



CONSTITUTION

University of Sydney Union Ltd

ACN 688 637 818

A public company limited by guarantee

1 July 2025

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For more information, please contact governance@usu.edu.au.

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Part A – Preliminary matters

1 Defined terms and interpretation

The Dictionary and Interpretation provisions in Schedule 1:

- (a) define some of the terms used in this constitution;
 - (b) set out the rules of interpretation which apply to this constitution; and
 - (c) clarify the effect of the Corporations Act on this constitution.
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2 Name, nature of company, and liability

- (a) The name of the company is University of Sydney Union Ltd or, if the name is lawfully changed in accordance with the Corporations Act and this constitution, that name.
 - (b) The company is a public company limited by guarantee which is established to be, and to continue as, a charity.
 - (c) The liability of each member is limited. Each member guarantees to contribute up to a maximum of \$1 to the assets of the company if it is wound up while the member is a member, or within one year afterwards, and at the time of winding up the debts and liabilities of the company exceed its assets. The liability of each member is limited to making such contribution and no more.
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Part B – Purpose

3 Purpose and activities of the company

3.1 Purpose

The purpose of the company is to advance education through support and facilitation of the University's promotion of scholarship, research, free inquiry, the interaction of research and teaching and academic excellence (**Charitable Purpose**).

3.2 Activities

The activities of the company must be conducted in the furtherance of its Charitable Purpose and may include:

- (a) supporting the University in its encouragement of the dissemination, advancement, development and application of knowledge informed by free inquiry;
- (b) promoting the interests and welfare of the University community;
- (c) creating and maintaining an environment free from discrimination and harassment;
- (d) providing safe and accessible spaces for the University community to meet, collaborate, and learn;

- (e) facilitating personal, intellectual, cultural, and social development through educational activities, debates, clubs, and opportunities for sharing knowledge and ideas;
- (f) offering accessible and affordable facilities, services, and amenities which support education and research, including dining, childcare, and recreational options;
- (g) collaborating with the University and other organisations to further educational opportunities and community welfare;
- (h) promoting environmental responsibility and awareness of sustainable practices within the University community;
- (i) operating services and outlets to support the educational mission and reinvest in the company's activities;
- (j) representing the voices and interests of students, including by providing a platform for student leadership of the company;
- (k) maximising the membership of the company among students at the University to as close to universal membership as feasible so as to be best able to facilitate the educational mission at the University; and
- (l) any other activities ancillary to or necessary for the fulfilment of the Charitable Purpose.

Part C – Members and membership

4 Membership

4.1 Members of the company

- (a) The members of the company are those:
 - (i) noted as such on the application for the incorporation of the company; and
 - (ii) applicants admitted as members of the company in accordance with rule 4.2, and have not since ceased to be a member.
- (b) With effect from the Transfer Date, every individual who is a properly registered member of USU immediately prior to the Transfer Date will, upon completion of any necessary administrative steps including provision of a signed consent, be admitted as a member of the company in the equivalent class of membership, notwithstanding any eligibility criteria or requirements that would otherwise apply to new applicants for that class of membership. For the avoidance of doubt, such individuals are not required to satisfy the eligibility criteria rule 4.2(a) for their class of membership for the purposes of this initial admission.
- (c) If an applicant is admitted as a member of the company, the secretary must ensure:
 - (i) the applicant is given notice of admission as a member of the company; and

- (ii) the name and details of the applicant are entered in the members' register in accordance with rule 4.4(a).
- (d) The secretary must ensure each applicant not admitted as a member of the company is informed of this decision. The directors may, but are not required to, provide reasons for the decision not to admit an applicant into membership.

4.2 Becoming a member

- (a) To be eligible to become a member of the company an applicant must:
 - (i) have a genuine commitment to and an understanding of the Charitable Purpose;
 - (ii) satisfy the eligibility criteria applicable to the relevant class of membership as set out in the column titled 'Eligibility criteria' in the table at Schedule 2.
- (b) To become a member of the company an applicant must:
 - (i) satisfy the eligibility criteria under rule 4.2(a);
 - (ii) ensure all information provided when applying for membership of the company is true and accurate and is not misleading or deceptive;
 - (iii) pay any joining and annual fee which may be required under rule 4.6;
 - (iv) be admitted into membership in accordance with the admission process applicable to the relevant class of membership as set out in the column titled 'Admission process' in the table at Schedule 2.
- (c) The directors must postpone the assessment of all membership applications received during the period between the calling of a general meeting and the holding of the general meeting to which the notice relates, or any adjournments of that meeting.

4.3 Member's rights

Each member has the rights associated with the class of membership to which that member belongs as set out in the column titled 'Membership rights' in the table at Schedule 2.

4.4 Membership not transferable

- (a) Membership of the company and the associated rights cannot be transferred or sold in any manner whatsoever.
- (b) For the avoidance of doubt, nothing in this constitution prevents an existing member from applying to transfer to a different class of membership and such application will be determined in accordance with rule 4.2.

4.5 Register of members

- (a) A register of members must be kept in accordance with the law.
- (b) Without limiting the requirement under rule 4.5(a), the following must be entered in the register in respect of each member:

- (i) the name and address of the member;
- (ii) the date of admission to and cessation of membership;
- (iii) the class of membership to which the member belongs;
- (iv) any other information required by the directors or the law from time to time.

4.6 Membership fees

- (a) Unless a different amount applies as determined under rule 4.6(d), the joining fee for membership of the company is \$0. The joining fee, if any, is payable at the same time as the application for membership is made. The joining fee will be reimbursed to the applicant if the application for membership is declined.
- (b) Unless a different amount applies as determined under rule 4.6(d), the annual membership fee for membership of the company is \$0. The first year's membership fee, if any, is payable at the same time as the application for membership is made and is required in addition to any joining fee. The first year's membership fee will be reimbursed to the applicant if the application for membership is declined.
- (c) Other than the initial membership fee which may be payable under rule 4.6(b), annual membership fees (if any) are to be paid at such times and in such manner as the directors determine from time to time.
- (d) The directors may at their complete discretion:
 - (i) determine the joining fee and/or the annual membership fee be a different amount;
 - (ii) determine the joining fee and/or membership fee payable by one or more members or one or more classes of member be payable at a different time or times; and
 - (iii) determine, or waive all or some of, the fees payable by one or more members or one or more classes of member at any time.
- (e) A member who has not paid the required membership fee in accordance with this rule 4.6 may not exercise any of the rights associated with that member's membership, including the right to exercise any vote the member may have at a meeting of members, unless and until the required membership fee is paid.
- (f) The joining fee and annual membership fee which may be required under this rule 4.6 are exclusive of any GST which may be payable.

4.7 Membership renewal

The directors may, at their discretion, send a notice to one or more members requiring that member to confirm or to renew membership of the company and/or to confirm or update that member's details (**Membership Renewal Notice**).

5 Ceasing to be a member

5.1 General overview

- (a) There are a number of reasons why a member's membership will end. For instance if:
 - (i) a member resigns from membership (see rule 5.2);
 - (ii) a member's membership automatically ends (see rule 5.3); or
 - (iii) a member is expelled from membership (see rule 5.4).
- (b) The directors may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of members as they so determine from time to time provided they are consistent with the requirements set out in this rule 5.
- (c) Where a member ceases to be a member in accordance with the law or this constitution, that member's name must be removed from the register of members.
- (d) Upon the removal of a member's name from the register of members:
 - (i) the member will forfeit all rights and privileges attached to membership and all rights which that member may have against the company arising out of the membership; and
 - (ii) the company will have no liability to such member in respect of that member's removal from the register of members.
- (e) Any member who ceases to be a member remains liable for:
 - (i) any moneys which may be owing by that member to the company; and
 - (ii) in the case of the company being wound up within one year of the date of cessation of membership, the relevant contribution under rule 2(c).

5.2 Resignation from membership

A member may resign from membership of the company at any time by providing written notice to the company addressed to the President or the secretary. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

5.3 Automatic ending of membership

A member's membership will automatically end if the member:

- (a) dies;
- (b) fails to pay any required membership fee in accordance with rule 4.6 within two months after the date on which that membership fee becomes due or such later time as the directors may determine;
- (c) fails to return a Membership Renewal Notice in accordance with rule 4.7 within two months after the return due date specified in that notice or such later time as determined by the directors; or

- (d) no longer complies with the membership requirements associated with the member's class of membership as described in Schedule 2 (including as set out in the column entitled 'Eligibility criteria') as determined by the directors.

5.3A Membership continuity for directors

Any Graduate or Graduand who is a member of the company and is a director of the Board, but who has not yet been granted Life Membership, shall remain an Ordinary Member until the expiration of their term on Board, notwithstanding any lapse in eligibility arising by virtue of their having graduated from the University. 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 that membership will not otherwise cease if no such notification is presented.

