed Pitcher Partners Sydney to be the Auditor of the USU pursuant to resolution B28/23 of the BOARD OF DIRECTORS.

**Resolved**

**GM004/23**

That the Annual General Meeting, pursuant to article 14.2 of the *Constitution* and section 11.2.2 of the *Regulations*:

Confirms the re-appointment of Pitcher Partners Sydney to be the Auditor of the USU with the terms and conditions to be determined by the CEO.

**Mover:** David Zhu; **Seconder:** Isla Mowbray; **Carried**

## 7. Motions on Notice

Nil

## 8. Any Other Business which may properly be considered by the Annual General Meeting

No other business.

## 9. Close of Meeting

The President closed the meeting at 12:55pm.



# CONSTITUTION OF THE UNIVERSITY OF SYDNEY UNION

AS OF MAY 2024

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For more information, please contact [info@usu.edu.au](mailto:info@usu.edu.au)

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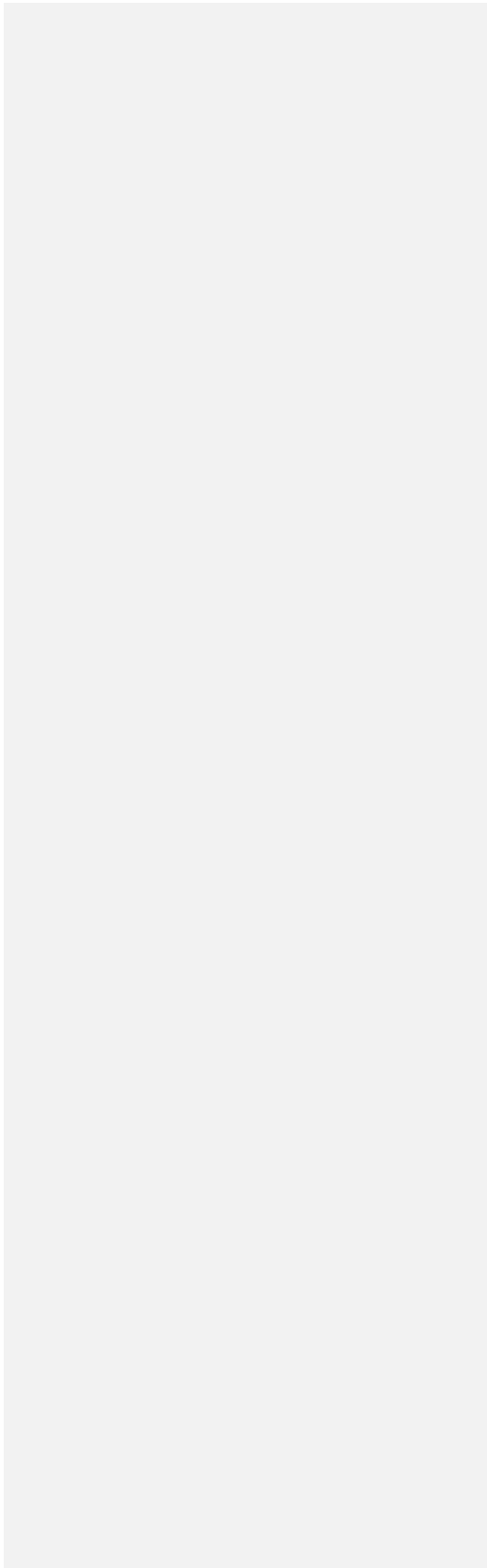




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# 1. DICTIONARY

## 1.1. Definitions

In this Constitution, the following words have these meanings when they commence with a capital letter in the text:

Annual Election	An annual election to the Board of the University of Sydney Union (USU) in accordance with article 10.2
Board	The Board of the USU constituted by article 7.3
Board Year	1 July to 30 June
CEO	The person appointed as the Chief Executive Officer of the USU (including any person who acts in that position)
Director	A member elected or appointed to the Board to govern the affairs of the USU
Due Notice	“Due Notice” shall be notice posted to the last known email address or, if necessary, mobile phone number of each member of the Board or Committee, as applicable, at least four complete working days prior to any meeting
Eligible Director	A person elected pursuant to article 10.2 who <ul style="list-style-type: none"> <li>(a) has agreed in writing to become a director of the USU;</li> <li>(b) is qualified to be a member of, and act as a director of, the USU</li> <li>(c) satisfies any requirements to begin their term as a Director as stipulated by the Regulations even if that Director’s formal term has not yet commenced (i.e., Directors-elect).</li> </ul>
Executive	Executive of the Board elected in accordance with article 10.3
Graduand	A person who has completed the requirements for the award of a degree or diploma of a university or another educational institution but who has not yet had that degree conferred
Graduate	As the case may be: <ul style="list-style-type: none"> <li>(a) A graduate of the University as defined in section 3(2) of the University of Sydney Act; or</li> <li>(b) A graduate of another university or educational institution</li> </ul>
Immediate Past President	The person who served as President in the term before the term of office of the current President. For the avoidance

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	<u>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).</u>
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.
In Camera	<p><u>“In Camera” refers to the state of having moved in camera as contemplated by this Constitution or the Regulations.</u></p> <p>In camera sessions are confidential and exclude all who are not members of the Board or relevant Committee from participation in the meeting, unless otherwise resolved by that Board or Committee.</p>
Member	A person who is a Member of the USU by satisfying the eligibility requirements under <u>this Constitution.</u>
Membership Year	As defined in article 5.3
Misconduct	Fraud, negligence, dishonesty, a breach of duty or any unlawful or improper conduct
Notice	Notice of a meeting or a motion given to (as the case may be) a Member or to a Director or member of a Committee, working party, or other advisory structure of the USU in accordance with this Constitution. <u>Notice must be given a reasonable period of time prior to that which it relates and be distributed by reasonable means.</u>
Notice Board	Any <u>location</u> of public display whereby information is capable of being conveyed to the whole membership, including physical and electronic <u>locations.</u>
Officer of the Union	<p><u>An Officer of the Union includes:</u></p> <p><u>(a) a Director; or</u></p> <p><u>(b) the CEO; or</u></p> <p><u>(c) any other member of the Senior Management Team; or</u></p> <p><u>(d) any person:</u></p> <p><u>(i) who makes, or has a role of actual influence in making, decisions that affect the whole, or a substantial part, of the operations of the USU; or</u></p>

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	<p><u>(ii) who has the capacity to affect significantly the USU's financial standing; or</u></p> <p><u>(iii) in accordance with whose instructions or wishes of the USU Senior Management Team or Board are accustomed to act; or</u></p> <p><u>(e) a receiver, or receiver and manager, of the property of the USU; or</u></p> <p><u>(f) an administrator of the USU; or</u></p> <p><u>(g) a trustee or other person administering a compromise or arrangement made between the USU and someone else.</u></p>
Office Bearer	The offices defined in article 8.1, who together form the Executive of the Board
Patron of the Union	As defined in article 4.1
President	The person elected as President of the USU pursuant to article 10.3
Registrar	The Registrar of the University of Sydney
Regulations	The Regulations of the USU made pursuant to article 9.2(e)
Senate	The Senate of the University of Sydney
Senior Management Team	<u>The CEO, CFO, COO, and the Heads of Department of the USU, or their equivalents from time to time</u>
Special Meeting	A non-scheduled meeting of the Board called pursuant to 10.3(b) <u>or 11.2(c) of the Constitution.</u>
Special Resolution	A motion of the Board of which Due Notice has been given, which is passed by two-thirds of the Members present and voting thereon provided that the affirmative vote is at least equal to half the Members of the Board, <u>in circumstances necessitated by this Constitution.</u>
Standing Orders	Standing orders for the conduct of meetings as prescribed by the Regulations from time to time
Union	The University of Sydney Union, and where the context admits, its Members
USU Committee	A committee, working party or other advisory structure created by the Board of the USU in accordance with article 11.1(a)

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University	The University of Sydney, established by the <i>University of Sydney Act 1989</i> (NSW) (as amended) ( <i>University of Sydney Act</i> )
USU	The University of Sydney Union, and where the context admits, its Members
<i>Vacation</i>	The period between the conclusion of a University semester's formal examination period as determined each year by the University and the commencement of the subsequent University semester.
Visitor of the University	A person whom the University recognises as Visitor of the University as stated in <i>University of Sydney Act</i>
Voting Members	Members of the USU Board or a USU Committee who are present and eligible to vote
Website	The website of the University of Sydney Union which is presently <a href="http://www.usu.edu.au">www.usu.edu.au</a>
Women and Gender Diverse	Person with lived experience as a woman, a gender beyond the binary, or a non-cis man

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## 2. NAME

### 2.1 Defined

The name of the organisation hereby constituted is "The University of Sydney Union".

## 3. OBJECTS

### 3.1 Defined

The objects of the USU shall be to:

- (a) promote the interests and welfare of the USU and the members of the University community;
- (b) work at all times towards creating an environment free from all forms of discrimination and harassment;
- (c) provide a safe and clean common meeting ground for Members, and the University community;
- (d) facilitate the personal, intellectual, cultural, and social development of its Members by activities and debates whereby Members and the University community may meet and share talents, interests, and ideas;
- (e) provide its Members subsidised conveniences, facilities, services, and amenities, including, but not limited to, dining and refreshment services, childcare services, and social, cultural, and recreational facilities;

- (f) secure the cooperation of the University community and other bodies in furthering the interests and welfare of the Members and the University community;
- (g) encourage and practice environmental responsibility and to promote at all times an awareness of the need for environmentally sustainable practices and behaviour;
- (h) support, promote and encourage the maximisation of membership to all students at the University, in the sense that would otherwise have been provided for by universal student unionism, and in recognition of the benefit the organisation provides to the University community.;
- (i) operate food, beverage, and other retail outlets and offerings at the University so as to provide such services for Members and others within the community as well as to generate funds to be reinvested into the operations and services of the USU, or to grant and benefit from leases, licenses, or similar instruments to external provides so as to facilitate the same;
- (j) represent the voices and interests of students by providing a platform for student leadership of the organisation; and
- (k) do all other lawful things as are incidental or conducive to the attainment of these objects.

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#### 4. THE PATRON

##### 4.1 Appointment

There shall be a Patron of the Union, who shall be appointed from time to time by Special Resolution of the Board. The Patron shall be a person who has agreed to lend their name to the Union in order to support its reputation and standing for the advancement of its objects.

