



# MINUTES

USYD STUDENT UNION LTD

ACN 688 637 818

Minutes of Meeting of Directors held on: **31 March 2026**

Location: **Level 6 Meeting Room** and **Online via Zoom**

Chairperson: **Ben Hines**

Meeting opened: **9.03 am (AEDT)**

## Present

Ben Hines (BH)	President, Chair
Phan Vu (PV)	Vice President, Deputy Chair
Bryson Constable (BC)	Director
Janina Jancu (JJ)	Public Officer
Helena Millard (HM)	Company Secretary

### 1. Opening and Acknowledgement of Country

The Chair opened the meeting at 9.03 am (AEDT) and acknowledged Country.

### 2. Conflicts of Interest

No conflicts were declared.

### 3. Previous Minutes and Actions Arising

The minutes of previous meetings that had not yet been approved will be considered for approval at the meeting on 8 April.

### 4. Waiver of Notice Requirements

*That the Board, entirely and unanimously, consents to the holding of the present meeting, and the passing of all motions therein, notwithstanding the shortened notice periods given.*

**Moved:** BH; **Seconded:** PV

### 5. Passing of USU Policies, Delegations, Etc.

HM presented a paper setting out the USU policies proposed to be adopted by USU Ltd (**Annexure A**) and updated the Board on the progress of that process, noting that

it was approximately halfway complete and expected to be finalised before the conclusion of the transitional period. Accordingly, the Chair moved the following motions:

- 1. That the Board approves and enacts for the purposes of USU Ltd all policies, procedures, and delegations in effect for the unincorporated USU as at 31 March 2026.*
- 2. That for the purposes of the enactment of the foregoing, reasonable allowances ought be made for the interpretation of those policies, procedures, and delegations such that they apply to USU Ltd and its structures rather than those in place for the unincorporated USU.*
- 3. The Board approves the process of formally updating to existing USU policies arising from the transition from an unincorporated association to USU Ltd and requests that Helena Millard and Janina Jancu provide the Board with updated documents for approval by 8 April 2026.*

**Moved:** BH; **Seconded:** BC

## 6. Deeds of Transfer and Novation

- The Deed of Transfer was circulated to the Board for comment; no comments were received.
- Occupational licences were considered; those with the University are due to expire by the end of the year, and the Abercrombie licence has already expired.
- It was noted that if any counterparty refuses to execute a Deed of Novation, the USU will remain reliant on the existing arrangements under the unincorporated entity.

**ACTION:** JJ to send a copy of the Deed of Transfer to PV for signing on behalf of USU; to BH and BC for signing for USU Ltd.

## 7. Further Constitutional Amendments

BH noted that a few minor amendments are recommended and will be circulated for review prior to submission.

JJ advised that, for the purposes of the election and re-joining of members, the USU Ltd constitution must be published by the following day, and clarity is required on which version to upload.

BH confirmed that Natalie's prior email can be taken as approval, and that the current version reflects an appropriate balance in response to her query.

**ACTION:** PV and BH to identify necessary constitutional amendments and circulate proposed amendments for approval before the end of the transitional period.

## 8. USU Ltd Bylaws

- BH and PV spoke to the proposed changes to the Bylaws and noted that the changes were largely non-controversial and did not introduce substantive amendments.
- Any further changes identified that had not already been raised at the meeting were to be submitted by members so that they could be considered for amendment before the end of the transitional period.

### **MOTION:**

*That the Board approves the adoption of the attached Bylaws pursuant to rule 16(c) of the Constitution, with the Bylaws to come into effect from 1 April 2026.*

**Moved:** BH; **Seconded:** PV

**ACTION:** Members of the meeting are to review the Bylaws and provide any comments or proposed further amendments by 7 April.

## 9. ATO Authorised Contacts

*That the Board:*

1. *approves the addition of the following persons as authorised contacts for USyd Student Union Ltd with the ATO, with effect from 1 April 2026, with the scope of authority for each person being as set out in the attachment:*
  - *Tania Maiolo, Director of Finance*
  - *Benjamin Patrick Peng Wu, Finance Manager*
  - *Berit Keldorff, Senior Payroll Officer*
  - *Peita Lane, Director of People & Culture; and*
2. *authorises the Vice President, Phan Vu, to take all steps necessary to give effect to this approval.*

*For the avoidance of doubt, at the time this resolution is passed, the individuals named above hold the offices stated with the University of Sydney Union and will assume the corresponding offices with USyd Student Union Ltd from 1 April 2026.*

## 10. ACNC Authorised Persons

*That the Board:*

1. *approves the addition of the following persons as authorised persons on the USyd Student Union Ltd ACNC portal, effective from 1 April 2026:*
  - *Janina Jancu, CEO*
  - *Tania Maiolo, Director of Finance*
  - *Helena Millard, Governance Officer*
2. *authorises the Vice President, Phan Vu, to take all steps necessary to give effect to this approval.*

*For the avoidance of doubt, at the time this resolution is passed, the individuals named above hold the offices stated with the University of Sydney Union and will assume the corresponding offices with USyd Student Union Ltd from 1 April 2026.*

Motions in agenda items 9 and 10 are moved en bloc.

**Moved: BH; Seconded: PV**

## 11. Company Name Change

PV updated that she had requested G+T to complete the company name change application for lodgement with ASIC.

Additionally, JJ raised that once "USU" is deregistered and the name becomes available for USU Ltd, the group should discuss whether any resolution or other action is needed to allow the unincorporated USU to continue using the name for the purposes of the election, so as to avoid having to call it "Holme Annexe Elections".

## 12. 1 April 2026 Meetings

- A Special Board Meeting to be called on 1 April 2026 AEDT (1:30pm AEDT), for the purposes of calling the 2026 USU Ltd AGM.
- A motion to be moved at both the Special Board Meeting and the AGM to address the reduced notice periods for the motion and for the holding of the meetings.

## 7. Any Other Business

- It was noted that email communications to welcome members to the Incorporated USU starting 1 April will be sent from the President's account on the morning of the transition date, with further updates to follow regarding membership and sign-ups.
- JJ provided an update that a meeting is scheduled at 10:00 am to assess the feasibility and ensure systems are operational from an IT perspective.
- JJ flagged that there had been an intention to implement membership benefits under the incorporated entity, including transitioning rewards membership from 1 April; however, additional time is required for implementation.