5.4 Disciplining, suspension, and expulsion of members

- (a) This rule 5.4 describes what needs to happen when considering whether to discipline a member. In summary, the process involves:
 - (i) putting the member in question on notice and giving the opportunity to provide information; and
 - (ii) passing a directors' resolution to warn, suspend, expel or otherwise discipline that member.
- (b) Provided the steps set out in this rule 5.4 are followed, the directors may resolve to warn, suspend, expel or otherwise discipline a member if that member:
 - (i) has refused or failed to comply with the provisions of this constitution, any bylaws made pursuant to rule 16(c) or any Charter; or
 - (ii) has acted in a way which, in the opinion of the directors, is, or could be, materially prejudicial to the interests or reputation of the company,

(Member Disciplinary Resolution).
- (c) The directors must give the member in question at least 14 days' prior notice of the date the directors will consider the Member Disciplinary Resolution. This notice must be in writing and inform the member:
 - (i) the directors are to consider warning, suspending, expelling or otherwise disciplining the member (as the case may be);
 - (ii) of the reasons why the directors are considering taking the determined action;
 - (iii) of the right for the member to give the directors, either orally or in writing, any explanation or defence relevant to the proposed disciplinary action;
 - (iv) of the date, place and time of the meeting at which the resolution is to be considered; and
 - (v) of the right for the member to attend the meeting at which the resolution is to be considered but not to be present during any director deliberations or the putting of or voting on the resolution unless the directors resolve otherwise.

- (d) Where a member subject to a Member Disciplinary Resolution is also a director that director is not entitled to vote on the relevant Member Disciplinary Resolution.
- (e) Where a Member Disciplinary Resolution relates to the expulsion of a member or other serious disciplinary action contemplated under rule 5.4(h), such resolution must be passed as a special resolution of at least 75% of directors entitled to do so. Any other Member Disciplinary Resolution, including in relation to the warning or suspension of a member (other than as set out in rule 5.4(h)), may be passed as an ordinary resolution of directors entitled to do so.
- (f) Directors must notify the relevant member in writing about the directors' decision within 14 days after the date a Member Disciplinary Resolution is passed, but failure to do so does not invalidate the decision.
- (g) If the decision is to warn, suspend or otherwise discipline a member (other than expulsion or serious disciplinary action contemplated in rule 5.4(h)), the directors' decision is final and takes effect as at the date the Member Disciplinary Resolution is passed.
- (h) If the decision is to expel a member, or to suspend or otherwise discipline a member with the effect of materially limiting or preventing that member's exercise of their membership rights or privileges (in whole or part) for a period of more than 3 months, then the written notice must state the:
 - (i) directors have resolved to expel, suspend or otherwise discipline the member (as the case may be); and
 - (ii) process to be followed if the member wishes to appeal the decision as described at rule 5.5,

(Serious Disciplinary Notice).

5.5 Appeal of member expulsion or serious disciplinary action

- (a) A member to be expelled or subject to serious disciplinary action under rule 5.4(h) in accordance with a Member Disciplinary Resolution may appeal against that resolution. Such an appeal must be made to the Senate (with a copy to the directors) in writing addressed to the University's Deputy Vice-Chancellor (Education) and must be received within 10 days after the date the Serious Disciplinary Notice described at rule 5.4(g) is received by the member (**Appeal Period**).
- (b) If an appeal notice is received by the Senate and the directors within the Appeal Period, the Senate must ensure that (within two months after receipt of the notice) a resolution confirming the expulsion or serious disciplinary action is considered by the Senate. The member the subject of a Member Disciplinary Resolution must be given the opportunity to make representations at the meeting in relation to the decision.
- (c) If the Member Disciplinary Resolution is confirmed by the Senate, the member's expulsion, suspension or other disciplinary action takes effect from the date of that determination. If the Senate does not confirm the Member Disciplinary Resolution, then the member's membership continues in full effect.
- (d) If an appeal notice is not received by the Senate (with a copy to the directors) within the Appeal Period, then the:

- (i) Senate is not required to consider the expulsion or serious disciplinary action; and
 - (ii) member's expulsion, suspension or other disciplinary action takes effect from the date the Appeal Period concludes.
- (e) A member that has been expelled from membership of the company is not permitted to be re-admitted into membership of the company at any time.
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6 General meetings

6.1 Introduction

- (a) For as long as the company is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, and for as long as the law permits or requires, the directors:
 - (i) must ensure the Australian Charities and Not-for-profits Commission Governance Standards, in particular Governance Standard 2 relating to accountability to members, are complied with; and
 - (ii) must ensure the company holds meetings of members (including annual general meetings) in accordance with this constitution and the Corporations Act despite the fact the provisions of the Corporations Act dealing with members' meetings may not be directly applicable to the company.
- (b) If there is any inconsistency between the Corporations Act and this constitution with respect to the calling and holding of members' meetings then, to the extent permitted by law, the provisions of this constitution will prevail.

6.2 Calling of general meetings

A general meeting of members may be initiated by:

- (a) a resolution of the directors;
- (b) the Voting Members in accordance with the Corporations Act; or
- (c) the court in accordance with the Corporations Act.

6.3 Notice of general meetings

- (a) Subject to the provisions of the Corporations Act dealing with consent to short notice, if a general meeting of members (including any annual general meeting) is called under rule 6.2, at least 21 days' notice of that meeting must be given to each person who is at the date of the notice:
 - (i) a member of the company eligible to receive notices of meetings;
 - (ii) a director of the company;
 - (iii) the auditor of the company; or
 - (iv) the CEO.
- (b) A notice of a general meeting must specify:

- (i) the date, time and place of the meeting;
 - (ii) if the meeting is to be held in two or more places, or using technology only, the technology to be used to facilitate the meeting;
 - (iii) the general nature of the business to be transacted at the meeting, including the text of any resolutions to be proposed at the meeting; and
 - (iv) any other matters required under the law.
- (c) Notwithstanding rule 6.3(b), where the company holds an annual general meeting, the ordinary business of that meeting may include any of the following, even if not referred to in the notice of meeting:
- (i) the consideration of the annual financial report, the directors' report and the auditor's report; and
 - (ii) the appointment of the auditor and the fixing of the auditor's remuneration.
- (d) A person who is entitled to receive notice of a general meeting or who is requested by the President to attend a general meeting is entitled to be present whether or not the person is a member.
- (e) Subject to the Corporations Act and this constitution, the directors may change the venue for, change the technology to be used for, postpone or cancel a general meeting or an adjourned general meeting, but a meeting called in accordance with a members' requisition under the Corporations Act may not be postponed or cancelled without the prior written consent of the persons who requisitioned the meeting.
- (f) The directors may give notice of change, cancellation or postponement as they determine, but any non-receipt of, or failure to give, notice of change, cancellation or postponement does not invalidate the change, cancellation or postponement of any resolution passed at a postponed or relocated meeting.

6.4 Annual general meetings

- (a) Subject to rule 6.4(b), the company must hold annual general meetings in accordance with the Corporations Act.
- (b) For as long as the company is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, and for as long as the law permits, the company may determine the timing for the holding of any annual general meeting, provided there is at least one such meeting held in each calendar year.
- (c) Notwithstanding rule 6.3(b), where the company holds an annual general meeting, the ordinary business of that meeting may include the consideration of the annual financial report, the directors' report and the auditor's report, even if not referred to in the notice of meeting.

6.5 Quorum at general meetings

- (a) No business may be transacted at any general meeting, except the election of a chair (if required) and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business and the quorum remains present throughout the meeting.

- (b) The quorum for a general meeting of members is 50 members present in person and entitled under these rules to vote at a general meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) where the meeting was convened by, or at the request of, a member or members, the meeting must be dissolved; or
 - (ii) where the meeting was convened by, or at the request of, the directors or the court:
 - (A) the meeting stands adjourned to the day, and at the time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place;
 - (B) at the adjourned meeting the quorum is 40 members present in person and entitled under these rules to vote at a general meeting; and
 - (C) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.
- (d) For the avoidance of doubt, proxies will not be counted in determining whether a quorum is present pursuant to rule 6.5(b) or 6.5(c)(ii)(B).

6.6 Chair of general meetings

The table below outlines who will act as chair of a general meeting.

Circumstances	Person acting as chair of the meeting (or part of it)
When: <ul style="list-style-type: none"> • the President is present at the meeting; and • the President is willing and able to act as the chair of the meeting. 	President
When: <ul style="list-style-type: none"> • there is no President; • the President is absent from the meeting (or part of the meeting); or • the President is present but is prevented from acting or not willing to act as chair of the meeting or part of the meeting. 	Vice President – until the President joins the meeting or can resume the role of chair (as applicable).
When:	A director elected by the directors to chair the meeting – until the

Circumstances	Person acting as chair of the meeting (or part of it)
<ul style="list-style-type: none"> • there is no President and no Vice President; • the President and Vice President are absent from the meeting (or part of the meeting); or • the President and Vice President are present but are prevented from acting or not willing to act as chair of the meeting or of part of the meeting. 	President or Vice President join the meeting or can resume their role as chair (as applicable), with priority given to the President if both the President and Vice President are able to resume.