#### 5. MEMBERSHIP

##### 5.1 Eligibility

The following persons shall be eligible for Membership:

- (a) The Visitor of the University;
- (b) The Patron of the Union;
- (c) Graduands of the University;
- (d) All Members of Convocation of the University as defined in section 14(1)a, c and d of the *University of Sydney Act*;
- (e) Persons appointed by Senate to the USU Board who are not otherwise eligible for membership;

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- (f) Students enrolled in a course of study leading to the award of a degree or diploma from the University;
- (g) Members of the full time, part time or casual staff of the USU.
- (h) Members of the full-time, part time or casual staff of the:
  - Residential Colleges;(ii) University;
  - (iii) Students Representative Council;
  - (iv) Sydney University Postgraduate Representative Association; **and**
  - (vi) Sydney University Sport;
- (j) Persons enrolled in any non-award course conducted by the University, including any course conducted through the University's Centre for Continuing Education **and the Centre for English Teaching (CET)**,
- (i) ~~[repealed]~~;
- (j) Persons, who, having been a Member of the USU in the preceding year, have been granted permission to defer their study;
- (k) Graduates and Graduands of such other universities or educational institutions as the Board may, by Special Resolution from time to time, prescribe after consultation with the University; and
- (l) Residents and staff of student accommodation providers servicing the University not otherwise eligible for membership as the Board may prescribe from time to time.
- (m) All Graduates of the University (Alumni).

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## 5.2 Classes of Membership

There shall be the following classes of membership:

- (a) Ordinary Members;
- (b) Life Members;
- (c) Fellows; and
- (d) Affiliate Members.

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### 5.2.1 Ordinary Membership

- (a) Any person eligible for Membership pursuant to article 5.1(a) to (g) may, upon application and the payment of any fee or fees as determined by the Board, become a Member of the USU.
- (b) The Board may permit pre-payment of any fee or fees for Membership for any consecutive future Membership Years.

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- (c) The Board may offer varying discounts for pre-paid Membership fees.
- (d) Pre-paid Membership fees are non-refundable.
- (e) Membership will remain valid until such time that the Member:
  - (i) Does not pay the relevant membership fee, as proscribed by Board;
  - (ii) Resigns their membership, in accordance with 5.5 and 9.2(f) of this Constitution;
  - (iii) Ceases to be eligible to be a Member under this Constitution;
  - (iv) Otherwise ceases to be a Member.

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#### 5.2.2 Life Membership

- (a) Prior to 1 January 2006 Life Membership was conferred on those members who:
  - (i) Were graduates
  - (ii) Had paid at least five years' fees
  - (iii) Completed the Life Membership Application Form.
- (b) After 2006 Life Membership may be awarded to members who:
  - (i) Have, in the opinion of the USU Awards Committee, given outstanding service and / or made an outstanding contribution to the USU community;
  - (ii) Are in their final year or have graduated within the last 12 months;
  - (iii) Have paid the required fee for least three years; and
  - (iv) Have been Members of good standing for at least three years.
- (c) Persons who were Life Members as at 1 January 2006 shall continue to be recognised as USU Members / Life Members and shall remain eligible to vote in USU elections and enjoy whatever benefits Board may from time to time determine.

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#### 5.2.3 USU Fellowship

- (a) The Board may confer a USU Fellowship by Special Resolution upon any person who has made an extraordinary contribution to the USU or the University community.
- (b) The Patron of the Union shall be entitled to USU Fellowship.

- (c) USU Fellows will enjoy whatever benefits Board may from time to time determine saving that unless they are otherwise Members in accordance with 5.2.1 and 5.2.2, Fellows may not:
  - (i) Nominate for election to the Board; or
  - (ii) Vote at any elections or meetings of the USU.
- (d) Persons holding the former membership status of Honorary Life Member will, as of September 2019, be deemed USU Fellows.

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#### 5.2.4 *Affiliate Membership*

- (a) *Any person eligible for Membership pursuant to article 5.1(h) to (m) may, upon application and the payment of any fee or fees as determined by the Board, become an Affiliate Member of the USU.*
- (b) *The Board may permit pre-payment of any fee or fees for Membership for any consecutive future Membership Years.*
- (c) *The Board may offer varying discounts for pre-paid Membership fees.*
- (d) *Pre-paid Membership fees are non-refundable.*
- (e) *Membership will remain valid until such time that the Member:*
  - (i) *Does not pay the relevant membership fee, as proscribed by Board;*
  - (ii) *Resigns their membership, in accordance with 5.5 and 9.2(f) of this Constitution;*
  - (iii) *Ceases to be eligible to be a Member under this Constitution;*
  - (iv) *Otherwise ceases to be a Member.*

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(a) → In the event that the annual membership fee proscribed in accordance with article 6, is greater than \$1, Associate Membership may, upon application, be conferred on persons who are: ¶

(i) → eligible for Membership by virtue of article 5.1(f); and ¶

(ii) → who are not already financial members of the USU. ¶

(b) → Associate Membership confers only the right to vote at an election of directors to the Board. ¶

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#### 5.3 *Membership Year and Membership Term*

- (a) The Membership Year of the USU begins on 1 January and ends on the last day of December in the same year.
- (b) All Members shall hold Membership until such time as they are no longer eligible for Membership as provided for in this Constitution.
- (c) Nothing in this article 5.3 prevents or prohibits pre-payment of Membership fees fixed by the Board under article 5.2.1.

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#### 5.4 *Membership Privileges*

- (a) Other than those provided for in this Constitution, different classes of membership will be eligible to enjoy certain rights and privileges, as determined by Board, from time to time.

~~(b) The Board may, at its discretion and by Special Resolution, create specific benefits programs which confer benefits above and beyond regular membership from time to time.~~

~~(i) Such programs may not confer rights of a kind provided for in this Constitution in a manner preferable in comparison to ordinary classes of membership. The rights which cannot be conferred include for example, but are not limited to, voting rights.~~

~~(ii) Such programs may provide financially-based financial benefits, such as discounted products or early-access to USU service offerings, so long as they remain consistent with this Constitution.~~

~~(iii) Such programs do not constitute a different class of membership for the purposes of article 5.2, and must be available only in addition to, and separate from, an individual's existing membership of the USU.~~

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#### 5.5 Cessation of or Ineligibility for Membership

- (a) Persons eligible for Membership in accordance with article 5.1 shall cease to be Members if they cease to be so eligible.
- (b) A Member may resign by presenting a letter of resignation signed by that Member to the CEO or USU Membership team.
- (c) Membership may be terminated in accordance with article 9.2(f) of this Constitution.
- (d) Any Graduate or Graduand who is a member of the Board, but who has not yet been granted Life Membership, shall be deemed to be a Member until the expiration of their term on Board, subject to payment of any Fee prescribed by article 6. For the purposes of this subsection the relevant Fee must be paid within 14 days of the Board member receiving notification in writing that their membership shall expire if the Fee is not paid and will not otherwise cease if no such notification is presented.

#### 5.6 Transitional Provision

(a) To ensure that no membership rights, or rights to programs offered by the USU (including, but not limited to, Rewards), the changes to the USU Constitution which relate to classes of, and eligibility for, membership shall not come into effect until the commencement of the next USU Membership Year.

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### 6. MEMBERSHIP FEES

#### 6.1 Determination

- (a) The Board shall determine fees payable by various classes of Members from time to time.
- (b) Any Membership fees shall first be approved by the Senate before taking effect provided such approval may not be withheld except on reasonable grounds.

## 7. THE BOARD

### 7.1 Responsibilities

- (a) The conduct and management of the USU shall be vested in the Board of Directors. The Board shall:
- (i) oversee the performance of the USU;
  - (ii) approve and monitor the USU's policy and other aspects of its strategic direction;
  - (iii) establish and monitor the USU's annual budget and annual business plan;
  - (iv) oversee risk management and risk assessment within the USU;
  - (v) establish and monitor the USU's systems of control and accountability;
  - (vi) regularly review its own performance (in light of its powers and obligations under this Constitution);
  - (vii) ~~carry out any further responsibilities assigned within this Constitution or the Regulations; and~~
  - (viii) ~~undertake any other activity reasonably incidental to the role of the Board as provided by this Constitution from time to time.~~
- (b) The Board shall engage as the CEO of the USU a person with an appropriate background ~~and qualification~~ who will be accountable for ensuring that the USU is properly managed ~~and who will be responsible for the managerial function of the organisation and provide updates to the Board about the organisation's performance at its monthly meeting.~~
- (c) All Directors shall be charged with the duty of promoting the interests and furthering the development of the USU, ~~alongside any additional fiduciary or other duties as prescribed by law.~~

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### 7.2 Conflicts of interest and director remuneration

- (a) No Director shall engage directly or indirectly with the USU in any transaction which results in such Director:
- (i) receiving remuneration;
  - (ii) selling goods or services to the USU; ~~or~~
  - (iii) receiving goods or services from the USU at rates different from those charged to any other person or organisation.
- (b) Sub-article (a) does not apply where:
- (i) the Board resolves to reimburse the Director for any expenses incurred arising from the carrying out of their duties as Director;

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- (ii) the Annual General Meeting, on the recommendation of a specialist remuneration committee, resolves to remunerate Directors or Office Bearers as the case may be, at defined rates or through defined fringe benefits; ~~or,~~

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- (iii) ~~The Board, or Membership at a General Meeting, has approved an arms-length transaction which otherwise might contravene article 7.2(a).~~

### 7.3 Composition

- (a) The Board shall ~~be comprised of:~~
  - (i) 11 Directors elected in accordance with this Constitution and Regulations made pursuant to it;
  - (ii) two Directors appointed by the Senate; and
  - (iii) the Immediate Past President of the USU.
- (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:
  - (i) for the balance of the Immediate Past President's term; or
  - (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). ~~,~~
- (c) Subject to this Constitution, and any Standing Orders, all Members shall have the power to attend and speak at any meeting of the USU, except "in camera" sessions which shall be confined to the relevant USU Committee Members and Members of the Board, ~~and any additional individuals as approved by the meeting body,~~

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### 7.4 Voting at Board meetings

- (a) All Directors may vote at Board Meetings ~~except as otherwise provided by this Constitution explicitly or by implication.~~
- (b) The following persons may participate in, attend, and speak at meetings of the Board, but do not have any right to vote:
  - (i) the CEO and other Officers of the USU ~~who are not otherwise Directors;~~ and
  - (ii) the Immediate Past President.

### 7.5 Ceasing to hold office

- (a) A Director shall cease to hold that office if:

- (i) that Director ceases to be a member of the USU upon the completion of the procedure outlined in article 5.5(d);
- (ii) the CEO receives a letter of resignation signed by that resigning Director;
- (iii) that Director is absent from two consecutive meetings of the Board (including special meetings of the Board) without leave of absence being granted by the Board provided that leave shall not be withheld without good reason; or
- (iv) that Director is absent from six (6) ordinary meetings of the Board in any Board Year

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provided that any Director who ceases to hold office under the terms of articles 7.5(a)(ii), (iii) or (iv) may continue to act as a Director until a successor is appointed pursuant to article 10.2.

- (b) The CEO shall notify the Registrar in writing should a Director appointed by the Senate cease to hold office pursuant to article 7.5(a).