The next meeting will be held on 1 April 2026.

Meeting closed: **10.00 am (AEDT)**



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## ANNEXURE A – USU LTD POLICIES BOAD PAPER

### BOARD PAPER: USU POLICIES

Author: Helena Millard

Title: USU Governance Officer

	Page No.	Res. No.
<b>Recommendation 1</b> The Board approves updates to existing University of Sydney Union (USU) policies arising from the transition from an unincorporated association to an incorporated entity, to be known as USYD Student Union Ltd.	3-4	

## Transition to Incorporated Entity

This document outlines updates to existing University of Sydney Union (USU) policies arising from the organisation's transition from an unincorporated association to an incorporated entity, to be known as USYD Student Union Ltd.

The incorporation is expected to take effect on or around 1 April 2026. As part of this transition, a review of all existing policies will be undertaken to ensure they accurately reflect the new legal structure and governance framework of the organisation.

## Nature of updates

The updates contained in the following policies (Appendix A) are limited to incorporation-related changes only. These include, but are not limited to:

- Updating the legal name of the organisation
- Reflecting the transition from an unincorporated association to a company limited by guarantee
- Aligning terminology with the new Constitution and corporate governance framework
- Updating references to roles, responsibilities, and governing bodies where required
- Ensuring consistency with applicable legal and regulatory obligations following incorporation

These changes are primarily administrative and technical in nature and do not introduce substantive policy shifts unless required to ensure compliance with the new corporate structure.

## Approval and review

These updates form part of the broader incorporation process and are subject to approval in accordance with the USU's governance requirements. Policies will continue to be reviewed periodically to ensure ongoing compliance and relevance.



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## Appendix A

USU Policy Name
Access Partners Policy
Acknowledgement of Country
Advertising Promotion and Sampling Policy
Annual Accounts Policy
Board Cab Charge Policy
Board Travel Expenses Reimbursement Policy
Body Piercing and Uniform Policy
Breastfeeding Policy
Capex Policy
Cash Fraud Mitigation Policy
CCTV Workplace Surveillance Policy
Charity Policy
Charity Policy
Circular Resolution
Code of Conduct
Credit card Policy
Dedicated Spaces Policy
Delegations of Authority Policy
Director of Student Publications Policy
EFTPOS Policy
Email and Social Media Policy
Equal Employment Opportunity and Anti-Discrimination Policy
Equity Membership Policy
Ethnocultural Policy
Ethnocultural Space Policy
First Aid Policy
Handling of Grievances Policy
In Camera Policy
Incident Report and Return to Work Policy
Interfaith Policy
Internal Advertising Policy
Investment Policy
Manning Bar Food Policy for Group Bookings
Maternity and Paternity Leave Policy
Membership fee reduction policy
Micro-Blogging of Board Meetings Policy
Minutes Policy
Mobile Communication Device Policy
Pricing Policy
Privacy Policy
Protective Clothing Policy
Publication, Media & Brand Protection Policy



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Purchase of IT Peripheral Equipment and Software Policy Policy
Queer Portfolio Policy
Queer Space Policy
Release of Board Documents Policy
Remote Clinical Sites Clubs and Societies Funding Policy
Remuneration Policy
Reserves Policy
Responsible Service of Alcohol Policy
Skin cancer check reimbursement policy
Smoking policy
Spaces allocation policy
Spectacles Contact Lenses and Laser Eye Surgery Reimbursement Policy
Staff Engagement Policy
Staff Meal Policy
Staff Travel Policy
Sustainability Policy
Transparency Policy
Use of IT Resources Policy
USU Affiliated Student Groups Code of Conduct
USU Bullying-Harrassment-Discrimination Policy (Student Groups)
USU Complaints and Discipline Procedure (Student Groups)
USU Discipline Policy (Student Groups)
USU COVID-19 Vaccination Policy Dec 21
USU Risk Management Policy



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# MINUTES

## ANNEXURE B – USU LTD BYLAWS



# THE BYLAWS OF UNIVERSITY OF SYDNEY UNION LTD ACN 688 637 818

AS OF 1 APRIL 2026

For more information, please contact [info@usu.edu.au](mailto:info@usu.edu.au) or the Board President at [president@usu.edu.au](mailto:president@usu.edu.au)

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## 1. PRELIMINARY

### 1.1. Introduction

1.1.1. These Bylaws are enacted pursuant to rule 16(c) of the Company's Constitution and apply as amended to all Members of the Company.

1.1.2. These Bylaws may be amended, added to, replaced, or repealed only in line with the mechanisms and requirements found within the Constitution and, where relevant, within these Bylaws.

### 1.2. Definitions and interpretation

1.2.1. Unless the contrary intention appears, a term defined in the Constitution has the same meaning in these Bylaws.

1.2.2. The interpretation provisions of the Constitution apply to these Bylaws, unless the contrary intention appears.

1.2.3. If there is any inconsistency between these Bylaws and the Constitution, the Constitution prevails.

1.2.4. In these Bylaws, the following additional terms have the meanings given to them below:

**Annual Election** means elections for the Member Elected Directors as prescribed in the Constitution.

**Board** means the Board of Directors of the Company;

**Company** means University of Sydney Union Ltd ACN 688 637 818, and includes any lawful change of that name in accordance with the *Corporations Act 2001* (Cth) and the Constitution;

**Constitution** refers to the Constitution of the University of Sydney Union Ltd;

**Executive or Executive Director** refers to an Office Bearer;

**In camera** refers to a meeting, or part of a meeting, being conducted in camera as contemplated by the Constitution or these Bylaws. In camera sessions are confidential and exclude all persons who are not members of the Board or the relevant Committee from participation in the meeting, unless otherwise resolved by that Board or Committee;