6.7 Conduct of and participation in general meetings

- (a) The chair of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in the opinion of the chair necessary or desirable for:
 - (i) proper and orderly debate or discussion; and
 - (ii) the proper and orderly casting or recording of votes.
- (b) The chair of a general meeting at which a quorum is present must if so directed by the members present with a majority of votes, adjourn the meeting from time to time and place to place. However, no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (c) Notice of an adjournment and the business to be transacted at an adjourned meeting must be given to all persons who were entitled to receive notice of the meeting the subject of the adjournment.
- (d) In addition to the rights provided for in rule 6.3(a)(iii) and 6.3(c), the auditor of the company (if any) will be entitled to be heard at any general meeting which the auditor attends.
- (e) A meeting of members may be held in two or more places linked together by any technology, or using virtual meeting technology only, provided it:
 - (i) gives the members as a whole a reasonable opportunity to participate in proceedings;
 - (ii) enables the chair to determine whether the person participating in the meeting is in fact a member or attorney of a member;
 - (iii) enables the chair of the meeting to be aware of proceedings in each place; and
 - (iv) enables the Voting Members in each place to vote on a Show of Preference and on a poll.

6.8 Decisions at general meetings

- (a) Except in the case of any resolution which under this constitution or as a matter of law requires a Special Resolution, questions arising at a general meeting are to be decided by a majority of votes cast by the Voting Members present at the meeting (including being present by technological means) and who are entitled to vote. Such decision is then for all purposes a decision of the Voting Members.
- (b) In the case of an equality of votes upon any proposed resolution at a meeting of members the chair does not have a second or casting vote in addition to any vote the chair may have as a member of the company.
- (c) Unless a poll is demanded, a resolution put to the vote of a general meeting must be decided on a show of preference of Voting Members, with each Voting Member present indicating a preference by a means appropriate to that Voting Member and is readily interpreted and understood by the chair (**Show of Preference**).
- (d) A Voting Member may only exercise one vote on a Show of Preference regardless of whether that Voting Member also holds one or more proxies.
- (e) A poll may be demanded before a vote being decided by a Show of Preference is taken or before or immediately after the declaration of the result of the Show of Preference by:
 - (i) the chair of the meeting;
 - (ii) at least five Voting Members present and entitled to vote on the relevant resolution; or
 - (iii) a Voting Member or Voting Members present at the meeting and representing at least 5% of the votes which may be cast on the resolution on a poll.
- (f) Unless a poll is demanded, a declaration by the chair on the result of a vote on a Show of Preference is decisive of the outcome of that resolution. Such declaration does not need to refer to the number or proportion of votes for or against the resolution.
- (g) Except for a poll on the question of an adjournment which must be taken immediately, if a poll is demanded at a general meeting, it will be taken when and in the manner the chair directs, and in all cases the result of the poll will be recorded as a resolution of the meeting at which the poll was demanded.
- (h) A poll cannot be demanded at a general meeting on the appointment of a chair of the meeting.
- (i) The demand for a poll may be withdrawn.

6.9 Voting rights

- (a) Each member has the voting rights associated with the class of membership to which that member belongs as set out in the column titled 'Membership rights' in the table at Schedule 2. For the avoidance of doubt, this may include having no voting rights.
- (b) An objection to the qualification of a person to vote at a general meeting:

- (i) must be raised before or immediately after the result of the resolution for which the vote objected to is given; and
 - (ii) must be referred to the chair of the meeting, whose decision is final.
- (c) A vote not disallowed by the chair of a meeting under rule 6.9(b) is valid for all purposes.

6.10 Representation at general meetings

- (a) Subject to this constitution, each Voting Member entitled to vote at a meeting of members may vote:
- (i) in person;
 - (ii) by proxy in a form as the directors may prescribe or accept; or
 - (iii) by attorney in a form as the directors may prescribe or accept.
- (b) A proxy or attorney may, subject to rule 4.2, be a member of the company but does not need to be.
- (c) The chair of a meeting may require any person purporting to act as a proxy or attorney to establish to the satisfaction of the chair the person has been validly appointed as a proxy or attorney and is the person named in the relevant instrument of appointment, failing which the chair may exclude that person from attending or voting at the meeting.
- (d) If the company receives a proxy form from a member without the name of the proxy in that proxy form filled in, then the proxy of that member will be:
- (i) the person specified by the company in the proxy form as being the proxy; or
 - (ii) if no such person is specified by the company in the proxy form, the chair of the meeting for which that proxy applies.
- (e) A proxy or attorney may not vote at a general meeting or adjourned meeting unless the instrument appointing the proxy or attorney is received:
- (i) at the registered office of the company or at another place or electronic address specified for that purpose in the notice convening the meeting; and
 - (ii) at least 48 hours before the time scheduled for the commencement of the meeting.
- (f) Unless the company has received prior written notice of one or more of the circumstances listed at rules 6.10(f)(i) to 6.10(f)(iii), a vote cast by a proxy or attorney at a meeting of members is valid even if, before the proxy or attorney votes:
- (i) the member dies;
 - (ii) the member revokes the proxy's or attorney's appointment; or
 - (iii) the member revokes the authority under which a third party appointed the proxy or attorney.

- (g) Unless otherwise permitted by the chair, the authority of a proxy or attorney to speak and vote for a member at a general meeting is suspended while that relevant member is present at the meeting.

6.11 Meetings conducted using technological means

- (a) Subject to the Corporations Act and this constitution, the contemporaneous linking together by a form of technology of a number of members sufficient to constitute a quorum constitutes a general meeting.
- (b) Where a general meeting is held at two or more places using any form of technology, or using virtual meeting technology only:
 - (i) a member participating in the meeting is taken to be present in person at the meeting;
 - (ii) the provisions of this constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to general meetings held using that technology;
 - (iii) the meeting is taken to be held at the place determined by the chair provided at least one of the members present at the meeting was at the place for the duration of the general meeting; and
 - (iv) the conduct of the meeting must comply with any policies and procedures relating to the meetings conducted using technological means as determined by the directors from time to time.
- (c) The inability of one or more members to access, or to continue to access, the meeting using virtual meeting technology will not affect the validity of the meeting or any business conducted at the meeting, provided sufficient members are able to participate in the meeting as are required to constitute a quorum.
- (d) If the technology used in rule 6.11(b) encounters a technical difficulty, whether before or during the general meeting, which results in a member not being able to participate in the meeting, the chair may, subject to the Corporations Act and the requirements of rule 6.4 being satisfied:
 - (i) allow the meeting to continue; or
 - (ii) adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the chair of the meeting considers appropriate.
- (e) For the avoidance of doubt, where the chair has allowed the general meeting to continue in accordance with rule 6.11(d)(i), any resolution passed at that meeting is valid.
- (f) Subject to the Corporations Act and this constitution, the directors may make policies and procedures relating to the passing of member resolutions by technological means as determined by the directors from time to time.

6.12 Decisions without meetings

Unless the Corporations Act requires the holding of a meeting, members may pass resolutions and otherwise make decisions outside of a members' meeting in any manner (including through the use of technology) provided:

- (a) all Voting Members entitled to vote on the resolutions are sent a copy of the resolutions and are given a reasonable time to respond considering the urgency and nature of the matters under consideration;
- (b) each such resolution is passed by at least 75% of all current Voting Members (unless a higher number or threshold is required under this constitution or by law); and
- (c) such manner complies with:
 - (i) the law; and
 - (ii) any policies and procedures relating to the passing of member resolutions as determined by the directors from time to time.

Part D – Not-for-profit

7 No profits for members

- (a) Subject to rule 7(b), the assets and income of the company must be applied solely in furtherance of the Charitable Purpose and no portion of the income or assets of the company may be paid or transferred, directly or indirectly, to any member.
- (b) The company may, with the approval of the directors, make payment in good faith to a member:
 - (i) by way of reasonable and proper payment for any goods supplied or services rendered to the company (including payment as a consultant or employee);
 - (ii) by way of interest on money lent to the company by that member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the company's bankers on overdrawn accounts;
 - (iii) by way of reasonable and proper rent for premises let by that member to the company;
 - (iv) by way of a grant (or similar contribution) awarded in furtherance of the Charitable Purpose; and
 - (v) for authorised out-of-pocket expenses reasonably and properly incurred by that member in connection with the affairs of the company.
- (c) For the avoidance of doubt, nothing in this rule 7:
 - (i) prevents a member from receiving such services as may ordinarily be provided by the company in the course of undertaking its activities; or
 - (ii) prohibits a member from receiving a minor benefit directly related to membership of the company.