## 8. OFFICE BEARERS AND THEIR ROLES

### 8.1 Office Bearers of the USU

There shall be the following Office Bearers of the USU elected in accordance with article 10.3(b):

- (a) President;
- (b) Vice President;
- (c) Honorary Treasurer; and
- (d) Honorary Secretary.

### 8.2 Role of President

The President shall:

- (a) act as representative of the USU on the Board's behalf and defend the decisions and policies of the Board;
- (b) sign contracts authorised by the Board on behalf of the USU;
- (c) be an *ex officio* member of every USU Committee;
- (d) call a meeting of the Board or any USU Committee with the agreement of at least one other member of the Executive, or at the request of four Members of the Board or that USU Committee;
- (e) be a signatory to all USU accounts in accordance with the Regulations;
- (f) in consultation with the CEO, ensure that the decisions of the Board are implemented; and



- (g) exercise the functions of President as specified from time to time in the Regulations.

#### 8.3 *Role of Vice President*

The Vice President shall:

- (a) act on the President's behalf in any matter the President wishes;
- (b) act in the absence or unwillingness of the President, with the authority and responsibility of the President as granted under article 8.2(a);
- (c) sign contracts authorised by the Board on behalf of the USU;
- (d) be a signatory to all USU accounts in accordance with the Regulations; and
- (e) exercise the functions of Vice President as specified from time to time in the Regulations.

#### 8.4 *Role of Honorary Treasurer*

The Honorary Treasurer shall:

- (a) cause proper books of account to be kept dealing with the finances and property of the USU;
- (b) exercise a general supervision over the financial affairs of the USU;
- (c) sign contracts, authorised by the Board on behalf of the USU;
- (d) be a signatory to all USU accounts in accordance with the Regulations;
- (e) in consultation with the CEO, facilitate the Board's understanding of the finances and property of the USU;
- (f) oversee the annual budget of the USU and act as a conduit between the Officers of the Union and the Board in the formation of the annual budget; and
- (g) exercise the functions of Honorary Treasurer as specified from time to time in the Regulations.

#### 8.5 *Role of Honorary Secretary*

The Honorary Secretary shall:

- (a) act as director of student publications of the USU and act as such in accordance with the Regulations;
- (b) assist and supervise USU Activities in conjunction with the CEO; and
- (c) exercise the functions of Honorary Secretary as specified from time to time in the Regulations.



## 9. POWERS OF BOARD AND OFFICE BEARERS

### 9.1 Office Bearers

The Office Bearers of the USU shall have such other powers and duties as the Board may by Regulation from time to time prescribe.

### 9.2 Board

- (a) The Board shall have the power to do all such things as are necessary for and incidental to the purpose of carrying into effect or furthering the objects of the USU subject to those powers reserved in this Constitution to the University.
- (b) The Board may enter into Industrial Agreements with organisations which also have Members employed by the University subject to University approval only.
- (c) The Board may grant a licence for the use of any USU premises by Special Resolution only, subject to University approval.
- (d) ~~[repealed].~~
- (e) The Board may enact Regulations by Special Resolution to give effect to the provisions of this Constitution and for the proper conduct of the USU's business provided only that:
  - (i) the mover of any amendment to the Regulations shall set out the Regulation in full and present it to the President who shall include it in the next Notice calling a meeting of the Board;
  - (ii) minor changes to such an amendment may be made by the Board at the discretion of the ~~mover~~; and
  - (iii) each Regulation passed by the Board shall forthwith be left with the Registrar for the information of the Senate.
- (f) The Board may take legal action against, or expel from membership, any Member who:
  - (i) Fails to pay an applicable membership fee as prescribed by Board;
  - (ii) Has apparently committed a legally actionable wrong against the USU; or
  - (iii) Is guilty of Misconduct

Provided only that such Member or Members shall be informed of the matters to be raised against them, have a reasonable opportunity to respond to those matters, and have a right of appeal to the Senate. The Board may not delegate its authority in such a matter.

- (g) The Board may, by Special Resolution, establish Committees ~~or other advisory bodies~~ to advise the ~~B~~oard, provided that:

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- (i) the mover of such a motion sets out Terms of Reference that define the composition, procedures, responsibilities, and powers of the proposed Committee; and
- (ii) the Committee's delegated authority is subject to reporting requirements and its decisions subject to approval by Board.

## 10. ELECTIONS

### 10.1 Who may nominate for Board

Any ordinary member may nominate for election to Board, provided they are eligible for ordinary membership pursuant to Article 5.1(f), (g) and (h) of this Constitution. Any Life Member may nominate for election to Board.

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### 10.2 Conduct of elections to Board

- (a) Anytime in May of each year, as determined by the CEO, an Annual Election shall be held from nominations received.
- (b) The Annual Election shall be conducted by secret ballot and by a quota preferential method of representation according to the rules published by the Proportional Representation Society of Australia, or its successor body, subject to the provisions of article 10.2(c) and in accordance with the Regulations.
- (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.
- (d) Any vacancy which arises from time to time amongst the Members elected to the Board shall be dealt with in the following manner:
  - (i) if the tenure attaching to the vacancy is of less than six months, it shall not be filled
  - (ii) if the tenure attaching the vacancy is of six months or more, it shall be filled from the co candidates for election at either the previous Annual Election or the subsequent Annual Election, whichever is most proximate to the date at which the vacancy arises, by the next highest polling candidate at the relevant Annual Election who is willing and able to fill the vacancy
  - (iii) if article 10.2(d)(ii) mandates that the vacancy is to be filled from the candidates for election at the previous Annual Election and no such candidate is willing and able to fill the vacancy, the vacancy shall be filled at the subsequent Annual Election, but only if the tenure attaching to the vacancy at the time of the subsequent Annual Election is of six months or more

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- (iv) there shall be not less than five women or gender diverse persons amongst the eleven elected Directors at any one time. If a vacancy arises ~~and the solution under this section would frustrate this rule,~~ it must be filled by ~~the next highest polling woman or gender~~ diverse candidate
- (v) if the vacancy cannot be filled pursuant to (ii) or (iii), the vacancy shall not be filled.
- (vi) ~~If the requirements of (iv) are the only prohibition to filling the vacancy, the vacancy shall be filled as a last resort.~~

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10.3 Executive and USU Committees

- (a) There shall be an Executive of the Board comprising the President, Vice President, Honorary Treasurer, and Honorary Secretary.
- (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:
  - (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
  - (ii) the chairs of the USU Committees and Directors ~~in other capacities~~ to USU Committees ~~as provided by the Regulations.~~

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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.

~~(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.~~

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- (c) Whenever a vacancy occurs in the positions elected under 10.3(b), the vacancy shall be filled at the next meeting of Board from amongst its Eligible Directors.

~~(ca) For the avoidance of doubt, 10.3(c) is the only mechanism for the filling of a vacated role on the Executive. There is to be no automatic succession into such a role.~~

~~(cb) When seeking election for to a vacated role under 10.3(c), an Eligible Director is not required to resign any present conflicting role until such time that they are elected to their new position. At this time, they shall be deemed as having resigned their previous role and it shall be filled at the same meeting from amongst the Eligible Directors.~~

- (d) A member of the Executive elected under 10.3(b) or 10.3(c) may be removed from office **on reasonable grounds** by Special Resolution of which Notice has been given.

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#### 10.4 Terms of office

- (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.

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### 11. MEETINGS OF THE BOARD AND USU COMMITTEES

#### 11.1 Powers to establish USU Committees etc.

- (a) The Board may, by Regulation create such committees, working parties and other advisory structures to advise the Board on such issues as the Board shall from time to time see fit to address.
- (b) The Board shall appoint Members (including filling any casual vacancies) to any USU Committee in accordance with the Regulations.

#### 11.2 Conduct of meetings

- (a) Meetings of the Board and USU Committees shall be conducted in accordance with this **section** and any Regulations made pursuant to it.
- (b) A schedule of meeting times for the **Board Year** shall be set **by the CEO or their delegate in consultation with the incoming President** prior to the commencement of that **Board Year** and may be amended by the Board. Such schedule, **in its latest form must be available** in a manner whereby all **Members** may access it.
- (c) Four Members of the Board or of a USU Committee may requisition a Special Meeting by the delivery of a request to the President signed by them. **This requisition must be passed by the President to the CEO, who shall then call the meeting for the time requisitioned by the signing Four Members.**
- (d) No business shall be conducted at meetings of the Board except adjournment unless a quorum of at least seven Directors is present.
- (e) No meeting of the USU shall be held and no business conducted between the hours of midnight and 8.00am **unless all members entitled to attend and vote at the meeting provide written approval.**
- (f) A Board or USU Committee meeting shall be validly called when **Due** Notice has been given, **unless otherwise provided by this Constitution.** All

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Notices of meetings shall specify the day, date, time, and place of the meeting, as well as the business proposed to be transacted at that meeting.

- (g) The Standing Orders shall be created by Regulation from time to time and apply to all meetings of the USU, the Board and its Committees, working parties and other advisory structures.
- (h) All matters shall be decided by the vote of a majority of those present and voting at the meeting, unless otherwise specified by the Constitution or the Regulations made pursuant to it.
- (i) Voting may be decided by a show of hands unless a majority of the Voting Members request that the vote be conducted by a ballot, unless otherwise provided in this Constitution.
- (j) A majority of Voting Members or four Voting Members, whichever is the lesser, present at any meeting may require Notice of any matter to be discussed at that meeting.
- (k) The occupant of the Chair shall be bound by the decision of the meeting.

~~(l) No resolution requiring a two-thirds majority or greater may be passed at any meeting of the Board unless at least nine Directors eligible to vote are present.~~

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## 12. ADMINISTRATION

### 12.1 Indemnity

Every member of the Board and every officer and employee of the USU shall be entitled to be indemnified out of the assets of the USU against all liabilities incurred by that person in or about the due execution of the affairs of the USU.

## 13. CEO

### 13.1 Appointment

- (a) There shall be a CEO who shall be responsible for the implementation and administration of Board policy.
- (b) The CEO shall be employed on such terms as the Board agrees and shall be answerable to the Board.

~~(c) For the purposes of this section, a CEO hired on an interim basis is for all intents and purposes considered the CEO in the same manner as a permanent appointee.~~

### 13.2 Acting CEO

The Board shall nominate from time to time a person who will be Acting CEO in the absence of the CEO.