**Non-Executive Director** refers to a director of the Company who is not an Office Bearer;

**Officer** includes (a) a Director; b) the CEO; c) any members of the senior leadership team; (d) any person who (i) makes, or has a role in making, decisions that affect the whole, or a substantial part, of the operations of the Company; (ii) has the capacity to affect significantly the Company's financial standing; or (iii) in accordance with whose instructions or wishes the Senior Leadership Team or the Board is accustomed to act; (e) a receiver, or receiver and manager, of the property of the Company; (f) an administrator of the Company; or (g) a trustee or other person administering a compromise or arrangement made between the Company and another person;

**Office Bearer** means a director appointed to the office bearer position referred to in rule 8.14(a) of the Constitution;

**Selection Panel** means a panel constituted under section 8.2 of the Bylaws;

**Special Board Meeting** means a meeting of the Board other than an ordinary Board meeting, conducted in a manner consistent with the Constitution and Bylaws;

**Standing Orders** means the conduct of meetings as prescribed by the Bylaws from time to time; and

**Unincorporated Association** means the association known as the University of Sydney Union ABN 73 818 179 759, being the predecessor to the Company.

**Women or gender diverse people** mean persons who identify as women or who have a gender identity other than that of a cisgender man.

1.2.5. Unless the contrary intention appears, words importing the singular include the plural, and vice versa.

1.3. Transitional continuity

1.3.1. On and from the commencement of these Bylaws, each person who, immediately before commencement, held office as a member of a committee, working party, portfolio, panel, student leadership position, coordination role, or other position established under the former regulations of the Unincorporated Association is, where that position continues under these Bylaws, taken to hold the equivalent position under these Bylaws, subject to the Constitution.

1.3.2. Where, immediately before commencement, a person held office as a member of a committee of the Unincorporated Association that does not continue under these Bylaws, or whose functions have been subsumed into another committee under these Bylaws, that person ceases to hold that committee position on

commencement and is not taken to continue as a member of any successor committee unless provided for by subsection 1.3.1.

1.3.3. Any act, decision, appointment, or approval, in force under the former regulations of the Unincorporated Association immediately before commencement continues in force, so far as it is not inconsistent with the Constitution or these Bylaws, until amended, replaced, or revoked.

1.3.4. Unless the contrary intention appears, a reference in these Bylaws, or in any act, decision, delegation, appointment, approval, policy, procedure, standing order, or instrument continued by subsection 1.3.3, to a committee, office, position or title under the former regulations of the Unincorporated Association includes a reference to the corresponding successor committee, office, position or title under these Bylaws.

## 2. THE BOARD

### 2.1. Meetings of the Board

2.1.1. Meetings of the Board and Committees shall be conducted in accordance with the Standing Orders, which form Appendix 3 to this document and have the force and effect of Bylaws.

2.1.2. The Standing Orders shall be provided by the CEO to all Board Directors, Committee Members and Officers of the Company upon their induction.

2.1.3. Formal resolutions of the Board shall only be made in the course of a duly notified meeting of the Board, except that a formal resolution may be made otherwise where the proposed resolution is made in accordance with rule 8.17 of the Constitution and any policy or procedure relating to the decisions without meetings as in force from time to time.

2.1.3.1. Any policy or procedure referred to in subsection 2.1.3 must be consistent with the Constitution and these Bylaws.

### 2.2. The Board Agenda

2.2.1. The business at meetings of the Board shall be determined by the Executive Committee. The Executive Committee shall make this determination and provide four clear days' notice of same. The agenda shall include, in the order determined by the Executive Committee but subject to modification during the meeting by the Chair, but need not be limited to:

- (a) Apologies and leave of absence;
- (b) Minutes of previous meetings, Business arising from the minutes;

- (c) Motions of which due notice has been given;
  - (d) Confidential business;
  - (e) Reports of management, including the CEO and senior leadership team;
  - (f) Reports of the President, Vice President, Honorary Secretary, Honorary Treasurer;
  - (g) Reports of portfolio holders;
  - (h) Other business
  - (i) Open question time.
- 2.2.2. The agenda must include any item of business referred to Executive Committee by another Committee or working party of the Board.
- 2.2.3. The agenda must include any item of business referred to the Executive Committee by a Director.
- 2.2.4. Substantive resolutions of all Committees shall be included with the agenda for Board Meetings for noting by the Board or, where required, for the approval of the Board.
- 2.3. Intra-board disputes
- 2.3.1. In the event that there is a dispute between two or more Directors and informal means of resolution have been ineffectual, an External Mediator will be appointed by the Board to act upon the request of any Director pursuant to this section.
- 2.3.2. The Directors involved in the relevant dispute will not vote on the appointment of the Mediator, though may make representations to the Board as to the suitability of any suggested candidates.
- 2.3.3. If the Board are unwilling or unable to appoint a mediator under the mechanisms of section 2.3, the Chair of the People & Culture Committee, or any successor committee thereto, shall be empowered to do so.
- 2.3.4. The External Mediator will not be a director, trustee, employee, committee member, committee chair, or agent of the Company. The Mediator must also confirm in writing to the Board that they do not possess a material conflict of interest with any Director involved in the relevant dispute. The Chair of the People and Culture Committee, or any successor committee thereto, will be included in any mediation process.
- 2.3.5. Disputes which including but not limited to the following matters may be referred by any Board Director to the External Mediator for

conciliation:

- (a) bullying
- (b) assault
- (c) harassment
- (d) difficulties arising from allocation of workload
- (e) difficulties arising from allocation of responsibilities as a Board Director; and
- (f) any other difficulties arising in the performance of Board Director duties.

2.3.6. Upon receipt of such dispute the External Mediator will endeavour to conciliate the matter. Such mediation will be undertaken on a confidential basis as between the External Mediator and the Directors who are party to the dispute. Parties to the dispute will participate in mediation in good faith with a view to resolving the dispute. The relevant parties must act reasonably to ensure that they attend the mediation sessions and must make best efforts in their contributions.

2.3.7. In the event mediation is unsuccessful after a minimum of five hours across no more than two weeks, the External Mediator shall refer the matter to an External Arbitrator approved by the Board in the same manner as the External Mediator in order to arbitrate the dispute. Any arbitral decision created by the External Arbitrator will be binding on the Board and Board Director who is party to the dispute or affected by the dispute.