Part E – Directors and secretary

8 Directors

8.1 Number of directors

- (a) The minimum number of directors is three. Subject to rule 8.1(b), the maximum number of directors is fourteen.
- (b) The directors may change the maximum number of permitted director positions in the manner required by the Corporations Act.
- (c) If at any time the number of directors falls below three, the remaining director or directors may act but only:
 - (i) in an emergency;
 - (ii) for the purpose of convening a general meeting of the company; or
 - (iii) for the purpose of increasing the number of directors to three.

8.2 Becoming a director

Subject to rules 8.3 and 8.4, a person may become a director of the company in the following ways:

- (a) election by the members (**Member Elected Directors**);
- (b) appointment by the Senate (**Appointed Directors**);
- (c) by being the Immediate Past President; and
- (d) appointment by the directors to fill any vacancy in the position of Immediate Past President,

however arising (**Casual Vacancy**).
- (e) Any vacancy which arises from time to time amongst number of Member Elected Directors 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 rule 8.2(e)(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.

8.3 Composition of directors

Subject to rule 8.2(d):

- (a) up to eleven director positions are reserved for, and may only be filled by, Member Elected Directors, provided five Member Elected Director positions may be filled at an election of directors held in a year ending in an even number and only six Member Elected Director positions may be filled at an election of directors held in a year ending in an odd number;
- (b) two director positions are reserved for, and may only be filled by, Appointed Directors;
- (c) one position is reserved for, and may only be filled by, the Immediate Past President, who will have no vote on any matter; and
- (d) in any year ending in an even number, two of the newly elected Member Elected Directors must be women or gender diverse, comprising a total of two out of five newly elected Member Elected Directors, and in any year ending in an odd number, three of the newly elected Member Elected Directors must be women or gender diverse, comprising a total of three out of five newly elected Member Elected Directors.
- (e) In 2026, the election of directors as required by Part E of this Constitution shall be satisfied for that calendar year by the automatic appointment of those successfully elected in the USU's election, subject to their consent, and they shall take office from July 1 as if they had been elected under this Constitution.

8.4 Qualifications and requirements of directors

- (a) To be eligible for election or appointment as a director under rule 8.2(a) or 8.2(b) a person must:
 - (i) be 18 years of age or older;
 - (ii) not be ineligible to be a director under the Corporations Act or the ACNC Act;
 - (iii) have knowledge about and be committed to the Charitable Purpose;
 - (iv) consent to be a director, in writing; and
 - (v) not be an employee of the company,(the **General Director Requirements**).
- (b) To become a Member Elected Director a person must satisfy all the General Director Requirements and must also:
 - (i) be an Ordinary Member or a Life Member;
 - (ii) be nominated in writing for election by at least one member in the way determined by the directors from time to time; and
 - (iii) be elected by the Voting Members an Annual Election to be:

- (A) held in or about May of each calendar year, as determined by the CEO; and
- (B) conducted by secret ballot and by quota preferential method.
- (c) To become an Appointed Director a person must satisfy all the General Director Requirements and must also be nominated by the Senate.
- (d) To become an Immediate Past President a person must satisfy all the General Director Requirements and must also:
 - (i) have ceased to hold the position of President (as the case may be) on 30 June of the relevant year by virtue of their term expiring (and not due to removal, resignation or any other reason); and
 - (ii) notwithstanding the consent provided for their initial director appointment, agree to be appointed for a further term.
- (e) To be eligible to fill a Casual Vacancy a person must satisfy all the General Director Requirements.

8.4A Electoral Roll for Annual Election

- (a) For each Annual Election, the Electoral Roll shall be comprised of all Voting Members as at the time and date prescribed by the Bylaws as the closing of the Electoral Roll for a given Annual Election.
- (b) Only persons on the Electoral Roll may vote in the relevant Annual Election.
- (c) For the avoidance of doubt, a person who becomes a Voting Member after the time and date fixed for the closing of the Electoral Roll for a given Annual Election is not entitled to vote in that Annual Election.
- (d) For the avoidance of doubt, a Voting Member may not be removed from, or prevented from joining, the Electoral Roll other than in accordance with provisions of the Constitution or Bylaws that require or permit such action.

8.5 Directors' term of office and term limits

- (a) The term of office of a Member Elected Director commences on 1 July following an election of directors and continues for a period of two years.
- (b) The term of office of an Appointed Director commences on 1 July and continues for a period of up to two years.
- (c) The term of office for an Immediate Past President commences on 1 July following an election of directors and continues for a period of one year.
- (d) The term of office for a Casual Vacancy commences on the date that person is appointed as a director and continues until:
 - (i) for the balance of the Immediate Past President's term; or
 - (ii) until such time as the Immediate Past President notifies the company that they are able to accept or resume their appointment.

- (e) Each director is to remain as a director until that person's term of office expires or until that person resigns or is otherwise removed as a director of the company in accordance with the law and this constitution.
- (f) A person who holds, or has held, the position of director is not restricted in how many terms of office that person may serve and is eligible for re-election or reappointment (as the case may be).

8.6 Ceasing to be a director

- (a) In addition to the circumstances prescribed by law (including the Corporations Act and the ACNC Act), the office of any director becomes vacant if the director:
 - (i) dies;
 - (ii) ceases to be a member, subject to the procedure outlined in rule 5.3A;
 - (iii) becomes an employee of the company;
 - (iv) is, due to physical or mental impairment, unable to properly perform the duties of a director, as determined by a suitably qualified professional acting reasonably;
 - (v) is convicted of an indictable offence; or
 - (vi) fails to attend:
 - (A) three or more consecutive directors' meetings; or
 - (B) six or more directors' meetings in any 12 month period,without leave of absence approved by the directors.
- (b) Nothing in rule 8.6(a) prevents a director from vacating office by providing a written notice of resignation to the company addressed to the President or the secretary. Unless the notice or the law provides otherwise, the resignation takes effect from the date the notice is received.

8.7 Payments to directors

- (a) Subject to rule 8.7(b), each director is entitled to:
 - (i) the reasonable remuneration out of the funds of the company as determined by the Remuneration Committee and approved by members in general meeting;
 - (ii) be reimbursed for all reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the company, including attending and returning from general meetings of the company, meetings of the directors and meetings of committees; and
 - (iii) receive payment for any goods supplied or services rendered to the company (separate to their role as a director), provided the amount is proper and reasonable in the circumstances.

- (b) Notwithstanding anything else in this constitution, no payment of any kind can be made by the company to a director unless that payment is approved by the directors.
- (c) Subject to rule 8.18, the directors must establish a committee for the purpose of, among other things, determining the aggregate funds to be allocated for director remuneration under rule 8.7(a)(i) (**Remuneration Committee**).

8.8 Interested directors

- (a) No contract made by a director with the company and no contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is voided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (b) Each director must disclose all personal interests and other matters that could, or do, give rise to a conflict of interest or loyalty in relation to a matter or decision being considered by the directors.
- (c) Where a director has a material personal interest in a matter to be considered at a meeting, that director must not be present while the matter is being considered at the meeting or vote on the matter, unless the directors who do not have a material personal interest pass a resolution in accordance with the Corporations Act which permits that director to do so.
- (d) If rule 8.8(c) operates to the effect there are not enough directors to form a quorum for a directors' meeting, one or more directors (including those who have a material personal interest) may call a general meeting and the general meeting may pass a resolution to deal with the matter.
- (e) Subject to rule 8.8(f), a director who is in any way interested in a contract or arrangement (other than by having a material personal interest which is to be dealt with in accordance with rule 8.8(c)) may, despite that interest:
 - (i) be counted in determining whether or not a quorum is present at any meeting of directors considering that contract or arrangement;
 - (ii) sign or countersign any document relating to that contract or arrangement; and
 - (iii) remain present in the meeting and vote in relation to that contract or arrangement or any matter arising out of those things.
- (f) Rule 8.8(e) does not apply if, and to the extent, it would be contrary to law.

8.9 Powers and duties of directors

- (a) The directors are responsible for the governance, business and affairs of the company and may exercise all the powers of the company which are not required by the law or this constitution to be exercised by the members.
- (b) The directors must comply with their duties as directors under legislation and common law. For as long as the company is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, the company must also ensure the directors comply with the requirements described in Governance Standard 5 of the regulations made under the ACNC Act.

8.10 Directors' meetings

- (a) The directors may hold meetings (including by technological means) for the conduct of business and regulate them as they think fit.
- (b) The directors should meet as often as required for the proper discharge of their directors' duties and in any event no less than six times per year.

8.11 Convening of meetings of directors

A meeting of directors may be convened by the President or any four of the directors.