### 13.3 *Role and responsibilities of CEO*

- (a) Subject to this Constitution the CEO shall have the Board's power to engage and dismiss nonexecutive staff in the course of USU affairs.
- (b) The CEO may, subject to the approval of the Board, from time to time appoint executive staff or create new executive staff positions who shall be responsible to the CEO.
- (c) No member of the executive staff of the USU shall be dismissed without prior approval of the Board and without reasons being provided in writing to such staff member.
- (d) The CEO shall:
  - (i) prepare for the Board and the Board Executive the information required by them in relation to the finances and administration of the USU;
  - (ii) consult with and advise the Board and all other USU Committees;
  - (iii) have authority to incur expenditure as authorised by the Regulations;
  - (iv) exercise a general supervision over all persons in the service of the USU;
  - (v) have authority to give and countermand orders for the supply of goods and materials necessary for the maintenance of the current services of the USU on behalf of the Board. Such authority may be delegated by the CEO to a deputy;
  - (vi) apportion administrative authority;
  - (vii) exercise supervision over the conduct of the USU;
  - (viii) give within reasonable time effect to the Constitution and to any resolution or report passed or adopted by the Board;
  - (ix) act as secretary of the USU; and
  - (x) perform such other duties as may from time to time be allocated by the Board.

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## 14. CONDUCT OF ADMINISTRATION

### 14.1 *Register of Members*

The CEO, or a delegate thereof, shall keep a register of all Members.

### 14.2 *Auditors*

The Board shall appoint auditors who shall be members of CPA Australia or the Institute of Chartered Accountants in Australia, the conditions of their appointment to be determined in accordance with the Regulations.

#### 14.3 *Finances*

- (a) All moneys payable to the USU and all negotiable instruments payable to the USU or its order shall as soon as possible after their receipt be paid to the credit of the USU.
- (b) All negotiable instruments payable to the USU which require endorsement shall be endorsed for collection by a person authorised to do so by the Board.
- (c) The endorsement may be made by a facsimile of the usual signature of the person authorised by the Board.
- (d) Approval for expenditure shall be in accordance with appropriate delegations in place from time to time.
- (e) Receipts for any moneys paid to the USU in respect of any charges made for or in respect of the services of the USU shall be signed off by the CEO or their nominee.
- (f) Cheque signatories shall be subject to Board approval. For the purposes of this provision, cheque signatory covers electronic payment authorisation.

#### 14.4 *Legal documents and property*

With the authority of the Board, any two of the President, Vice President, Honorary Secretary, and Honorary Treasurer shall sign contracts, releases or discharges, and documents dealing with the property of the USU on behalf of the Board, provided that this power may be delegated by the Board to the CEO, or a member of staff nominated by the CEO.

#### 14.5 *Reporting obligations*

Each year the Board shall:

- (a) Prepare for the Members and for the Senate a report upon the USU and a statement of its accounts for the year ending on 31 December; and
- (b) Forward such report and statement, duly audited, together with any annexures thereto, to the Registrar prior to the Annual General Meeting of the subsequent year.

### 15. **GENERAL MEETINGS OF THE USU**

#### 15.1 *General requirements*

- (a) Subject to this article the CEO shall give Notice of a General Meeting of the USU within seven days after receipt of a requisition, stating the business to be transacted:
  - (i) passed by Special Resolution of the Board; or
  - (ii) signed by not less than two hundred Members.

~~(aa) Should it be the case that a meeting called in line with article 15.1(a) would be invalid due to the passing of time within the seven day notice period, that is that it would delay the Notice given so as to necessitate the Meeting be held at an invalid date or time, the Board or Members in their requisition may specify a reasonably shorter time period in which the CEO must distribute the Notice out of urgency, unless the shorter time period would be manifestly impractical.~~

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~~(b) A General Meeting shall not be validly called unless Notice is given at least fourteen days in advance, said notice being given in a manner whereby all Members may access it, including on the USU website and by email.~~

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(c) No General Meeting of the USU shall be held during vacation or on Saturday, Sunday or any Public or University holiday or commenced between the hours of 11.00 pm and 11.00 am the following day, or held on any premises other than the Camperdown campus of the University. ~~For the avoidance of doubt, General Meetings may occur during StuVac or exams periods.~~

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~~(d) [repealed].~~

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(e) Wherever practicable Notice of a General Meeting shall also appear by an advertisement in such publications as prescribed in the Regulations.

(f) Each such Notice shall exhibit:

- (i) a list of Members of the Board,
- (ii) a Notice to the effect that copies of the Constitution and of any Regulations made under it are available to any Member at the USU Website
- (iii) from time to time all Notices required to be given under the Constitution.

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(g) General Meetings of the USU and referenda shall be competent:

- (i) to discuss such matters of which Due Notice has been given to the CEO in accordance with article 15.1(b)
- (ii) to comment on the actions of the Board in relation to USU matters
- (iii) to advise the Board on any matters in regard to future Board policy
- (iv) to propose a motion for consideration at the next ordinary Board meeting.

## 15.2 Quorum for General Meetings

The quorum for a General Meeting of the USU is ~~50~~ Members.

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15.3 *Voting*

Except as otherwise provided in this Constitution questions arising at any General Meeting of the USU shall be determined by the votes of a majority of the Members present and voting thereon.

15.4 *Chairing general meetings*

- (a) The President shall chair General Meetings of the USU provided that the President shall not retain the chair during motions of dissent from the President's ruling.
- (b) The Vice President shall chair General Meetings in the absence of the President provided that the Vice President shall not retain the chair during motions of dissent from the Vice President's ruling.

~~(ba) In the absence of the President and Vice President, the meeting shall be chaired by any other present member of the Executive. If there is no agreement between the members of the Executive present as to who shall chair the meeting, a vote may be conducted between the members present to decide between them.~~

- (c) If the ~~entire Board Executive~~ are absent after fifteen minutes from the appointed time of commencement the meeting may elect ~~by simple majority~~ a Chairperson from amongst its number, provided that the Chairperson shall not retain the chair during motions of dissent from the Chairperson's ruling, and ~~a member of the Executive~~ shall take the chair on arrival at that General Meeting ~~in order of the priorities implied within this section~~.

- (d) At any General Meeting of the USU, a resolution put to the vote may be decided on the voices, but if any two Members ask for a show of hands, or any ~~15~~ Members ask for a ballot, the vote shall be so taken.

15.5 *Special provisions for Annual General Meeting*

- (a) A General Meeting of the USU, to be called the Annual General Meeting, shall be held no later than 31 May each year on a date as set by the Board.
- (b) All motions on Notice, including constitutional amendments, shall be received by the USU no less than four weeks prior to the Annual General Meeting.
- (c) This meeting shall receive and consider the report and statement prepared for the Members and the Senate by the Board pursuant to article 14.5 of this Constitution.
- (d) It shall not be competent for the Annual General Meeting to alter the Report or Statements mentioned in article 14.5 but it shall be competent for such meeting by resolution to comment on the same or to recommend that any alterations or amendments be made by the Board.

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- (e) If the Board does not see fit to give effect to any such resolution a copy of the same shall be annexed to such Report or Statement when forwarded to the Registrar.

## 16. ALTERATION TO THE CONSTITUTION

### 16.1 Method

- (a) The Constitution shall not be altered except by one of the following methods:
  - (i) Resolution passed by a two thirds majority of Members present and voting at the Annual General Meeting;
  - (ii) Resolution passed by a two thirds majority of Members present and voting at a General Meeting called in accordance with the provisions of article 15.1; or
  - (iii) Resolution passed by a simple majority of at least 3,000 Members voting in a referendum held in accordance with article 17 of this Constitution;

in the following manner:

- (iv) The mover of the proposed resolution under the terms of this Constitution shall give Notice thereof in writing to the CEO who shall set out such proposed resolution in full in the Notice covering such meeting or such referendum.
- (v) A copy of such resolution shall forthwith be left with the Registrar to be placed before the Senate.
- (vi) The Senate may allow or veto any alteration that relates to the Senate's powers or functions under this Constitution which, if allowed, shall take effect from the date determined by the Senate.

## 17. REFERENDA

### 17.1 Proposals

- (a) Notwithstanding anything this Constitution contains, the membership may propose any referendum motion in connection with the affairs of the USU in the following manner:
- (b) The full text of the proposed referendum motion shall be put either by:
  - (i) a Special Resolution of the Board; or
  - (ii) a petition of initiation signed by at least four hundred Members, lodged with the CEO. This petition must include the name, student identification number and signature of each Member so signing it. Each page of the petition of initiation shall include the full text of the referendum motion.

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- (c) Such proposed motion shall be put by the close of nominations for the election of Board.
- (d) The full text of the proposed referendum motion, put either by means (i) or (ii) above shall:
  - (i) not be ambiguous in meaning if ambiguity is apparent on a reasonable reading of the proposed text, the USU may seek legal opinion to clarify this issue
  - (ii) in the event that the motion covers a constitutional amendment, the motion shall be headed by the words "Referendum Motion for Constitutional Change"
  - (iii) not contain references to, including the name of any Member.
- (e) Upon receipt of such petition or Board resolution, the CEO shall submit the referendum motion proposed to a referendum by ballot in conjunction with the next election of Board Directors.
- (f) In all organisational respects, the referendum shall be run as part of the election process in particular, Notice of any upcoming referenda shall be given alongside that for the election with which it coincides.

## **18. TRANSITIONAL PROVISION**

### *18.1 Continuation and transition*

Any act, matter, or thing that was in effect immediately before the amendment of this Constitution is taken to have effect under this Constitution, as amended.

## **19. TRANSFER OF ASSETS**

### *19.1 Dissolution*

Subject to sub-article 19.2, if upon the winding up or dissolution of the USU there remains, upon satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the USU, namely that of serving members of the University of Sydney community whose memorandum or constitution shall prohibit the distribution of its common property among its Members to an extent at least as great as is imposed on the USU by virtue of this Constitution, and being a charity registered or exempted from registration under the Charitable Fundraising Act, 1991, as amended and being a public benevolent institution which meets the requirements of, and which is exempt from income tax under, the Income Tax Assessment Act 1997 (Cth) such institution or institutions to be determined by the Members of the USU at or before the time of dissolution and if in so far as effect cannot be given to the aforesaid provision, then to some charitable object that shall benefit primarily the community of the University of Sydney.

*19.2 Reconstitution of the USU as body corporate*

If the USU at any time becomes reconstituted as a body corporate (including without limitation an incorporated association) with identical or substantially the same objects as those specified in article 3 then upon satisfaction of its debts and liabilities, any property whatsoever shall be transferred to the Union as reconstituted.

**20. DISTRIBUTION OF ASSETS**

*20.1 Requirements*

The income and property of the USU, whencesoever derived, shall:

- (a) be applied solely towards the promotion of the objects of the USU as set forth in this Constitution of the USU
- (b) have no portion thereof paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of the USU provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or employees of the USU or to any Members in return for any services actually rendered to the USU nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Regulations of the USU on money borrowed from any Member of the USU or reasonable and proper rent for premises demised or let by any Member.