### **3. DIRECTORS AND EXECUTIVE OF THE BOARD**

- 3.1. All Board Directors shall act in accordance with the Duty Statements for Board Directors, which are contained in Appendix 1 to these Bylaws and form part of these Bylaws.
- 3.2. All Office Bearers shall act in accordance with the Duty Statement for their specific role, as contained in Appendix 1 to these Bylaws.
- 3.3. This section 3.3 and Appendix 1 shall not be modified or rescinded except by Special Resolution of the Board.
- 3.4. The Board may reprimand a Director by a motion of censure, or other measure, carried by Special Resolution. Such a motion must be put on notice, excepting that such a motion may be moved during the course of a meeting of the board if it arises from conduct occurring during that meeting.

- 3.5. A motion of censure must be considered in circumstances where a Director believes on reasonable grounds that another Director:
- 3.5.1. is in breach of their fiduciary duty to the Company;
  - 3.5.2. is in breach of a duty of confidentiality to the Company;
  - 3.5.3. has failed to remedy a conflict of interest;
  - 3.5.4. has engaged in serious misconduct in the exercise of their functions under the Constitution and the Bylaws made pursuant to it.
- 3.6. A motion of censure may be considered in circumstances where a Director believes on reasonable grounds that another Director:
- (a) in breach of the Duty Statements for Board Directors;
  - (b) has improperly used their position to gain an advantage for themselves or for another person, group of persons, or student organisation, or to otherwise cause detriment to the Company;
  - (c) has defied or obstructed a duly adopted resolution of the Board;
  - (d) has repeatedly breached the Standing Orders for meeting procedure.
  - (e) has otherwise engaged in conduct or omitted to act such that the conduct or omission requires reprimand rising to the level of a formal censure.
- 3.7. A motion of censure is not a mechanism by which to silence dissent or vindicate a purely interpersonal dispute.
- 3.8. A motion of censure carried on any of the grounds listed in section 3.5. may be followed by a further motion, which must be carried by Special Resolution, imposing any of the following consequences:
- (a) the censured Director is removed from any office they hold, including office bearer positions, committee positions, and portfolio positions but not their position as a Director unless otherwise considered under section 3.8(d);
  - (b) any remuneration, privileges, or special benefits afforded to the censured Director are suspended for a defined period;
  - (c) the Board formally requests the censured Director's resignation, formal apology, and/or an undertaking to remedy the grounds upon which the censure was carried;
  - (d) the Board considers a further motion pursuant to rule 5.4 of the Constitution, whereby the censured Director may be expelled from Membership of the Company and consequently ceases to be a Director. In such a case, the censure motion carried by Special Resolution is followed by a motion, carried by Special Resolution,

to consider a rule 5.4 of the Constitution motion at a subsequent Board meeting (which may be a special Board meeting).

- 3.9. A motion of censure carried on any of the grounds listed in subsection 3.6 may be followed by a further motion, which must be carried by Special Resolution, imposing any of the following consequences:
  - (a) the censured Director is removed from any office they hold, including office bearer positions, committee positions, and portfolio positions but not their position as a Director unless otherwise considered under the section 3.8(d);
  - (b) any remuneration, privileges, or special benefits afforded to the censured Director are suspended for a defined period;
  - (c) the Board formally requests the censured Director's formal apology and/or an undertaking to remedy the grounds upon which the censure was carried.
- 3.10. The powers and responsibilities of a Director pursuant to the Constitution and the Bylaws made pursuant to it are unaffected by a censure motion, except as provided by sections 3.8 and 3.9.
- 3.11. No Board vote conducted pursuant to this Part may be conducted in camera, though relevant deliberations may be conducted in camera.
- 3.12. Where a position on the Board is vacated, the person entitled to fill that vacancy pursuant to rule 8.2(e) of the Constitution shall be notified in writing by the CEO and confirm their acceptance of the position or confirm their rejection of the position to the CEO by letter posted or in the same form as the notification was communicated not more than two (2) weeks after the original notification. If no reply within 2 weeks (ten working days) the offer lapses. For the purposes of this clause, the CEO must make best efforts to ensure and confirm receipt of the notification.

#### **4. CONFLICTS OF INTEREST**

- 4.1. In meetings of the Board and its Committees
  - 4.1.1. Directors and Officers of the Company must avoid material conflicts of interest or duty in the conduct of their functions under the Constitution and the Bylaws made pursuant to it.
  - 4.1.2. Directors or Officers of the Company may avoid material conflicts of interest or duty by removing themselves from consideration of the business to which the conflict relates.
  - 4.1.3. The Board may, by special resolution, declare that a Director or Officer of the Company is encumbered by a material conflict of interest or duty and recuse them from consideration of the business to which the conflict relates.
  - 4.1.4. The Board shall maintain a public conflict register to be publicly

available to all members. All members of the Board must list any real or perceived conflict that may exist or is likely to arise in the course of their duties on Board.

4.1.5. A member of the Board must continually disclose any conflicts of interest which may arise over time generally or during the course of a discussion. Any such disclosure must be made at the time at which it arises or as soon as reasonably practicable.

#### 4.2. On Selection Panels

4.2.1. A member of a Selection Panel will have a conflict of interest where the business of the Selection Panel relates in any way to a person with whom that member has a marital, de facto, close personal, familial, or business relationship.

4.2.2. A member of a selection panel who has a conflict of interest must remove themselves from consideration of the relevant business of the selection panel. Failure to do so will constitute a breach of these Bylaws.

4.2.3. In the case of an Officer of the Company or a staff member, disciplinary action shall be governed by the relevant policies.

#### 4.3. Generally

4.3.1. A member of the Board must otherwise act in accordance with any policy implemented by the Company as in effect from time to time which deals with conflicts of interest.

### 5. BOARD COMMITTEES

5.1. There shall be standing committees of the Board as established by these Bylaws. The standing committees are regular committees of the Board responsible for the core areas of the Company's operations and are to be set out in Part 6. They shall have the composition, functions, powers, and procedures prescribed by these Bylaws.