8.12 Notice of, and attendance at, directors' meetings

- (a) Notice of a directors' meeting must be given to each current director, other than a director on leave of absence approved by the directors, and the CEO.
- (b) A notice of a directors' meeting must:
 - (i) be given in a way permitted by rule [15](#);
 - (ii) specify the time and place of and, if relevant, the form of technology for, the meeting;
 - (iii) state the nature of the business to be transacted at the meeting; and
 - (iv) be provided with sufficient time for the directors to properly consider the subject matter contained within the notice and any accompanying materials.
- (c) A resolution passed at a directors' meeting is valid even in circumstances where a director did not receive notice of the meeting, provided:
 - (i) the notice was not received because of accident or error;
 - (ii) before or after the meeting, that director notifies the company of their agreement with the resolution; or
 - (iii) the director attended the meeting.
- (d) Subject to rule 8.12(e), the CEO is entitled to attend any meeting of the directors and may speak, but not vote, at any meeting.
- (e) The CEO must not attend any meeting of directors called to review the CEO's salary or conditions of appointment, the performance by the CEO of the CEO's duties or other matters directly related to the CEO or their conduct (as determined by the directors), unless the CEO is invited by the President to attend such a meeting. The President may also direct the CEO not to attend other meetings (either in whole or in part) if the directors determine doing so is in the best interests of the company.

8.13 Quorum for directors' meetings

- (a) No business may be transacted at a directors' meeting unless there is a quorum of directors at the time the business is dealt with.
- (b) A quorum consists of a majority of current directors.

- (c) For the avoidance of doubt, a director is present at a meeting if participating by technological means.
- (d) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide and as notified to all directors in accordance with rule 8.12(a).

8.14 Office bearer positions

- (a) The directors may appoint annually a director to the office of:
 - (i) chairperson of directors (**President**);
 - (ii) deputy chairperson of directors (**Vice President**);
 - (iii) an Honorary Treasurer;
 - (iv) an Honorary Secretary; and
 - (v) such other position as the directors determine from time to time.
- (b) For the avoidance of doubt, a director cannot hold more than one office bearer position at the same time.
- (c) The members may remove a director from an office bearer position (including President and Vice President) at any time but doing so does not remove that person as a director.
- (d) A person may only fill an office bearer position (including President and Vice President) for as long as that person is a director of the company.
- (e) Following an election of directors in each year, the roles referred to in rule 8.14(a) will be appointed by the incoming directors by secret ballot and quota preferential method at a special meeting of the incoming directors held on a Business Day in or about the first full working week of June, at which only the incoming directors will participate in the ballot, and in the case of a vacancy in such roles at other times the appointment will occur at such times as may be required. For the avoidance of doubt, incoming directors for the purposes of this rule refers to both the directors elected that year and the directors whose term will continue past 1 July, except for the non-voting incoming Immediate Past President.
- (f) At the meeting described in rule 8.14(e), the incoming board may also appoint any additional roles created by the company's Bylaws that are to be elected from amongst the board.
- (g) The process of appointing the roles referred to in rule 8.14(a) and rule 8.14(f) will be satisfied in 2026 by the automatic appointment of those successfully elected to the equivalently named roles in the "Special Meeting of the Incoming Board" of the unincorporated USU, subject to their consent, and they shall take office from July 1, 2026, as if they had been appointed under this Constitution.
- (h) The table below outlines the powers and responsibilities of each office bearer. Further powers and responsibilities may be prescribed from time to time within the company's Bylaws.

Officer Bearer Role	Powers and Responsibilities
President	<ul style="list-style-type: none"> (i) act as representative of the company on the Board's behalf and defend the decisions and policies of the Board; (ii) sign contracts authorised by the Board on behalf of the company in accordance with applicable legislation; (iii) be an ex officio member of every company committee; (iv) call a meeting of the Board or any company 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 company committee, or as otherwise provided in the company Constitution or Bylaws; (v) be a signatory to all company accounts in accordance with the Bylaws; (vi) in consultation with the CEO, ensure that the decisions of the Board are implemented; and (vii) exercise the functions of President as specified from time to time in the Bylaws.
Vice President	<ul style="list-style-type: none"> (i) act on the President's behalf in any matter the President wishes; (ii) act in the absence or unwillingness of the President, with the authority and responsibility of the President; (iii) sign contracts authorised by the Board on behalf of the company in accordance with applicable legislation; (iv) be a signatory to all company accounts in accordance with the Bylaws; and (v) exercise the functions of Vice President as specified from time to time in the Bylaws.
Honorary Treasurer	<ul style="list-style-type: none"> (i) cause proper books of account to be kept dealing with the finances and property of the company; (ii) exercise a general supervision over the financial affairs of the company;

Officer Bearer Role	Powers and Responsibilities
	<ul style="list-style-type: none"> (iii) sign contracts, authorised by the Board on behalf of the company in accordance with applicable legislation; (iv) be a signatory to all company accounts in accordance with the Bylaws; (v) in consultation with the CEO, facilitate the Board's understanding of the finances and property of the company; (vi) oversee the annual budget of the company and act as a conduit between the Officers of the company and the Board in the formation of the annual budget; and (vii) exercise the functions of Honorary Treasurer as specified from time to time in the Bylaws.
Honorary Secretary	<ul style="list-style-type: none"> (i) act as director of student publications of the USU and act as such in accordance with the Bylaws; (ii) assist and supervise company Activities in conjunction with the CEO; and (iii) exercise the functions of Honorary Secretary as specified from time to time in the Bylaws.

8.15 Chair of directors' meetings

The table below outlines who will act as chair of a directors' meeting.

Circumstances	Person acting as chair of the meeting (or part of it)
When: <ul style="list-style-type: none"> • the President is present at the meeting; and • the President is willing and able to act as the chair of the meeting. 	President
When: <ul style="list-style-type: none"> • there is no President; • the President is absent from the meeting (or part of the meeting); or 	Vice President – until the President joins the meeting or can resume the role of chair (as applicable).

Circumstances	Person acting as chair of the meeting (or part of it)
<ul style="list-style-type: none"> the President is present but is prevented from acting or not willing to act as chair of the meeting or part of the meeting. 	
<p>When:</p> <ul style="list-style-type: none"> there is no President and no Vice President; the President and Vice President are absent from the meeting (or part of the meeting); or the President and Vice President are present but are prevented from acting or not willing to act as chair of the meeting or of part of the meeting. 	<p>A director elected by the directors to chair the meeting – until the President or Vice President join the meeting or can resume their role as chair (as applicable), with priority given to the President if both the President and Vice President are able to resume.</p>

8.16 Decisions of directors

- (a) A directors' meeting at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under the law and this constitution.
- (b) Questions arising at a directors' meeting and any other matter to be determined by the directors under this constitution are (unless a higher number or threshold is required under the law or this constitution) to be decided by a majority of votes cast by the directors present. A decision of a kind made in accordance with this rule is for all purposes a determination of the directors.
- (c) If there are an equal number of votes cast for and against a resolution at a directors' meeting, then the chair does not have a second or casting vote in addition to any vote the chair may have as a director of the company.

8.17 Decisions without meetings

Directors may pass resolutions outside of a directors' meeting in any manner (including through the use of technology) provided:

- (a) all directors other than a director on an approved leave of absence are sent a copy of the resolutions and are given a reasonable time to respond considering the urgency and nature of the matters under consideration;
- (b) any such resolution is passed by at least 75% of all current directors entitled to do so (unless a higher threshold is required by law or this constitution); and
- (c) such manner complies with:
 - (i) the law; and
 - (ii) any policies and procedures relating to the passing of director resolutions as determined by the directors from time to time.

8.18 Committees

- (a) The directors may resolve to:
 - (i) establish one or more committees consisting of such individuals as they determine, including the Remuneration Committee;
 - (ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - (iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated, provided the Remuneration Committee has as a minimum the powers required under rule 8.7(c); and
 - (iv) change the makeup of a committee at any time or dissolve it all together, provided the Remuneration Committee is not dissolved.
- (b) A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within policies, terms of reference, delegations, guidelines or protocols.

The directors may continue to exercise all of their powers despite any delegation made under this rule.

8.19 Delegation to individuals

- (a) The directors may resolve to delegate any of their powers to such individual or individuals as they so determine including:
 - (i) to one or more directors;
 - (ii) to one or more members; or
 - (iii) to one or more employees.
- (b) The directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.
- (c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within policies, terms of reference, delegations, guidelines or protocols.
- (d) The directors may continue to exercise all of their powers despite any delegation.
- (e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position.

8.20 Validity of acts

An act done by a director or by a meeting of the directors or a committee attended by a director is not invalid just because:

- (a) of a defect in the appointment of the director;

- (b) the person is disqualified from being a director or has vacated office; or
- (c) the person is not entitled to vote,

if that circumstance was not known by the person or the directors or committee, as the case may be, when the act was done.

8A CEO

8A.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.