**21. RESERVE POWERS OF THE SENATE**

*21.1 Constitution subject to Senate resolution*

This Constitution is subject to the following Senate Resolution for Reserve Powers for Certain Student Organisations:

1. Each of the following student organisations is a student organisation ('Student Organisation') to which this Resolution applies: the University of Sydney Union ("USU"), Sydney University Sport & Fitness ("SUSF") and Cumberland Student Guild ("CSG").
2. The Vice Chancellor may recommend to Senate that the internal auditor of the University or an appropriately qualified external expert with experience in the not for profit or community sector ('Investigator') carry out an investigation ('Investigation') into alleged financial, electoral, or other governance irregularities concerning a Student Organisation of which the Vice Chancellor becomes aware and which the Vice Chancellor believes may be of a serious nature.
3. Before making any such recommendation to Senate, the Vice Chancellor will consult with the governing body of the relevant Student Organisation.

4. Senate will consider any such recommendation by the Vice Chancellor and may, if it believes it is appropriate to do so, authorise an Investigation.
5. Any authorisation by Senate of an Investigation must be reported by the Registrar of the University to the governing body of the relevant Student Organisation and, unless the Registrar believes there is good reason not to do so, to the members of the relevant Student Organisation.
6. Members of the governing body, staff and members of the relevant Student Organisation must provide the Investigator with all such information and documentation as the Investigator may reasonably require.
7. Upon completion of the Investigation, the Investigator must report findings and any recommendations to the Vice Chancellor or the Vice Chancellor's nominee, who may take any one or more of the following actions having regard to that report and/or recommendations:
  - (a) appoint, for a specified temporary period, an administrator with power to do all things necessary or convenient to be done for or in connection with or incidental to the management of the affairs of the relevant Student Organisation
  - (b) direct the carrying out of a fresh election of all or any office bearers under the supervision of the University and/or an independent firm of accountants or lawyers or other appropriately qualified expert
  - (c) appoint, for a specified temporary period, an external auditor for ongoing monitoring and appraisal of the relevant Student Organisation.
  - (d) implement such other steps which take account of the findings or recommendation of the Investigation.
8. The Vice Chancellor will report, in a timely way as required by Senate, on any action taken or proposed to be taken pursuant to this Resolution to Senate and will recommend how and to whom further reports will be made.

**Note:** It is not intended that the administrator, the Vice Chancellor, or the Vice Chancellor's nominee have the capacity to determine the outcome of decisions about a Student Organisation's financial and operating policies.

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# CONSTITUTION OF THE UNIVERSITY OF SYDNEY UNION

AS OF MAY 2024

For more information, please contact [info@usu.edu.au](mailto:info@usu.edu.au)

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## 1. DICTIONARY

### 1.1. Definitions

In this Constitution, the following words have these meanings when they commence with a capital letter in the text:

Annual Election	An annual election to the Board of the University of Sydney Union (USU) in accordance with article 10.2
Board	The Board of the USU constituted by article 7.3
Board Year	1 July to 30 June
CEO	The person appointed as the Chief Executive Officer of the USU (including any person who acts in that position)
Director	A member elected or appointed to the Board to govern the affairs of the USU
Due Notice	“Due Notice” shall be notice posted to the last known email address or, if necessary, mobile phone number of each member of the Board or Committee, as applicable, at least four complete working days prior to any meeting
Eligible Director	A person elected pursuant to article 10.2 who <ul style="list-style-type: none"> <li>(a) has agreed in writing to become a director of the USU;</li> <li>(b) is qualified to be a member of, and act as a director of, the USU</li> <li>(c) satisfies any requirements to begin their term as a Director as stipulated by the <i>Regulations</i> even if that Director’s formal term has not yet commenced (i.e., Directors-elect).</li> </ul>
Executive	Executive of the Board elected in accordance with article 10.3
Graduand	A person who has completed the requirements for the award of a degree or diploma of a university or another educational institution but who has not yet had that degree conferred
Graduate	As the case may be: <ul style="list-style-type: none"> <li>(a) A graduate of the University as defined in section 3(2) of the University of Sydney Act; or</li> <li>(b) A graduate of another university or educational institution</li> </ul>
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 <i>Constitution</i> 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.
In Camera	<p>“In Camera” refers to the state of having moved <i>in camera</i> as contemplated by this <i>Constitution</i> or the <i>Regulations</i>.</p> <p>In camera sessions are confidential and exclude all who are not members of the Board or relevant Committee from participation in the meeting, unless otherwise resolved by that Board or Committee.</p>
Member	A person who is a Member of the USU by satisfying the eligibility requirements under this <i>Constitution</i> .
Membership Year	As defined in article 5.3
Misconduct	Fraud, negligence, dishonesty, a breach of duty or any unlawful or improper conduct
	
Notice	Notice of a meeting or a motion given to (as the case may be) a Member or to a Director or member of a Committee, working party, or other advisory structure of the USU in accordance with this Constitution. Notice must be given a reasonable period of time prior to that which it relates and be distributed by reasonable means.
Notice Board	Any location of public display whereby information is capable of being conveyed to the whole membership, including physical and electronic locations.
Officer of the Union	<p>An Officer of the Union includes:</p> <ul style="list-style-type: none"> <li>(a) a Director; or</li> <li>(b) the CEO; or</li> <li>(c) any other member of the Senior Management Team; or</li> <li>(d) any person: <ul style="list-style-type: none"> <li>(i) who makes, or has a role of actual influence in making, decisions that affect the whole, or a substantial part, of the operations of the USU; or</li> </ul> </li> </ul>

	<p>(ii) who has the capacity to affect significantly the USU’s financial standing; or</p> <p>(iii) in accordance with whose instructions or wishes of the USU Senior Management Team or Board are accustomed to act; or</p> <p>(e) a receiver, or receiver and manager, of the property of the USU; or</p> <p>(f) an administrator of the USU; or</p> <p>(g) a trustee or other person administering a compromise or arrangement made between the USU and someone else.</p>
Office Bearer	The offices defined in article 8.1, who together form the Executive of the Board
Patron of the Union	As defined in article 4.1
President	The person elected as President of the USU pursuant to article 10.3
Registrar	The Registrar of the University of Sydney
Regulations	The Regulations of the USU made pursuant to article 9.2(e)
Senate	The Senate of the University of Sydney
Senior Management Team	The CEO, CFO, COO, and the Heads of Department of the USU, or their equivalents from time to time
Special Meeting	A non-scheduled meeting of the Board called pursuant to 10.3(b) or 11.2(c) of the Constitution.
Special Resolution	A motion of the Board of which Due Notice has been given, which is passed by two-thirds of the Members present and voting thereon provided that the affirmative vote is at least equal to half the Members of the Board, in circumstances necessitated by this Constitution.
Standing Orders	Standing orders for the conduct of meetings as prescribed by the Regulations from time to time
Union	The University of Sydney Union, and where the context admits, its Members
USU Committee	A committee, working party or other advisory structure created by the Board of the USU in accordance with article 11.1(a)

University	The University of Sydney, established by the <i>University of Sydney Act 1989</i> (NSW) (as amended) ( <i>University of Sydney Act</i> )
USU	The University of Sydney Union, and where the context admits, its Members
Vacation	The period between the conclusion of a University semester's formal examination period as determined each year by the University and the commencement of the subsequent University semester.
Visitor of the University	A person whom the University recognises as Visitor of the University as stated in <i>University of Sydney Act</i>
Voting Members	Members of the USU Board or a USU Committee who are present and eligible to vote
Website	The website of the University of Sydney Union which is presently <a href="http://www.usu.edu.au">www.usu.edu.au</a>
Women and Gender Diverse	Person with lived experience as a woman, a gender beyond the binary, or a a non-cis man

## 2. NAME

### 2.1 *Defined*

The name of the organisation hereby constituted is "The University of Sydney Union".

## 3. OBJECTS

### 3.1 *Defined*

The objects of the USU shall be to:

- (a) promote the interests and welfare of the USU and the members of the University community;
- (b) work at all times towards creating an environment free from all forms of discrimination and harassment;
- (c) provide a safe and clean common meeting ground for Members, and the University community;
- (d) facilitate the personal, intellectual, cultural, and social development of its Members by activities and debates whereby Members and the University community may meet and share talents, interests, and ideas;
- (e) provide its Members subsidised conveniences, facilities, services, and amenities, including, but not limited to, dining and refreshment services, childcare services, and social, cultural, and recreational facilities;

- (f) secure the cooperation of the University community and other bodies in furthering the interests and welfare of the Members and the University community;
- (g) encourage and practice environmental responsibility and to promote at all times an awareness of the need for environmentally sustainable practices and behaviour;
- (h) support, promote and encourage the maximisation of membership to all students at the University, in the sense that would otherwise have been provided for by universal student unionism, and in recognition of the benefit the organisation provides to the University community. ;
- (i) operate food, beverage, and other retail outlets and offerings at the University so as to provide such services for Members and others within the community as well as to generate funds to be reinvested into the operations and services of the USU, or to grant and benefit from leases, licenses, or similar instruments to external provides so as to facilitate the same;
- (j) represent the voices and interests of students by providing a platform for student leadership of the organisation; and
- (k) do all other lawful things as are incidental or conducive to the attainment of these objects.

#### **4. THE PATRON**

##### *4.1 Appointment*

There shall be a Patron of the Union, who shall be appointed from time to time by Special Resolution of the Board. The Patron shall be a person who has agreed to lend their name to the Union in order to support its reputation and standing for the advancement of its objects.

#### **5. MEMBERSHIP**

##### *5.1 Eligibility*

The following persons shall be eligible for Membership:

- (a) The Visitor of the University;
- (b) The Patron of the Union;
- (c) Graduands of the University;
- (d) All Members of Convocation of the University as defined in section 14(1)a, c and d) of the *University of Sydney Act*;
- (e) Persons appointed by Senate to the USU Board who are not otherwise eligible for membership;

- (f) Students enrolled in a course of study leading to the award of a degree or diploma from the University;
- (g) Members of the full time, part time or casual staff of the USU.
- (h) Members of the full-time, part time or casual staff of the:
  - Residential Colleges;(ii) University;
  - (iii) Students Representative Council;
  - (iv) Sydney University Postgraduate Representative Association; and
  - (vi) Sydney University Sport;
- (i) Persons enrolled in any non-award course conducted by the University, including any course conducted through the University's Centre for Continuing Education and the Centre for English Teaching (CET)
- (i) [repealed];
- (j) Persons, who, having been a Member of the USU in the preceding year, have been granted permission to defer their study;
- (k) Graduates and Graduands of such other universities or educational institutions as the Board may, by Special Resolution from time to time, prescribe after consultation with the University; and
- (l) Residents and staff of student accommodation providers servicing the University not otherwise eligible for membership as the Board may prescribe from time to time.
- (m) All Graduates of the University (Alumni).

## 5.2 *Classes of Membership*

There shall be the following classes of membership:

- (a) Ordinary Members;
- (b) Life Members;
- (c) Fellows; and
- (d) Affiliate Members.