5.2. Subject to rule 8.18 of the Constitution, the Board may establish, vary, or dissolve committees, and delegate powers to them, by adopting terms of reference or otherwise determining their composition, functions, powers, and procedures.

5.3. Without limiting section 5.2, the terms of reference of any committee constituted by the Board from time to time, other than a standing committee established by these Bylaws, shall be set out in Part 7.

5.4. The terms of reference of a committee may set out:

- (a) The purpose and duration of the Committee.
- (b) The composition of the Committee

- (c) Any special procedures of the Committee, including matters pertaining to its decision-making procedures, recruitment/appointment procedures and any other matter considered necessary.
  - (d) The responsibilities and powers of the Committee
- 5.5. In any committee, women or gender diverse people shall comprise no less than half the membership of a committee. In the case of a committee with an uneven number of members, women or gender diverse people shall comprise not fewer than the number of members produced by dividing the number of committee members by two and subtracting one half. If this condition cannot be satisfied, the matter must be considered by the Board, which may alter the composition of the Committee in order to satisfy the requirement or choose to allow a temporary exemption to the requirement in respect of that Committee.
- 5.6. Every committee shall have a Committee Chair appointed by the Board. The Committee Chair shall be responsible for conducting the business of the Committee in pursuance of its Terms of Reference. The Committee chair shall also be responsible for ensuring minutes of the Committee's deliberations are produced and provided to the Board, and that all duly carried resolutions of the Committee are tabled at the next ordinary meeting of the Board following those Committee or Board deliberations.
- 5.7. A decision of a committee contained in Part 7 of this document in pursuance of its Terms of Reference and within the scope of its delegated authority takes immediate effect provided only that the decision may be rescinded by the Board, said rescission taking only prospective effect.
- 5.8. A decision of a committee that is determined by Board to be beyond the power conferred by its Terms of Reference is invalid from the time the decision was made and to the extent it is outside of the committee's scope of authority.
- 5.9. In the event that a determination is made by the Board pursuant to section 5.7, the Board may determine that the decision be binding retrospectively up until the time of the determination if it is satisfied that the historic consequences of the committee's decision should not be disturbed.

## 6. STANDING COMMITTEES

- 6.1. A decision of a standing committee that is within its delegated authority takes effect as if it had been made by that authority.
- 6.2. There shall be a committee known as the Executive Committee. It shall comprise the Office Bearers and the CEO. It shall meet at least one week before each Board meeting or as otherwise required for the purposes of:
  - (a) authorising expenditure of less than \$5,000.
  - (b) authorising expenditure on emergency capital replacements of less

than \$10,000.

- (c) considering day-to-day matters which are not necessary to bring to Board, provided an accurate summary of such considerations are included for the Board's information at the following Board Meeting.
- (d) preparing and reviewing the agenda for the next Board meeting.
- (e) exercising where necessary powers incidental to the carrying out of the duties of office bearers and their responsibilities as listed in the Constitution and these Bylaws

6.3. There shall be a committee known as the Finance, Risk, and Audit Committee. It shall comprise:

- (a) the President (ex-officio)
- (b) the Honorary Treasurer (ex-officio)
- (c) up to four external persons appointed by the Board, one of whom is appointed as Chair
- (d) one Director who is not an Office Bearer appointed by the Board (Deputy Chair)
- (e) one University appointee
- (f) the CEO (ex officio)
- (g) the Director of Finance (ex officio)
- (h) up to two Senate Appointed Directors appointed by the Board of Directors

The function of the Committee shall be to review the financial, audit, legal, and risk management portfolios of the organisation and advise the Board in respect of these matters. The committee shall convene at least four times per year.

6.4. There shall be a committee known as the People and Culture Committee comprising:

- (a) the President, Deputy Chair (ex-officio)
- (b) the Vice President (ex-officio)
- (c) the Honorary Treasurer (ex-officio)
- (d) one Director who is not an Office Bearer appointed by the Board
- (e) up to three external persons, one of whom will be appointed Chair
- (f) at least one Senate Appointed Director appointed by the Board
- (g) the Immediate Past President (ex-officio)

- (h) the CEO (ex officio)
- (i) the Director of People and Culture (ex officio)

The committee shall advise the Board on all long term and short-term remuneration issues, including the target wages growth, and key processes and systems around remuneration for all staff and in particular non-award staff and policies for the remuneration of senior staff.

The committee shall advise the Board on all human resources policies, including management systems, performance review systems, all major industrial relations instruments, and recruitment processes and strategies. The Committee shall advise the Board on the management structure of the Company, seeking best practice in the Company's management structure.

The Committee shall review annually, or as necessary, the remuneration of the CEO and advise the Board.

For the avoidance of doubt, the Committee's functions in relation to work health and safety are governance and oversight functions only, and do not limit, replace or displace any consultation, representation, or committee requirement required by applicable work health and safety legislation. Where applicable work health and safety legislation requires the establishment or maintenance of a health and safety committee, health and safety representative arrangement, or other consultation mechanism, the Company must establish and maintain that arrangement in accordance with that legislation.<sup>1</sup>

The Committee shall convene at least four times a year.

- 6.5. There shall be a committee known as the Governance Committee comprising:
- (a) the President (ex-officio);
  - (b) one Office Bearer appointed by the Executive Committee;
  - (c) one Non-Executive Director;
  - (d) the CEO (ex-officio) or their appointee;
  - (e) the Director of People and Culture (ex-officio);
  - (f) the Director of Student Experience (ex-officio);
  - (g) up to two external members appointed by the Executive Committee; and
  - (h) up to two Senate Appointed Directors appointed by the Board.

The Executive Committee shall appoint an Office Bearer from among the

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<sup>1</sup> Sections 75(1) and 78 of the *Work Health and Safety Act 2011* (Cth) govern the establishment of, and meeting requirements for, a work health and safety committee.

Directors comprising sections 6.5(a)-(b), as Chair of the Committee. The Executive Committee shall appoint an external member as Deputy Chair of the Committee.

The Committee shall conduct an annual review of the Constitution and Bylaws, and the Chair shall present a report and any recommendations to the Board of Directors by 30 May each year.