8A.2 Acting CEO

- (a) Where a vacancy arises in the role of CEO, the Board shall appoint a person who will be Acting CEO on such terms as the Board deems reasonable until a permanent CEO is appointed.
- (b) Should a vacancy arise in the role of CEO, the Board shall make best efforts to appoint an Acting CEO in a timely manner to ensure that the company is not operating without a CEO for an extended period
- (c) For the avoidance of doubt, an Acting CEO may be an existing employee of the company or may be hired externally
- (d) The Board shall make best efforts to ensure that a person appointed to the role of Acting CEO is appropriately qualified to carry out the role until a permanent CEO is hired.
- (e) The Board shall make best efforts to hire a permanent CEO in a timely manner, having conducted the appropriate due diligence and recruitment processes, at which point the Acting CEO will cease to hold office.

8A.3 Role and responsibilities of CEO

- (a) Subject to this constitution and any other duly enacted delegation policies or resolutions of the Board, the CEO shall have the Board's power to engage and dismiss nonexecutive staff in the course of company 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 company shall be dismissed by the CEO, or requested to resign by the CEO, without prior approval of the Board and without reasons being provided in writing to such staff member.
- (d) The CEO shall:

- (i) be responsible for preparing for the Board and the Executive the information required by them in relation to the finances and administration of the company;
- (ii) exercise a general supervision over all persons in the service of the company;
- (iii) nominate delegates where appropriate and apportion administrative authority;
- (iv) have authority to give and countermand orders for the supply of goods and materials necessary for the maintenance of the current services of the company on behalf of the Board. Such authority may be delegated by the CEO to a deputy;
- (v) incur expenditure as authorised by the Bylaws or any other delegations policies duly enacted by the Board;
- (vi) notwithstanding the responsibilities of any ex-officio role on the relevant bodies, consult with and advise the Board and all other company committees;
- (vii) exercise a general supervision over the conduct of the company;
- (viii) see that any resolution or report passed or adopted by the Board is given effect within reasonable time; and
- (ix) perform such other duties as may from time to time be allocated by the Board.

9 Secretaries

- (a) The directors must appoint at least one secretary who may be, but does not need to be, a director.
- (b) The appointment of a secretary may be for the period, on the conditions and at the remuneration as the directors determine.
- (c) Subject to any contract between the company and the relevant secretary, a secretary of the company may be removed or dismissed by the directors at any time, with or without cause. If that person is a director, such removal or dismissal does not remove that person from office as a director.
- (d) The duties of the secretary include:
 - (i) ensuring the necessary registers required by the law are established and properly maintained;
 - (ii) ensuring any required annual returns and annual reports are lodged with the appropriate regulator on time; and
 - (iii) ensuring the organisation of, and attendance at, meetings of the members and the directors, including the sending out of notices, the preparation of agenda and the compilation of minutes.
- (e) An act done by a person acting as a secretary is not invalid just because:

- (i) of a defect in the person's appointment as a secretary; or
- (ii) the person is disqualified from being a secretary,

if that circumstance was not known by the person or the directors when the act was done.

Part F – Winding up and loss of endorsement

10 Winding up

- (a) Before the company is wound up, it must first wind up each of the deductible gift recipient endorsed funds it operates (if any), in accordance with each fund's winding up requirements.
- (b) If upon the winding up or dissolution of the company there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever (**Surplus Assets**), such Surplus Assets must only be given or distributed to one or more Eligible Recipients. For the avoidance of doubt, Surplus Assets must not be given or distributed to any member that is also an Eligible Recipient.
- (c) The decision about which Eligible Recipient is (or which Eligible Recipients are) to be given the Surplus Assets under rule 10(b) is to be determined:
 - (i) by a Special Resolution of the members at or before the winding up or dissolution of the company; or
 - (ii) if no such Special Resolution is passed, by the Supreme Court,with priority to be given to an Eligible Recipient or Eligible Recipients connected with and operating primarily for the benefit of the University community.

11 Loss of deductible gift recipient endorsement

- (a) If the company is endorsed as a deductible gift recipient for the purpose of operating one or more funds, authorities or institutions and the endorsement for one or more such fund, authority or institution is revoked (**DGR Revoked Entity**), then the company must:
 - (i) satisfy all liabilities of each DGR Revoked Entity from that particular DGR Revoked Entity's assets; and
 - (ii) ensure that the following assets remaining after the payment of all liabilities in accordance with rule 11(a)(i) are distributed to another fund, authority or institution having similar objects or purposes to and having the same deductible gift recipient endorsement as the particular DGR Revoked Entity:
 - (A) deductible gifts of money or property received for the purpose of the DGR Revoked Entity;
 - (B) deductible contributions made in relation to an eligible fundraising event held to raise funds for the purpose of the DGR Revoked Entity; and

- (C) money received by the company because of such deductible gifts and contributions.
- (b) The decision about which Eligible Recipients are to receive the funds distributed in accordance with rule 11(a)(ii) is to be determined by a resolution of the directors, with priority to be given to an Eligible Recipient or Eligible Recipients connected with and operating primarily for the benefit of the University community.

Part G – Administrative matters

12 Minutes, records and negotiable instruments

12.1 Minutes

The directors must ensure the following minutes are recorded, approved and kept in accordance with the law:

- (a) meetings and resolutions of members (including those made without meetings under rule 6.12);
- (b) meetings and resolutions of directors (including those made without meetings under rule 8.17); and
- (c) meetings and resolutions of committees.

12.2 Inspection of records

- (a) Subject to the law and rule 12.2(b), the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them will be open for inspection.
- (b) A member may, upon reasonable notice to the directors, inspect any books, records or documents of the company, provided the information obtained is only used for a proper purpose in connection with membership of the company. In the case of directors' minutes and resolutions, the directors may, at their complete discretion, refuse to provide all or some of the directors' minutes or provide such records in a redacted form.
- (c) The company must establish and administer all registers required to be kept by law and each member must provide the company with such information as is required for the company to comply with this rule. If events occur which would cause the information contained in a register maintained by the company to be inaccurate the member must notify the company in writing of the change within 21 days of the member becoming aware such change has occurred.
- (d) Unless proved incorrect, the register is sufficient evidence of the matters shown in the register.
- (e) The company must keep all financial and other records required by law.

12.3 Reporting

In addition to the company's reporting requirements at law, the directors must:

- (a) prepare for the members and for the Senate a report on the company and a statement of its accounts for the prior year ending 31 December; and
- (b) forward such report and statement, duly reviewed or audited (as required by law), together with any annexures, to the Registrar of the University prior to the next annual general meeting.

12.4 Negotiable instruments

The directors may determine how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments or other documents must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the company.

13 Indemnity and insurance

- (a) To the extent permitted by law, the company indemnifies its officers (both current and past) for all losses or liabilities incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.
- (b) This indemnity:
 - (i) may only be for losses or liabilities incurred as an officer of the company (either before or after the adoption of this rule);
 - (ii) does not cover any loss or liability of an officer seeking to be indemnified under this rule if that loss or liability arises from that person's wilful misconduct or fraud; and
 - (iii) operates only to the extent the loss or liability is not paid by insurance.
- (c) To the extent permitted by law, the company may take out and pay for insurance for the benefit of its officers (both current and past) against any liability incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for legal costs.
- (d) To the extent permitted by law, the company may enter into an agreement (including a deed) with a person who is or agrees to become or has been an officer of the company on any terms and conditions the directors think fit to give effect to the rights of that person under this rule 13. Any such agreement may also give the person rights to inspect and obtain copies of the books of the company for the purposes, and on such other terms and conditions, as the directors resolve.

14 Amendment of constitution

- (a) The company may only modify or repeal its constitution, or a provision of its constitution, by doing both of the following:
 - (i) passing a Special Resolution; and
 - (ii) receiving the written approval of the Senate, subject to rules 14(b)-(e).
- (b) For the purposes of rule 14(a)(ii), the Senate may only reject a proposed modification or repeal of the constitution (or any provision of it), or withhold

approval for a proposed modification or repeal of the constitution (or any provision of it), on reasonable grounds. Without limiting the foregoing, for the purposes of this rule 14(b), reasonable grounds will include if:

- (i) in the reasonable opinion of the Senate, the proposed modification or repeal would:
 - (A) materially and adversely affect the University's rights or interests;
 - (B) bring the University or the company into disrepute;
 - (C) breach any applicable law or binding agreement between the company and the University; or
 - (D) materially detract from the company's ability to conduct the activities of the company in the furtherance of its Charitable Purpose; or
 - (ii) the University's Deputy Vice-Chancellor (Education and Students), acting reasonably, determines that additional time (not exceeding 2 months in total from the date the written notification is received) is required to properly consider the proposed modification or repeal, and the company declines to agree to an extension under rule 14(e). For the avoidance of doubt, the power conferred on the Deputy Vice-Chancellor (Education and Students) by rule 14(b)(ii) may not be relied upon if the applicable timeframe is that under rule 14(c)(iv).
- (c) For the purposes of rule 14(a)(ii), if the company notifies the Senate in writing of a proposed modification or repeal of the constitution (or any provision of it), the Senate will be deemed to have approved the proposed change if:
- (i) written communication is provided by the Senate to the company approving the change; or
 - (ii) if the change relates to the Senate's powers or functions under this Constitution, no written response approving or rejecting the change is provided by the Senate to the company within 2 months; or
 - (iii) if the change relates to ensuring the company complies with obligations imposed by legislation or a regulatory body, and the change is necessary to ensure that compliance, no written response approving or rejecting the change is provided by the Senate to the company within 21 calendar days; or
 - (iv) if the change relates to ensuring the company complies with obligations imposed by legislation or a regulatory body, the change is necessary to ensure that compliance, the obligation requires the change to be made in less than the timeframe contemplated by rule 14(c)(iii), and provided that the proposed change is notified by the company to the Senate as soon as reasonably practicable after the company becomes aware it is needed, no written response approving or rejecting the change is provided by the Senate to the company prior to the date the corresponding Special Resolution approving the change under rule 14(a)(i) is passed.
 - (v) in any other circumstance, no written response approving or rejecting the change is provided by the Senate to the company within 30 calendar days.