### 5.2.1 *Ordinary Membership*

- (a) Any person eligible for Membership pursuant to article 5.1(a) to (g) may, upon application and the payment of any fee or fees as determined by the Board, become a Member of the USU.
- (b) The Board may permit pre-payment of any fee or fees for Membership for any consecutive future Membership Years.

- (c) The Board may offer varying discounts for pre-paid Membership fees.
- (d) Pre-paid Membership fees are non-refundable.
- (e) Membership will remain valid until such time that the Member:
  - (i) Does not pay the relevant membership fee, as proscribed by Board;
  - (ii) Resigns their membership, in accordance with 5.5 and 9.2(f) of this Constitution;
  - (iii) Ceases to be eligible to be a Member under this Constitution;
  - (iv) Otherwise ceases to be a Member.

#### 5.2.2 *Life Membership*

- (a) Prior to 1 January 2006 Life Membership was conferred on those members who:
  - (i) Were graduates
  - (ii) Had paid at least five years' fees
  - (iii) Completed the Life Membership Application Form.
- (b) After 2006 Life Membership may be awarded to members who:
  - (i) Have, in the opinion of the USU Awards Committee, given outstanding service and / or made an outstanding contribution to the USU community;
  - (ii) Are in their final year or have graduated within the last 12 months;
  - (iii) Have paid the required fee for least three years; and
  - (iv) Have been Members of good standing for at least three years.
- (c) Persons who were Life Members as at 1 January 2006 shall continue to be recognised as USU Members / Life Members and shall remain eligible to vote in USU elections and enjoy whatever benefits Board may from time to time determine.

#### 5.2.3 *USU Fellowship*

- (a) The Board may confer a USU Fellowship by Special Resolution upon any person who has made an extraordinary contribution to the USU or the University community.
- (b) The Patron of the Union shall be entitled to USU Fellowship.



- (c) USU Fellows will enjoy whatever benefits Board may from time to time determine saving that unless they are otherwise Members in accordance with 5.2.1 and 5.2.2, Fellows may not:
  - (i) Nominate for election to the Board; or
  - (ii) Vote at any elections or meetings of the USU.
- (d) Persons holding the former membership status of Honorary Life Member will, as of September 2019, be deemed USU Fellows.

#### 5.2.4 *Affiliate Membership*

- (a) Any person eligible for Membership pursuant to article 5.1(h) to (m) may, upon application and the payment of any fee or fees as determined by the Board, become an Affiliate Member of the USU.
- (b) The Board may permit pre-payment of any fee or fees for Membership for any consecutive future Membership Years.
- (c) The Board may offer varying discounts for pre-paid Membership fees.
- (d) Pre-paid Membership fees are non-refundable.
- (e) Membership will remain valid until such time that the Member:
  - (i) Does not pay the relevant membership fee, as proscribed by Board;
  - (ii) Resigns their membership, in accordance with 5.5 and 9.2(f) of this Constitution;
  - (iii) Ceases to be eligible to be a Member under this Constitution;
  - (iv) Otherwise ceases to be a Member.

#### 5.3 *Membership Year and Membership Term*

- (a) The Membership Year of the USU begins on 1 January and ends on the last day of December in the same year.
- (b) All Members shall hold Membership until such time as they are no longer eligible for Membership as provided for in this Constitution.
- (c) Nothing in this article 5.3 prevents or prohibits pre-payment of Membership fees fixed by the Board under article 5.2.1.

#### 5.4 *Membership Privileges*

- (a) Other than those provided for in this Constitution, different classes of membership will be eligible to enjoy certain rights and privileges, as determined by Board, from time to time.

- (b) The Board may, at its discretion and by Special Resolution, create specific benefits programs which confer benefits above and beyond regular membership from time to time.
  - (i) Such programs may not confer rights of a kind provided for in this Constitution in a manner preferable in comparison to ordinary classes of membership. The rights which cannot be conferred include for example, but are not limited to, voting rights.
  - (ii) Such programs may provide ~~financially based~~ **financial** benefits, such as discounted products or early-access to USU service offerings, so long as they remain consistent with this Constitution.
  - (iii) Such programs do not constitute a different class of membership for the purposes of article 5.2, and must be available only in addition to, and separate from, an individual's existing membership of the USU.

#### 5.5 *Cessation of or Ineligibility for Membership*

- (a) Persons eligible for Membership in accordance with article 5.1 shall cease to be Members if they cease to be so eligible.
- (b) A Member may resign by presenting a letter of resignation signed by that Member to the CEO or USU Membership team.
- (c) Membership may be terminated in accordance with article 9.2(f) of this Constitution.
- (d) Any Graduate or Graduand who is a member of the Board, but who has not yet been granted Life Membership, shall be deemed to be a Member until the expiration of their term on Board, subject to payment of any Fee prescribed by article 6. For the purposes of this subsection the relevant Fee must be paid within 14 days of the Board member receiving notification in writing that their membership shall expire if the Fee is not paid and will not otherwise cease if no such notification is presented.

#### 5.6 *Transitional Provision*

(a) To ensure that no membership rights, or rights to programs offered by the USU (including, but not limited to, Rewards), the changes to the USU *Constitution* which relate to classes of, and eligibility for, membership shall not come into effect until the commencement of the next USU Membership Year.

## **6. MEMBERSHIP FEES**

### 6.1 *Determination*

- (a) The Board shall determine fees payable by various classes of Members from time to time.
- (b) Any Membership fees shall first be approved by the Senate before taking effect provided such approval may not be withheld except on reasonable grounds.

## **7. THE BOARD**

### *7.1 Responsibilities*

- (a) The conduct and management of the USU shall be vested in the Board of Directors. The Board shall:
  - (i) oversee the performance of the USU;
  - (ii) approve and monitor the USU's policy and other aspects of its strategic direction;
  - (iii) establish and monitor the USU's annual budget and annual business plan;
  - (iv) oversee risk management and risk assessment within the USU;
  - (v) establish and monitor the USU's systems of control and accountability;
  - (vi) regularly review its own performance (in light of its powers and obligations under this Constitution);
  - (vii) carry out any further responsibilities assigned within this Constitution or the Regulations; and
  - (viii) undertake any other activity reasonably incidental to the role of the Board as provided by this Constitution from time to time.
- (b) The Board shall engage as the CEO of the USU a person with an appropriate background and qualification who will be accountable for ensuring that the USU is properly managed and who will be responsible for the managerial function of the organisation and provide updates to the Board about the organisation's performance at its monthly meeting.
- (c) All Directors shall be charged with the duty of promoting the interests and furthering the development of the USU, alongside any additional fiduciary or other duties as prescribed by law.

### *7.2 Conflicts of interest and director remuneration*

- (a) No Director shall engage directly or indirectly with the USU in any transaction which results in such Director:
  - (i) receiving remuneration;
  - (ii) selling goods or services to the USU; or
  - (iii) receiving goods or services from the USU at rates different from those charged to any other person or organisation.
- (b) Sub-article (a) does not apply where:
  - (i) the Board resolves to reimburse the Director for any expenses incurred arising from the carrying out of their duties as Director;

- (ii) the Annual General Meeting, on the recommendation of a specialist remuneration committee, resolves to remunerate Directors or Office Bearers as the case may be, at defined rates or through defined fringe benefits; or
- (iii) The Board, or Membership at a General Meeting, has approved an arms-length transaction which otherwise might contravene article 7.2(a).

### 7.3 *Composition*

- (a) The Board shall be comprised of:
  - (i) 11 Directors elected in accordance with this Constitution and Regulations made pursuant to it;
  - (ii) two Directors appointed by the Senate; and
  - (iii) the Immediate Past President of the USU.
- (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:
  - (i) for the balance of the Immediate Past President's term; or
  - (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).
- (c) Subject to this Constitution, and any Standing Orders, all Members shall have the power to attend and speak at any meeting of the USU, except “in camera” sessions which shall be confined to the relevant USU Committee Members and Members of the Board, and any additional individuals as approved by the meeting body.

### 7.4 *Voting at Board meetings*

- (a) All Directors may vote at Board Meetings except as otherwise provided by this Constitution explicitly or by implication.
- (b) The following persons may participate in, attend, and speak at meetings of the Board, but do not have any right to vote:
  - (i) the CEO and other Officers of the USU who are not otherwise Directors; and
  - (ii) the Immediate Past President.

### 7.5 *Ceasing to hold office*

- (a) A Director shall cease to hold that office if:

- (i) that Director ceases to be a member of the USU upon the completion of the procedure outlined in article 5.5(d);
- (ii) the CEO receives a letter of resignation signed by that resigning Director;
- (iii) that Director is absent from two consecutive meetings of the Board (including special meetings of the Board) without leave of absence being granted by the Board provided that leave shall not be withheld without good reason; or
- (iv) that Director is absent from six (6) ordinary meetings of the Board in any Board Year

provided that any Director who ceases to hold office under the terms of articles 7.5(a)(ii), (iii) or (iv) may continue to act as a Director until a successor is appointed pursuant to article 10.2.

- (b) The CEO shall notify the Registrar in writing should a Director appointed by the Senate cease to hold office pursuant to article 7.5(a).

## **8. OFFICE BEARERS AND THEIR ROLES**

### *8.1 Office Bearers of the USU*

There shall be the following Office Bearers of the USU elected in accordance with article 10.3(b):

- (a) President;
- (b) Vice President;
- (c) Honorary Treasurer; and
- (d) Honorary Secretary.

### *8.2 Role of President*

The President shall:

- (a) act as representative of the USU on the Board's behalf and defend the decisions and policies of the Board;
- (b) sign contracts authorised by the Board on behalf of the USU;
- (c) be an *ex officio* member of every USU Committee;
- (d) call a meeting of the Board or any USU Committee with the agreement of at least one other member of the Executive, or at the request of four Members of the Board or that USU Committee;
- (e) be a signatory to all USU accounts in accordance with the Regulations;
- (f) in consultation with the CEO, ensure that the decisions of the Board are implemented; and

- (g) exercise the functions of President as specified from time to time in the Regulations.

### 8.3 *Role of Vice President*

The Vice President shall:

- (a) act on the President's behalf in any matter the President wishes;
- (b) act in the absence or unwillingness of the President, with the authority and responsibility of the President as granted under article 8.2(a);
- (c) sign contracts authorised by the Board on behalf of the USU;
- (d) be a signatory to all USU accounts in accordance with the Regulations; and
- (e) exercise the functions of Vice President as specified from time to time in the Regulations.

### 8.4 *Role of Honorary Treasurer*

The Honorary Treasurer shall:

- (a) cause proper books of account to be kept dealing with the finances and property of the USU;
- (b) exercise a general supervision over the financial affairs of the USU;
- (c) sign contracts, authorised by the Board on behalf of the USU;
- (d) be a signatory to all USU accounts in accordance with the Regulations;
- (e) in consultation with the CEO, facilitate the Board's understanding of the finances and property of the USU;
- (f) oversee the annual budget of the USU and act as a conduit between the Officers of the Union and the Board in the formation of the annual budget; and
- (g) exercise the functions of Honorary Treasurer as specified from time to time in the Regulations.