The Committee is responsible for advising the Board on effective governance by:

- (a) reviewing and monitoring the Constitution, Bylaws, policies and procedures to ensure operational and legal compliance;
- (b) deliberating on the induction and professional development of Directors ;
- (c) considering and recommending any amendment or alteration to the Constitution, Bylaws or policies of the Company; and
- (d) introducing and developing new policies of the Company.

The Committee shall also be responsible for advising the Board on the governance framework for elections and related ballots under the Constitution and these Bylaws, including by:

- (e) considering matters pertaining to the conduct of the Company's annual elections, any referenda and any special meeting of the incoming directors.
- (f) considering any recommendations made in the report of the Immediate Past Returning Officer;
- (g) recommending to the Board the appointment of the Returning Officer, Electoral Arbiter, and any reserve election officials required under these Bylaws;
- (h) reviewing the provisions of these Bylaws and any related policies pertaining to elections, and making recommendations to the Board accordingly; and
- (i) determining any election-related dates, procedural matters or preparatory steps assigned to it under these Bylaws.

For the avoidance of doubt, the Committee's role in relation to elections is limited to governance, review, and recommendation. The conduct of any live election, referendum or special meeting of the incoming directors, and the determination of any complaint, dispute, or appeal arising from it, remains the responsibility of the relevant election officials under the Constitution and these Bylaws.

The Committee must not, between the opening of nominations and the

Declaration of Final Results, exercise any function in a manner that would interfere with or purport to direct the conduct or outcome of a live election, referendum, or special meeting of the incoming directors.

All Directors, Heads of Department, and the Board Secretary may attend and speak at the Committee.

The Committee shall meet at least once every two months.

## 7. CONSTITUTED COMMITTEES

7.1. The committees constituted by the Board from time to time under section 5.2, other than the standing committees established by these Bylaws, are set out in this section.

### 7.2. Clubs and Societies Committee

7.2.1. There shall be a committee known as the Clubs and Societies Committee comprising:

- (a) the President (ex-officio);
- (b) the Vice President (ex-officio);
- (c) the Honorary Secretary (Chair);
- (d) one (1) Non-Executive Director (Deputy Chair);
- (e) up to 2 ordinary members appointed by the Board;

*USU Staff in attendance:*

- (f) the Director of Student Programs (ex-officio); and
- (g) the Clubs & Societies Manager

7.2.2. The Committee shall have oversight of the Clubs and Societies Program including, but not limited to policy, governance, compliance, strategy, regulation and risk mitigation.

7.2.3. The Clubs and Societies Office shall be empowered to approve all clubs and societies funding.

7.2.4. The Committee shall operate in accordance with the Clubs and Societies Regulations, which the committee shall review at least annually to ensure their accordance with the broad and changing needs of clubs and societies.

7.2.5. Except by Special Resolution of the Board, no change made to the Clubs and Societies Regulations shall take effect until the beginning of the next academic year following the date of the Board meeting adopting the change.

7.2.6. The Committee shall make recommendations regarding the involvement of clubs and societies in Company festivals and events, especially the Welcome and Orientation events.

7.2.7. In the event of a disagreement or contention regarding a decision

made by the Clubs and Societies Office, the matter will be referred directly to the Committee.

- 7.2.8. In the event of a disagreement or contention regarding an application at Committee, it will be referred directly to the Board for a final decision.
- 7.2.9. In the event of a disagreement or contention regarding interpretation of the Clubs & Societies Regulations not being resolved by the Clubs and Societies Office or the Committee, it will be referred directly to the Board.
- 7.2.10. The Committee shall oversee the strict compliance of clubs and societies with the requirements set out in the Company/University Affiliation Agreement.
- 7.2.11. The Committee shall oversee the annual training schedule of Clubs and Societies Executives, which shall include as a minimum including financial training, bullying and sexual harassment/assault, bystander, service of alcohol, meeting management, safe food handling, risk mitigation, event management, sponsorship, records management and electoral procedures.
- 7.2.12. The Committee shall oversee the application of new clubs and societies
- 7.2.13. The Committee shall also be responsible for awards and prizes administered by the Company, including:
  - (a) determining the allocation of the Company's prizes, including Cultural Blue, Life Membership, and any other awards or prizes as necessary;
  - (b) ratifying recommendations made by any nominations panel or other panel established for that purpose;
  - (c) considering applications for new awards and the modification of existing awards and prizes, including their terms and conditions;
  - (d) sourcing, or delegating the sourcing of, funding for awards, including by way of personal donations, industry donations, bequests and Company funding; and
  - (e) overseeing the Company's annual award of prizes to its clubs and societies.
- 7.2.14. The Committee may, upon the adoption of terms of reference, create subcommittees, panels or working parties to conduct specific tasks, including the selection of award recipients, the formulation of training modules and the approval of new clubs.
- 7.2.15. The Committee shall meet, where practical, within the two weeks prior to the ordinary meetings of the Board.

### 7.3. Debates Committee

7.3.1. There shall be a committee known as the Debates Committee comprising:

- (a) the President (ex-officio);
- (b) the Vice President (ex-officio);
- (c) up to two (2) other Directors appointed by the Board;
- (d) the Director of Debates (Deputy Chair);
- (e) up to twelve (12) ordinary members appointed by the Board;
- (f) up to two new members appointed by the Board

*USU Staff in attendance (non-voting):*

- (g) the Director Student Experience (ex-officio), or their appointee.

7.3.2. The Executive shall appoint a Director as Chair of the Committee.

7.3.3. The Committee shall be responsible for the organisation of the Company's Debates programs and activities as articulated in the Debates Committee Guidelines and Procedures.

7.3.4. The activities of the Debates Committee including selections, duty statements of Committee members, and intervarsity event funding will be governed by and is subject to the procedures outlined in the Debates Committee Guidelines and Procedures.

7.3.5. All amendments to the Debates Committee Guidelines and Procedures will require Board endorsement by Special Resolution prior to coming into effect.

7.3.6. The Committee shall meet monthly although it may meet less frequently during the Vacation period.

## **8. CONDUCT OF MEETINGS**

8.1. Meetings of the Board and Committees shall be conducted in accordance with the Standing Orders, which are contained in Appendix 3 of this document.