- (d) For the avoidance of doubt, if an amendment under rule 14(a) falls into more than one category under rules 14(c)(ii)-(iv), the time period in which the Senate must provide a written response approving or rejecting the amendment shall be deemed to be the shortest time period applicable under those provisions.
- (e) If the company expressly provides the Senate in writing an extended timeframe in which to approve or reject an amendment, that timeframe shall apply instead of those contemplated by rules 14(c)-(d).

15 Notices

15.1 Giving of notices

Any notice, document or other communication required or permitted to be given under this constitution or law may be given in any manner (including through the use of technology) provided such manner complies with:

- (a) the law; and
- (b) any policies and procedures relating to the giving and receiving of notices, documents and other communications as determined by the directors from time to time.

15.2 Timing of services

- (a) Where a notice is served personally, service of the notice is taken to be effected when delivered.
- (b) Where a notice is sent by post, service of the notice is taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post:
 - (i) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic means, including email or fax, service of the notice is taken to be effected:
 - (i) when the sender receives an automated message confirming delivery; or
 - (ii) 30 minutes after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message the notice has not been delivered,whichever happens first.
- (d) If the delivery or receipt of a notice is on a day which is not a Business Day or is after 5.00pm on a Business Day, it is deemed to be received at 9.00am on the following Business Day.

16 General

- (a) **Common seal:** The company may, but is not required to, have and use a common seal. If the directors determine the company have a common seal, then it must be kept and used in accordance with the law.
- (b) **Formulating rules:** Without limiting the directors' powers under this constitution, the directors may from time to time make regulations and rules about any matter related to the operations or conduct of the company, provided such regulations and rules are not inconsistent with the law or this constitution. If there is any inconsistency between regulations and rules formulated pursuant to this rule 16(b) and the provisions of this constitution or the law, the provisions of this constitution and the law will prevail.
- (c) **Bylaws:** Subject to rule 16(b), the directors may enact bylaws (being rules of the company) by special resolution of at least 75% of directors of the directors to give effect to the provisions of this constitution and for the proper conduct of the company's business, operations and governance.
- (d) **Submission to jurisdiction:** Each member submits to the non-exclusive jurisdiction of the Supreme Court of the State of New South Wales, the Federal Court of Australia and the Courts which may hear appeals from those Courts.
- (e) **Transitional Period:** Notwithstanding any other provision of this constitution, during the Transitional Period the provisions of Schedule 3 will apply and will override all other provisions of this constitution to the extent of any inconsistency.

17 Relationship with Senate

This constitution is subject to the following requirements:

- (a) 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 the company of which the Vice Chancellor becomes aware and which the Vice Chancellor believes may be of a serious nature;
- (b) before making any such recommendation to undertake an Investigation to the Senate, the Vice Chancellor will consult with the directors of the company;
- (c) Senate will consider any such recommendation by the Vice Chancellor and may, if it believes it is appropriate to do so, authorise an Investigation;
- (d) any authorisation by Senate of an Investigation must be reported by the Registrar of the University to the directors of the company and, unless the Registrar of the University believes there is good reason not to do so, to the members of the company;
- (e) directors, staff and members of the company must provide the Investigator with all such information and documentation as the Investigator may reasonably require to conduct the Investigation;
- (f) 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:

- (i) 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 company;
 - (ii) 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;
 - (iii) appoint, for a specified temporary period, an external auditor for ongoing monitoring and appraisal of the company;
 - (iv) implement such other steps which take account of the findings or recommendation of the Investigation;
- (g) the Vice Chancellor will report, in a timely way as required by Senate, on any action taken or proposed to be taken pursuant to the outcome of any of the actions or recommendations taken pursuant to rule 17(f) to Senate and will recommend how and to whom further reports will be made; and
- (h) for the avoidance of doubt, nothing in this rule 17 is intended to give the administrator, the Vice Chancellor, or the Vice Chancellor's nominee the capacity to determine the outcome of decisions about the company's financial and operating policies.

Schedule 1 Dictionary

1 Dictionary

In this constitution:

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

Annual Election means an annual election of the Member Elected Directors to be conducted in or about May of each year.

Appeal Period has the meaning given at rule 5.5(a).

Appointed Directors has the meaning given at rule 8.2(b).

Business Day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the company's registered office is located.

Bylaws means the bylaws made under rule 16(c) of this Constitution, as amended from time to time.

Casual Vacancy has the meaning given at rule 8.2(d).

CEO means the individual who holds the position of chief executive officer within the company, including any person acting in this capacity or any future equivalent title.

Charitable Purpose has the meaning given at rule 3.1.

Charter means the University Student Charter 2020 and the USU Board Charter (or any successor documents) as effective from time to time provided the relevant document is directly applicable to the member or the member was otherwise a signatory to that document.

Corporations Act means the *Corporations Act 2001* (Cth).

DGR Revoked Entity has the meaning given at rule 11(a).

Electoral Roll means the list of Voting Members entitled to vote in an Annual Election, prepared in accordance with this Constitution and the Bylaws.

Eligible Recipient means an organisation which:

- (a) has charitable objects or purposes similar to the Charitable Purpose;
- (b) has a governing document which requires its income and property to be applied in promoting its objects and agrees to use any distribution provided to it by the company to further such objects or purposes;
- (c) is registered as a charity with the Australian Charities and Not-for-profits Commission;
- (d) by law or its constituent rules, is prohibited from distributing, and does not distribute, its income and property amongst its members (either while it is operating

or upon winding up) to an extent at least as great as is imposed upon the company; and

- (e) if the company is endorsed as a deductible gift recipient for the purpose of any Australian federal tax law, is similarly endorsed as a deductible gift recipient.

General Director Requirements has the meaning given at rule 8.4(a).

Graduand means a person who has completed the requirements for the award of a degree or diploma of the University but who has not yet had that degree conferred.

Graduate has the meaning given in the University Act.

Honorary Treasurer means the person holding the office of honorary treasurer pursuant to rule 8.14(a).

Honorary Secretary means the person holding the office of honorary secretary pursuant to rule 8.14(a), which for the avoidance of doubt is a different role to the role of Secretary outlined in rule 9.

Immediate Past President means the person who ceased to hold the position of President on 30 June of the relevant year by virtue of their term expiring and is appointed as a director pursuant to rule 8.4(d).

Investigation has the meaning given at rule 17(a).

Investigator has the meaning given at rule 17(a).

Member Disciplinary Resolution has the meaning given at rule 5.4(b).

Member Elected Directors has the meaning given at rule 8.2(a).

Membership Renewal Notice has the meaning given at rule 4.7.

Patron means an individual who has agreed to lend their name to the company in order to support its reputation and standing in furtherance of the Charitable Purpose, as appointed by a special resolution of at least 75% of directors.

President has the meaning given at rule 8.14(a).

Remuneration Committee has the meaning given at rule 8.7(c).

Senate means the Senate of the University, and includes any officer, person and/or body authorised to exercise a function of the Senate under the University Act or the University of Sydney Delegations of Authority Rule (as may be amended or replaced from time to time).

Serious Disciplinary Notice has the meaning given at rule 5.4(g).

Show of Preference has the meaning given at rule 6.8(c).

Special Resolution has the meaning given in section 250MA of the Corporations Act, notwithstanding the operation of section 111L of the Corporations Act.

Surplus Assets has the meaning given at rule 10(b).

Transfer Date means the date on which USU ceases to exist or transfers its operations to the company.

University means the University of Sydney as established by the University Act.

University Act means the *University of Sydney Act 1989* (NSW).

USU means the unincorporated association known as the University of Sydney Union being the predecessor to the company.

Vice Chancellor has the meaning given in the University Act.

Vice President has the meaning given at rule 8.14(a).

Visitor means an individual recognised by the University as a visitor pursuant to the University Act.

Voting Member means an Ordinary Member and a Life Member.