### 8.5 *Role of Honorary Secretary*

The Honorary Secretary shall:

- (a) act as director of student publications of the USU and act as such in accordance with the Regulations;
- (b) assist and supervise USU Activities in conjunction with the CEO; and
- (c) exercise the functions of Honorary Secretary as specified from time to time in the Regulations.

## 9. POWERS OF BOARD AND OFFICE BEARERS

### 9.1 *Office Bearers*

The Office Bearers of the USU shall have such other powers and duties as the Board may by Regulation from time to time prescribe.

### 9.2 *Board*

- (a) The Board shall have the power to do all such things as are necessary for and incidental to the purpose of carrying into effect or furthering the objects of the USU subject to those powers reserved in this Constitution to the University.
- (b) The Board may enter into Industrial Agreements with organisations which also have Members employed by the University subject to University approval only.
- (c) The Board may grant a licence for the use of any USU premises by Special Resolution only, subject to University approval.
- (d) [repealed].
- (e) The Board may enact Regulations by Special Resolution to give effect to the provisions of this Constitution and for the proper conduct of the USU's business provided only that:
  - (i) the mover of any amendment to the Regulations shall set out the Regulation in full and present it to the President who shall include it in the next Notice calling a meeting of the Board;
  - (ii) minor changes to such an amendment may be made by the Board at the discretion of the mover; and
  - (iii) each Regulation passed by the Board shall forthwith be left with the Registrar for the information of the Senate.
- (f) The Board may take legal action against, or expel from membership, any Member who:
  - (i) Fails to pay an applicable membership fee as prescribed by Board;
  - (ii) Has apparently committed a legally actionable wrong against the USU; or
  - (iii) Is guilty of Misconduct

Provided only that such Member or Members shall be informed of the matters to be raised against them, have a reasonable opportunity to respond to those matters, and have a right of appeal to the Senate. The Board may not delegate its authority in such a matter.
- (g) The Board may, by Special Resolution, establish Committees or other advisory bodies to advise the Board, provided that:

- (i) the mover of such a motion sets out Terms of Reference that define the composition, procedures, responsibilities, and powers of the proposed Committee; and
- (ii) the Committee's delegated authority is subject to reporting requirements and its decisions subject to approval by Board.

## **10. ELECTIONS**

### *10.1 Who may nominate for Board*

Any ordinary member may nominate for election to Board, provided they are eligible for ordinary membership pursuant to Article 5.1(f), (g), and (h) of this Constitution. Any Life Member may nominate for election to Board.

### *10.2 Conduct of elections to Board*

- (a) Anytime in May of each year, as determined by the CEO, an Annual Election shall be held from nominations received.
- (b) The Annual Election shall be conducted by secret ballot and by a quota preferential method of representation according to the rules published by the Proportional Representation Society of Australia, or its successor body, subject to the provisions of article 10.2(c) and in accordance with the Regulations.
- (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.
- (d) Any vacancy which arises from time to time amongst the Members elected to the Board shall be dealt with in the following manner:
  - (i) if the tenure attaching to the vacancy is of less than six months, it shall not be filled
  - (ii) if the tenure attaching the vacancy is of six months or more, it shall be filled from the candidates for election at either the previous Annual Election or the subsequent Annual Election, whichever is most proximate to the date at which the vacancy arises, by the next highest polling candidate at the relevant Annual Election who is willing and able to fill the vacancy
  - (iii) if article 10.2(d)(ii) mandates that the vacancy is to be filled from the candidates for election at the previous Annual Election and no such candidate is willing and able to fill the vacancy, the vacancy shall be filled at the subsequent Annual Election, but only if the tenure attaching to the vacancy at the time of the subsequent Annual Election is of six months or more



- (iv) there shall be not less than five women or gender diverse persons amongst the eleven elected Directors at any one time. If a vacancy arises and the solution under this section would frustrate this rule, it must be filled by the next highest polling woman or gender diverse candidate
- (v) if the vacancy cannot be filled pursuant to (ii) or (iii), the vacancy shall not be filled
- (vi) If the requirements of (iv) are the only prohibition to filling the vacancy, the vacancy shall be filled as a last resort.

### 10.3 *Executive and USU Committees*

- (a) There shall be an Executive of the Board comprising the President, Vice President, Honorary Treasurer, and Honorary Secretary.
- (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:
  - (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
  - (ii) the chairs of the USU Committees and Directors in other capacities to USU Committees as provided by the Regulations.

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.

- (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.
- (c) Whenever a vacancy occurs in the positions elected under 10.3(b), the vacancy shall be filled at the next meeting of Board from amongst its Eligible Directors.
  - (ca) For the avoidance of doubt, 10.3(c) is the only mechanism for the filling of a vacated role on the Executive. There is to be no automatic succession into such a role.
  - (cb) When seeking election for to a vacated role under 10.3(c), an Eligible Director is not required to resign any present conflicting role until such time that they are elected to their new position. At this time, they shall be deemed as having resigned their previous role and it shall be filled at the same meeting from amongst the Eligible Directors.

- (d) A member of the Executive elected under 10.3(b) or 10.3(c) may be removed from office on reasonable grounds by Special Resolution of which Notice has been given

#### 10.4 *Terms of office*

- (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.

## **11. MEETINGS OF THE BOARD AND USU COMMITTEES**

### 11.1 *Powers to establish USU Committees etc.*

- (a) The Board may, by Regulation create such committees, working parties and other advisory structures to advise the Board on such issues as the Board shall from time to time see fit to address.
- (b) The Board shall appoint Members (including filling any casual vacancies) to any USU Committee in accordance with the Regulations.

### 11.2 *Conduct of meetings*

- (a) Meetings of the Board and USU Committees shall be conducted in accordance with this section and any Regulations made pursuant to it.
- (b) A schedule of meeting times for the Board Year shall be set by the CEO or their delegate in consultation with the incoming President prior to the commencement of that Board Year and may be amended by the Board. Such schedule, in its latest form must be available in a manner whereby all Members may access it..
- (c) Four Members of the Board or of a USU Committee may requisition a Special Meeting by the delivery of a request to the President signed by them. This requisition must be passed by the President to the CEO, who shall then call the meeting for the time requisitioned by the signing Four Members
- (d) No business shall be conducted at meetings of the Board except adjournment unless a quorum of at least seven Directors is present.
- (e) No meeting of the USU shall be held and no business conducted between the hours of midnight and 8.00am unless all members entitled to attend and vote at the meeting provide written approval
- (f) A Board or USU Committee meeting shall be validly called when Due Notice has been given, unless otherwise provided by this *Constitution*. All

Notices of meetings shall specify the day, date, time, and place of the meeting, as well as the business proposed to be transacted at that meeting.

- (g) The Standing Orders shall be created by Regulation from time to time and apply to all meetings of the USU, the Board and its Committees, working parties and other advisory structures.
- (h) All matters shall be decided by the vote of a majority of those present and voting at the meeting, unless otherwise specified by the Constitution or the Regulations made pursuant to it.
- (i) Voting may be decided by a show of hands unless a majority of the Voting Members request that the vote be conducted by a ballot, unless otherwise provided in this Constitution.
- (j) A majority of Voting Members or four Voting Members, whichever is the lesser, present at any meeting may require Notice of any matter to be discussed at that meeting.
- (k) The occupant of the Chair shall be bound by the decision of the meeting.
- (l) No resolution requiring a two-thirds majority or greater may be passed at any meeting of the Board unless at least nine Directors eligible to vote are present.

## **12. ADMINISTRATION**

### *12.1 Indemnity*

Every member of the Board and every officer and employee of the USU shall be entitled to be indemnified out of the assets of the USU against all liabilities incurred by that person in or about the due execution of the affairs of the USU.

## **13. CEO**

### *13.1 Appointment*

- (a) There shall be a CEO who shall be responsible for the implementation and administration of Board policy.
- (b) The CEO shall be employed on such terms as the Board agrees and shall be answerable to the Board.
- (c) For the purposes of this section, a CEO hired on an interim basis is for all intents and purposes considered the CEO in the same manner as a permanent appointee.

### *13.2 Acting CEO*

The Board shall nominate from time to time a person who will be Acting CEO in the absence of the CEO.

### 13.3 *Role and responsibilities of CEO*

- (a) Subject to this Constitution the CEO shall have the Board's power to engage and dismiss nonexecutive staff in the course of USU affairs.
- (b) The CEO may, subject to the approval of the Board, from time to time appoint executive staff or create new executive staff positions who shall be responsible to the CEO.
- (c) No member of the executive staff of the USU shall be dismissed without prior approval of the Board and without reasons being provided in writing to such staff member.
- (d) The CEO shall:
  - (i) prepare for the Board and the Board Executive the information required by them in relation to the finances and administration of the USU;
  - (ii) consult with and advise the Board and all other USU Committees;
  - (iii) have authority to incur expenditure as authorised by the Regulations;
  - (iv) exercise a general supervision over all persons in the service of the USU;
  - (v) have authority to give and countermand orders for the supply of goods and materials necessary for the maintenance of the current services of the USU on behalf of the Board. Such authority may be delegated by the CEO to a deputy;
  - (vi) apportion administrative authority;
  - (vii) exercise supervision over the conduct of the USU;
  - (viii) give within reasonable time effect to the Constitution and to any resolution or report passed or adopted by the Board;
  - (ix) act as secretary of the USU; and
  - (x) perform such other duties as may from time to time be allocated by the Board.

## **14. CONDUCT OF ADMINISTRATION**

### 14.1 *Register of Members*

The CEO, or a delegate thereof, shall keep a register of all Members.

### 14.2 *Auditors*

The Board shall appoint auditors who shall be members of CPA Australia or the Institute of Chartered Accountants in Australia, the conditions of their appointment to be determined in accordance with the Regulations.

### 14.3 *Finances*

- (a) All moneys payable to the USU and all negotiable instruments payable to the USU or its order shall as soon as possible after their receipt be paid to the credit of the USU.
- (b) All negotiable instruments payable to the USU which require endorsement shall be endorsed for collection by a person authorised to do so by the Board.
- (c) The endorsement may be made by a facsimile of the usual signature of the person authorised by the Board.
- (d) Approval for expenditure shall be in accordance with appropriate delegations in place from time to time.
- (e) Receipts for any moneys paid to the USU in respect of any charges made for or in respect of the services of the USU shall be signed off by the CEO or their nominee.
- (f) Cheque signatories shall be subject to Board approval. For the purposes of this provision, cheque signatory covers electronic payment authorisation.

### 14.4 *Legal documents and property*

With the authority of the Board, any two of the President, Vice President, Honorary Secretary, and Honorary Treasurer shall sign contracts, releases or discharges, and documents dealing with the property of the USU on behalf of the Board, provided that this power may be delegated by the Board to the CEO, or a member of staff nominated by the CEO.