8.2. Minutes shall be kept of meetings of the Board, its committees, and all General Meetings of the Company, and the Board Secretary shall keep a register of these minutes.

8.3. If any meeting of the Company has not gained quorum within thirty minutes of the scheduled starting time, the Chair shall declare the meeting lapsed for the reason of lack of quorum.

## **9. APPOINTMENT OF STUDENT LEADERS & COORDINATORS**

9.1. The Board may appoint people to the following roles:

- (a) two (2) Welcome Week Event Coordinators

- (b) one (1) Director of Debates.
  - (c) at least three Pulp editors, of which at least one must be multi-lingual.
  - (d) four (4) Campus Activity Coordinators.
  - (e) up to one (1) Senior Pulp Editor or Editor-in-Chief.
- 9.2. In each case, the Selection Panel shall comprise:
- (a) at least one Office Bearer;
  - (b) at least one Non-Executive Director;
  - (c) the relevant staff director (as determined by the CEO), or their appointee; and
  - (d) the Director of People and Culture or their appointee
- 9.3. The Board may, at its complete discretion from time to time choose to create additional student leadership and coordination roles.
- 9.4. The Board may from time to time and upon consulting the People and Culture Department appoint additional people to the interview panels.
- 9.5. Student leadership/coordination roles may be remunerated with any such remuneration to be reviewed annually by Board. Student leadership/coordination roles may be assigned a position description, which may be reviewed annually by Board. Any changes to the level of remuneration or honoraria or the content of a role description will take effect in the following year, or as determined by Board.

## 10. ELECTIONS

### 10.1. Election Officials

#### 10.1.1. Electoral Officer

There shall be an Electoral Officer who is appointed by the CEO from amongst the employees of the Company. The Electoral Officer shall hold office until the Declaration of Final Results is issued for the Annual Elections.

10.1.2. The Electoral Officer is responsible for the administration of the Annual Elections and any referenda under the Constitution and Bylaws. The CEO may appoint such deputy and assistant Electoral Officers as may be deemed necessary. The deputy Electoral Officer shall assume the powers and duties of the Electoral Officer if the Electoral Officer becomes incapacitated or is otherwise unable to fulfil their role.

#### 10.1.3. Returning Officer

There shall be a Returning Officer who is appointed by the Board

of Directors pursuant to a recommendation made by the Governance Committee. However, if the Governance Committee does not make a recommendation at least one month prior to the opening of nominations, the Board of Directors must then appoint a Returning Officer. The Returning Officer shall hold office until the Declaration of Final Results is issued for the Special Meeting of the Incoming Board.

10.1.4. The Board of Directors may appoint a Reserve Returning Officer who shall assume the office of the Returning Officer if the Returning Officer becomes incapacitated or is otherwise unable to fulfil their role. If a Reserve Returning Officer has not been appointed or if the Reserve Returning Officer becomes incapacitated or is otherwise unable to fulfil their role, the CEO shall be the Acting Returning Officer until the Returning Officer or Reserve Returning Officer can resume their role.

10.1.5. The Returning Officer is responsible for the execution and conduct of the Annual Elections, any referenda and special meeting of the incoming directors under rule 8.14(e) of the Constitution and the Bylaws. The Returning Officer may, in consultation with the CEO, appoint assistant officers as may be deemed necessary.

10.1.6. The Returning Officer (and any assistant and Reserve Returning Officers) must not be a candidate, nominator, current member of a student political faction at the University of Sydney or one of its affiliated equivalents at another University, current Board Director, Company committee Member (other than in their ex-officio capacity as Returning Officer), Company employee or a person closely associated with any election candidate as reasonably determined by the Board of Directors.

10.1.7. The Returning Officer shall be paid such remuneration as the Board of Directors may from time to time prescribe.

10.1.8. Electoral Arbiter

There shall be an Electoral Arbiter who is appointed by the Board of Directors pursuant to a recommendation made by the Governance Committee. However, if the Governance Committee does not make a recommendation at least one month prior to the opening of nominations, the Board of Directors must then appoint an Electoral Arbiter. The Electoral Arbiter shall hold office until the Declaration of Final Results is issued for the Special Meeting of the Incoming Board.

10.1.9. The Board of Directors may appoint a Reserve Electoral Arbiter who shall assume the office of the Electoral Arbiter if the Electoral Arbiter becomes incapacitated or is otherwise unable to fulfil their role. If a Reserve Electoral Arbiter has not been appointed or if the Reserve Electoral Arbiter becomes incapacitated or is otherwise

unable to fulfil their role, the CEO shall appoint a person who is eligible for appointment as Electoral Arbiter to be the Acting Electoral Arbiter until the Electoral Arbiter or Reserve Electoral Arbiter can resume their role.

10.1.10. The Electoral Arbiter (and any Reserve and Acting Electoral Arbiter) must be a barrister or solicitor of the Supreme Court of New South Wales, academic of the Sydney Law School, or judicial officer. The Electoral Arbiter (and any Reserve and Acting Electoral Arbiter) must not be a candidate, nominator, current Board Director, employee of the Company, or a person closely associated with any election candidate as determined by the Board of Directors.

10.1.11. The Electoral Arbiter shall have jurisdiction to deal with any matter under the Constitution and Bylaws for the Annual Elections, any referenda, and any special meeting of the incoming directors.

10.1.12. A deputy Electoral Officer, Reserve or Acting Returning Officer, or Reserve or Acting Electoral Arbiter shall have the same powers and duties as the Electoral Officer, Returning Officer and Electoral Arbiter, respectively.

10.1.13. The Returning Officer and Electoral Arbiter:

- (a) Must be appointed before the opening of nominations; and
- (b) Between the opening of nominations and the Declaration of Final Results for the Special Meeting of the Incoming Board – must not be removed except by Special Resolution of the Board of Directors.

## 10.2. Administration

### 10.2.1. Election Dates

At least two weeks before the day that nominations open, the CEO shall determine the dates and times that voting opens and closes, provided that there must be at least 72 hours of valid voting.