2 Interpretation

2.1 General

In this constitution the following rules of interpretation apply unless the contrary intention appears:

- (a) the words 'constitution', 'director', 'secretary', 'member' and the like are, and should be interpreted to be, references to the constitution, director, secretary, member and the like (as the case may be) of the company named in rule 2(a) unless the context otherwise requires;
- (b) a reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being;
- (c) headings are for convenience only and do not affect the interpretation of this constitution;
- (d) the singular includes the plural and vice versa;
- (e) words which are gender neutral or gender specific include every other gender;
- (f) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (g) the words 'such as', 'including', 'for example', 'particularly' and similar expressions are not used as, nor are intended to be, interpreted as words of limitation;
- (h) a reference to:
 - (i) a person includes a natural person, corporation, other body corporate, association, partnership, board, joint venture, government agency or other body (whether or not the body is incorporated);
 - (ii) this constitution includes all schedules;

- (iii) a law, statute, regulation, proclamation, ordinance or by-law includes all laws, statues, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a law or statute includes all regulations, proclamations, ordinances and by-laws issued under them;
- (iv) a monetary amount is in Australian dollars;
- (i) a requirement in this constitution for something to be carried out in writing will be satisfied if the matter in question is carried out in some other lawful manner approved by the directors;
- (j) where communication from a member to the company must be 'signed' by a member, in addition to any other methods permitted by law, the member may sign in any manner which allows the directors to be satisfied, acting reasonably, that the communication is from the relevant member, including by using an electronic signature; and
- (k) 'writing' or 'written' includes modes of representing or reproducing words, figures, drawings or symbols in a visible or tactile form which renders the message retrievable by people who know the language in question.

2.2 Replaceable rules do not apply

The replaceable rules contained in the Corporations Act from time to time do not apply to the company.

Schedule 2 Membership classes

Membership class	Eligibility criteria	Admission process	Membership rights
Ordinary Member	<p>To be eligible to become an Ordinary Member an applicant must:</p> <ul style="list-style-type: none"> • comply with the eligibility requirements set out at rule 4.2(a); and • be a: <ul style="list-style-type: none"> – Graduated; – Member of Convocation of the University as defined in section 14 of the University Act; – student enrolled in a course of study leading to the award of a degree or diploma from the University; – full-time, part-time or casual employee of the company; – Visitor; – Patron; or – persons appointed by the Senate as an Appointed Director who is not otherwise eligible for membership. 	<p>An Ordinary Member must be admitted into membership by the directors (or their delegate) in such manner as the directors determine.</p>	<p>An Ordinary Member has the right to:</p> <ul style="list-style-type: none"> • receive notices of, attend and be heard at general meetings of members; • exercise one vote: <ul style="list-style-type: none"> – on a Show of Preference at a meeting of members; – on a poll at a meeting of members; and – when voting upon a resolution to be determined without a meeting under rule 6.12; and • subject to rule 8.4(a), stand for election as a Member Elected Director.
Life Member	<p>To be eligible to become a Life Member an applicant must:</p> <ul style="list-style-type: none"> • comply with the eligibility requirements set out at rule 4.2(a); • have, in the opinion of the directors, given outstanding service and/or made an outstanding contribution to the <i>purpose of USU or the company</i>; and • have been a member of good standing of either the USU or the company or a combination of either or both for a period totalling at least three years. 	<p>A Life Member must be admitted into membership by resolution of the directors.</p>	<p>A Life Member has the right to:</p> <ul style="list-style-type: none"> • receive notices of, attend and be heard at general meetings of members; • exercise one vote: <ul style="list-style-type: none"> – on a Show of Preference at a meeting of members; – on a poll at a meeting of members; and – when voting upon a resolution to be determined without a meeting under rule 6.12; and

Membership class	Eligibility criteria	Admission process	Membership rights
			<ul style="list-style-type: none"> subject to rule 8.4(a), stand for election as a Member Elected Director.
Fellow	<p>To be eligible to become a Fellow an applicant must:</p> <ul style="list-style-type: none"> comply with the eligibility requirements set out at rule 4.2(a); and have, in the opinion of the directors, made an extraordinary contribution to the purpose of USU or the company or the broader University community. 	<p>A Fellow must be admitted into membership by special resolution of the directors.</p>	<p>A Fellow has the right to receive notices of, attend and be heard at general meetings of members.</p> <p>For the avoidance of doubt, a Fellow has no right to:</p> <ul style="list-style-type: none"> exercise a vote: <ul style="list-style-type: none"> on a Show of Preference at a meeting of members; on a poll at a meeting of members; or when voting upon a resolution to be determined without a meeting under rule 6.12; or stand for election as a Member Elected Director.
Affiliate Member	<p>To be eligible to become an Affiliate Member an applicant must:</p> <ul style="list-style-type: none"> comply with the eligibility requirements set out at rule 4.2(a); and be a: <ul style="list-style-type: none"> full-time, part-time or casual employee of the: <ul style="list-style-type: none"> Residential Colleges at the University of Sydney; University; University of Sydney Students' Representative Council; Sydney University Postgraduate Representative Association; or Sydney University Sport and Fitness Limited; person enrolled in any non-award course conducted by the University, including any course conducted through the University's 	<p>An Affiliate Member must be admitted into membership by resolution of the directors.</p>	<p>An Affiliate Member has the right to receive notices of, attend and be heard at general meetings of members.</p> <p>For the avoidance of doubt, an Affiliate Member has no right to:</p> <ul style="list-style-type: none"> exercise a vote: <ul style="list-style-type: none"> on a Show of Preference at a meeting of members; on a poll at a meeting of members; or when voting upon a resolution to be determined without a meeting under rule 6.12; or stand for election as a Member Elected Director.

Membership class	Eligibility criteria	Admission process	Membership rights
	<p>Centre for Continuing Education and the Centre for English Teaching;</p> <ul style="list-style-type: none"> - person who has a member of the company in the previous calendar year and has been granted permission to defer their study at the University; - resident or employee of student accommodation providers servicing the University not otherwise eligible for membership, as the directors may prescribe from time to time; or - Graduate. 		

Schedule 3 Transitional Period

1 Transitional Period

- (a) Notwithstanding any other provision of this constitution, during the Transitional Period the provisions of this Schedule 3 will apply and will override all other provisions of this constitution to the extent of any inconsistency.
- (b) For the purposes of this Schedule 3, the term Transitional Period means the period between the date of incorporation of the company and the date on which is one full Business Day after the:
 - (i) transition of the assets and liabilities of USU to the company is complete with approval from the Senate; or
 - (ii) date that the directors resolve the Transitional Period will end with approval from the Senate,whichever is the later.

2 Members and membership

- (a) During the Transitional Period:
 - (i) the members noted on the application for incorporation of the company will be deemed to be Ordinary Members and the provisions of rule 4.2 will not apply;
 - (ii) any applicant for membership following incorporation of the company but during the Transitional Period:
 - (A) must only be admitted by resolution of a majority of the directors; and
 - (B) will be deemed to be an Ordinary Member;
 - (iii) no member is required to comply with the:
 - (A) eligibility criteria applicable to the relevant class of membership as set out in the column titled 'Eligibility criteria' in the table at Schedule 2; or
 - (B) the admission process applicable to the relevant class of membership as set out in the column titled 'Admission process' in the table at Schedule 2; and
 - (iv) the quorum for a general meeting of members (including any adjourned meeting) is two members present in person and entitled to vote at a general meeting.
- (b) If at the conclusion of the Transitional Period no current member remains eligible for membership, the membership of each member will not cease until at least one new member has been admitted in accordance with rule 4.2.

3 Directors

- (a) The directors noted on the application for incorporation of the company will be deemed to be Appointed Directors and, for the avoidance of doubt, the provisions of rules 8.2 to 8.5 will not apply during the Transitional Period.
- (b) The term of the appointment for the directors will be for the Transitional Period only and, subject to rule 3(e), the term of appointment of the directors referred to in rule 3(a) of this Schedule 3 will cease on the date the Transitional Period ends.
- (c) The directors for the purposes of the Transitional Period will meet within three Business Days of the company's incorporation and appoint for logistical purposes a President and Vice President as contemplated elsewhere in this Constitution.
- (d) A person holding the position of director of USU immediately prior to the conclusion of the Transitional Period, subject to rule 8.6 and each person providing their consent:
 - (i) hold the equivalent director position in the company; and
 - (ii) have any term served as a director of USU be counted in determining the term limits specified under rule 8.5.
- (e) Notwithstanding rule 3(b) of this Schedule 3, a director who was appointed pursuant to rule 3(a) of this Schedule 3 and is also a director of USU immediately prior to the conclusion of the Transitional Period may be reappointed subject to the requirements of rule 3(d) of this Schedule 3.

4 Special Resolution

During the Transitional Period, no amendment may be made to the constitution without both a Special Resolution of the members and written approval of the Senate.