### 14.5 *Reporting obligations*

Each year the Board shall:

- (a) Prepare for the Members and for the Senate a report upon the USU and a statement of its accounts for the year ending on 31 December; and
- (b) Forward such report and statement, duly audited, together with any annexures thereto, to the Registrar prior to the Annual General Meeting of the subsequent year.

## **15. GENERAL MEETINGS OF THE USU**

### 15.1 *General requirements*

- (a) Subject to this article the CEO shall give Notice of a General Meeting of the USU within seven days after receipt of a requisition, stating the business to be transacted:
  - (i) passed by Special Resolution of the Board; or
  - (ii) signed by not less than two hundred Members.

- (aa) Should it be the case that a meeting called in line with article 15.1(a) would be invalid due to the passing of time within the seven day notice period, that is that it would delay the Notice given so as to necessitate the Meeting be held at an invalid date or time, the Board or Members in their requisition may specify a reasonably shorter time period in which the CEO must distribute the Notice out of urgency, unless the shorter time period would be manifestly impractical.
- (b) A General Meeting shall not be validly called unless Notice is given at least fourteen days in advance, said notice being given in a manner whereby all Members may access it, including on the USU website and by email.
- (c) No General Meeting of the USU shall be held during vacation or on Saturday, Sunday or any Public or University holiday or commenced between the hours of 11.00 pm and 11.00 am the following day, or held on any premises other than the Camperdown campus of the University. For the avoidance of doubt, General Meetings may occur during StuVac or exams periods.
- (d) [repealed].
- (e) Wherever practicable Notice of a General Meeting shall also appear by an advertisement in such publications as prescribed in the Regulations.
- (f) Each such Notice shall exhibit:
- (i) a list of Members of the Board
  - (ii) a Notice to the effect that copies of the Constitution and of any Regulations made under it are available to any Member at the USU Website
  - (iii) from time to time all Notices required to be given under the Constitution.
- (g) General Meetings of the USU and referenda shall be competent:
- (i) to discuss such matters of which Due Notice has been given to the CEO in accordance with article 15.1(b)
  - (ii) to comment on the actions of the Board in relation to USU matters
  - (iii) to advise the Board on any matters in regard to future Board policy
  - (iv) to propose a motion for consideration at the next ordinary Board meeting.

## 15.2 *Quorum for General Meetings*

The quorum for a General Meeting of the USU is 50 Members.

### 15.3 *Voting*

Except as otherwise provided in this Constitution questions arising at any General Meeting of the USU shall be determined by the votes of a majority of the Members present and voting thereon.

### 15.4 *Chairing general meetings*

- (a) The President shall chair General Meetings of the USU provided that the President shall not retain the chair during motions of dissent from the President's ruling.
- (b) The Vice President shall chair General Meetings in the absence of the President provided that the Vice President shall not retain the chair during motions of dissent from the Vice President's ruling.
- (ba) In the absence of the President and Vice President, the meeting shall be chaired by any other present member of the Executive. If there is no agreement between the members of the Executive present as to who shall chair the meeting, a vote may be conducted between the members present to decide between them.
- (c) If the entire Board Executive are absent after fifteen minutes from the appointed time of commencement the meeting may elect by simple majority a Chairperson from amongst its number provided that the Chairperson shall not retain the chair during motions of dissent from the Chairperson's ruling, and a member of the Executive shall take the chair on arrival at that General Meeting in order of the priorities implied within this section.
- (d) At any General Meeting of the USU, a resolution put to the vote may be decided on the voices, but if any two Members ask for a show of hands, or any 15 Members ask for a ballot, the vote shall be so taken.

### 15.5 *Special provisions for Annual General Meeting*

- (a) A General Meeting of the USU, to be called the Annual General Meeting, shall be held no later than 31 May each year on a date as set by the Board.
- (b) All motions on Notice, including constitutional amendments, shall be received by the USU no less than four weeks prior to the Annual General Meeting.
- (c) This meeting shall receive and consider the report and statement prepared for the Members and the Senate by the Board pursuant to article 14.5 of this Constitution.
- (d) It shall not be competent for the Annual General Meeting to alter the Report or Statements mentioned in article 14.5 but it shall be competent for such meeting by resolution to comment on the same or to recommend that any alterations or amendments be made by the Board.

- (e) If the Board does not see fit to give effect to any such resolution a copy of the same shall be annexed to such Report or Statement when forwarded to the Registrar.

## **16. ALTERATION TO THE CONSTITUTION**

### *16.1 Method*

- (a) The Constitution shall not be altered except by one of the following methods:
  - (i) Resolution passed by a two thirds majority of Members present and voting at the Annual General Meeting;
  - (ii) Resolution passed by a two thirds majority of Members present and voting at a General Meeting called in accordance with the provisions of article 15.1; or
  - (iii) Resolution passed by a simple majority of at least 3,000 Members voting in a referendum held in accordance with article 17 of this Constitution;

in the following manner:

- (iv) The mover of the proposed resolution under the terms of this Constitution shall give Notice thereof in writing to the CEO who shall set out such proposed resolution in full in the Notice covering such meeting or such referendum.
- (v) A copy of such resolution shall forthwith be left with the Registrar to be placed before the Senate.
- (vi) The Senate may allow or veto any alteration that relates to the Senate's powers or functions under this Constitution which, if allowed, shall take effect from the date determined by the Senate.

## **17. REFERENDA**

### *17.1 Proposals*

- (a) Notwithstanding anything this Constitution contains, the membership may propose any referendum motion in connection with the affairs of the USU in the following manner:
- (b) The full text of the proposed referendum motion shall be put either by:
  - (i) a Special Resolution of the Board; or
  - (ii) a petition of initiation signed by at least four hundred Members, lodged with the CEO. This petition must include the name, student identification number and signature of each Member so signing it. Each page of the petition of initiation shall include the full text of the referendum motion.



- (c) Such proposed motion shall be put by the close of nominations for the election of Board.
- (d) The full text of the proposed referendum motion, put either by means (i) or (ii) above shall:
  - (i) not be ambiguous in meaning if ambiguity is apparent on a reasonable reading of the proposed text, the USU may seek legal opinion to clarify this issue
  - (ii) in the event that the motion covers a constitutional amendment, the motion shall be headed by the words "Referendum Motion for Constitutional Change"
  - (iii) not contain references to, including the name of any Member.
- (e) Upon receipt of such petition or Board resolution, the CEO shall submit the referendum motion proposed to a referendum by ballot in conjunction with the next election of Board Directors.
- (f) In all organisational respects, the referendum shall be run as part of the election process in particular, Notice of any upcoming referenda shall be given alongside that for the election with which it coincides.

## **18. TRANSITIONAL PROVISION**

### *18.1 Continuation and transition*

Any act, matter, or thing that was in effect immediately before the amendment of this Constitution is taken to have effect under this Constitution, as amended.

## **19. TRANSFER OF ASSETS**

### *19.1 Dissolution*

Subject to sub-article 19.2, if upon the winding up or dissolution of the USU there remains, upon satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the USU, namely that of serving members of the University of Sydney community whose memorandum or constitution shall prohibit the distribution of its common property among its Members to an extent at least as great as is imposed on the USU by virtue of this Constitution, and being a charity registered or exempted from registration under the Charitable Fundraising Act, 1991, as amended and being a public benevolent institution which meets the requirements of, and which is exempt from income tax under, the Income Tax Assessment Act 1997 (Cth) such institution or institutions to be determined by the Members of the USU at or before the time of dissolution and if in so far as effect cannot be given to the aforesaid provision, then to some charitable object that shall benefit primarily the community of the University of Sydney.

### 19.2 *Reconstitution of the USU as body corporate*

If the USU at any time becomes reconstituted as a body corporate (including without limitation an incorporated association) with identical or substantially the same objects as those specified in article 3 then upon satisfaction of its debts and liabilities, any property whatsoever shall be transferred to the Union as reconstituted.

## **20. DISTRIBUTION OF ASSETS**

### 20.1 *Requirements*

The income and property of the USU, whencesoever derived, shall:

- (a) be applied solely towards the promotion of the objects of the USU as set forth in this Constitution of the USU
- (b) have no portion thereof paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of the USU provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or employees of the USU or to any Members in return for any services actually rendered to the USU nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Regulations of the USU on money borrowed from any Member of the USU or reasonable and proper rent for premises demised or let by any Member.

## **21. RESERVE POWERS OF THE SENATE**

### 21.1 *Constitution subject to Senate resolution*

This Constitution is subject to the following Senate Resolution for Reserve Powers for Certain Student Organisations:

1. Each of the following student organisations is a student organisation ('Student Organisation') to which this Resolution applies: the University of Sydney Union ("USU"), Sydney University Sport & Fitness ("SUSF") and Cumberland Student Guild ("CSG").
2. The Vice Chancellor may recommend to Senate that the internal auditor of the University or an appropriately qualified external expert with experience in the not for profit or community sector ('Investigator') carry out an investigation ('Investigation') into alleged financial, electoral, or other governance irregularities concerning a Student Organisation of which the Vice Chancellor becomes aware and which the Vice Chancellor believes may be of a serious nature.
3. Before making any such recommendation to Senate, the Vice Chancellor will consult with the governing body of the relevant Student Organisation.

4. Senate will consider any such recommendation by the Vice Chancellor and may, if it believes it is appropriate to do so, authorise an Investigation.
5. Any authorisation by Senate of an Investigation must be reported by the Registrar of the University to the governing body of the relevant Student Organisation and, unless the Registrar believes there is good reason not to do so, to the members of the relevant Student Organisation.
6. Members of the governing body, staff and members of the relevant Student Organisation must provide the Investigator with all such information and documentation as the Investigator may reasonably require.
7. Upon completion of the Investigation, the Investigator must report findings and any recommendations to the Vice Chancellor or the Vice Chancellor's nominee, who may take any one or more of the following actions having regard to that report and/or recommendations:
  - (a) appoint, for a specified temporary period, an administrator with power to do all things necessary or convenient to be done for or in connection with or incidental to the management of the affairs of the relevant Student Organisation
  - (b) direct the carrying out of a fresh election of all or any office bearers under the supervision of the University and/or an independent firm of accountants or lawyers or other appropriately qualified expert
  - (c) appoint, for a specified temporary period, an external auditor for ongoing monitoring and appraisal of the relevant Student Organisation.
  - (d) implement such other steps which take account of the findings or recommendation of the Investigation.
8. The Vice Chancellor will report, in a timely way as required by Senate, on any action taken or proposed to be taken pursuant to this Resolution to Senate and will recommend how and to whom further reports will be made.

**Note:** It is not intended that the administrator, the Vice Chancellor, or the Vice Chancellor's nominee have the capacity to determine the outcome of decisions about a Student Organisation's financial and operating policies.