### 10.2.2. Nominations

At least two weeks before the day that nominations open, the Governance Committee shall determine the dates and times that nominations open and close, provided that:

- (a) Nominations must open at least five weeks before the first day of voting; and
- (b) Nominations must close at least four weeks before the first day of voting and not less than seven days after nominations open.

### 10.2.3. Campaigning

At least two weeks before the day that nominations open, the

Governance Committee shall determine the date and time that campaigning may commence.

#### 10.2.4. Notice of Elections

At least two weeks before the day that nominations open, the CEO must publish a Notice of Elections by:

- (a) Emailing all Members;
- (b) Uploading on the Company's website;
- (c) Posting visibly in the Holme and Manning buildings;
- (d) Posting visibly at or in at least five outlets belonging to the Company;
- (e) Posting as reasonable on the Company's social media platforms; and
- (f) Publishing where deemed necessary by other possible means.

Stating the days and times that:

- (g) Nominations open and close;
- (h) Campaigning may commence; and
- (i) Voting opens and closes.

#### 10.2.5. Candidate Handbook

The Electoral Officer shall be responsible for creating a Candidate Handbook, which must be made available on the website before nominations open.

#### 10.2.6. Notice of Ballot

At least two weeks before the commencement of campaigning, the CEO must publish a Notice of Ballot by:

- (a) Emailing all Members
- (b) Uploading on the Company's website
- (c) Posting visibly in the Holme and Manning buildings
- (d) Posting visibly at or in at least five outlets belonging to the Company
- (e) Posting as reasonable on the Company's social media platforms; and
- (f) Publishing where deemed necessary by other possible means.

Stating:

- (g) The days and times that voting opens and closes;
- (h) How votes may be cast;
- (i) Where a person may find the policy statements of all candidates;
- (j) Where a person may find details of any referenda (if applicable);
- (k) How a person may become a member of the Company;
- (l) That a person needs to be a member of the Company to vote;
- (m) How a member may submit a complaint; and
- (n) Any other information which the CEO or Returning Officer considers to be appropriate.

10.2.7. On the same day that the Notice of Elections is published, the CEO must publish the most recent version of the Board Charter by:

- (a) Uploading on the Company website
- (b) Publishing where deemed necessary by other possible means

## 10.3. Nominations

### 10.3.1. Eligibility

A person is eligible to be a candidate if, at the close of nominations, the person:

- (a) Satisfies the requirements set out in rules 8.4(a)-(b) of the Constitution; and
- (b) For the avoidance of doubt, these requirements do not apply to a member of the Board of Directors in the event that they seek re-election whilst still a Director.

### 10.3.2. Nomination Procedure

A person who is eligible to be a candidate may nominate for election to be a Board Director. To be a valid nominee, a prospective candidate's nomination must:

- (a) Be in the form prescribed by the Electoral Officer, which must include, yet is not limited to:
  - (i) A declaration of all actual, potential, or perceived conflicts of interest; and
  - (ii) A signed statement of willingness to nominate for

election and, if successful, to carry out the duties of a Board Director;

- (b) Be accompanied by any other information required by the Electoral Officer or Returning Officer, including, but not limited to:
  - (i) Any positions that a candidate has held at the Company, the University of Sydney, or in the community and the period for which it was held; and
  - (ii) A recent passport-style photograph;
- (c) Submit a statutory declaration affirming that:
  - (i) They will attend compulsory training sessions as prescribed by the Electoral Officer or Board of Directors from time to time;
  - (ii) They have read and will comply with the Constitution, Bylaws, and Candidate Handbook
  - (iii) They have read and will comply with the Duty Statements for Board Directors in the event that they are elected to the Board of Directors;
  - (iv) They understand that they are responsible for the conduct of people who campaign for them and may be penalised accordingly; and
  - (v) All information contained in the nomination form and any other information submitted is correct and true; and
- (d) Be supported by two nominators who:
  - (i) Are Members of the Company; and
  - (ii) Are not a Board Director or employee of the Company.

10.3.3. The nominations material specified in subsection 10.3.2 must be submitted before the close of nominations. However, the Returning Officer may grant extensions to the close of nominations (either in general or on a case-by-case basis) if it is fair and reasonable to do so.

10.3.4. The Returning Officer shall consider all nominations received before the close of nominations. The Returning Officer must accept all valid nominations that satisfy the requirements of the Bylaws.

10.3.5. No person may nominate more than five candidates for election to the Board of Directors in any one annual election.

#### 10.4. Campaigning

- 10.4.1. A person may campaign only after the date and time for commencement of campaigning pursuant to subsection 10.2.3.
- 10.4.2. All materials, including flyers, shirts, digital posts, digital stories, photos, and videos, that comment on the election must be authorised by a member of the Company and contain the name and membership number of the member.
- 10.4.3. A person must not campaign verbally, distribute physical material (including, but not limited to, flyers or stickers), intentionally wear a campaign shirt for campaigning purposes, or display campaign material (including, but not limited to, posters or A-frames) in a campaign exclusion zone. In the Bylaws, a campaign exclusion zone is any of the following areas and spaces:
- (a) A library, study area, food court, food, or drink outlet, or any building of the Company, on any campus of the University of Sydney;
  - (b) A residential college or student accommodation facility;
  - (c) An area of at least three metres around the perimeter of a polling place or Company space (including temporary spaces, such as a membership pop-up), which shall be marked by the Electoral Officer or Returning Officer; and
  - (d) Any area or space (whether indoors or outdoors) designated under the Ad Hoc Electoral Rules pursuant to subsection 10.4.5.
- 10.4.4. Within 24 hours of creating:
- (a) A social media application:
    - (i) Group or group chat with more than 20 users
    - (ii) Page; or
    - (iii) Account; or
  - (b) A website; for the purposes of the election (other than a purely administrative platform for organising supporters), a person must provide the Returning Officer with a link to the group, page, account, or website
- 10.4.5. The Returning Officer may prescribe Ad Hoc Electoral Rules, not inconsistent with the Bylaws, that give such directions as to campaigning that the Returning Officer considers fair and reasonable. This includes, but is not limited to:
- (a) Prohibiting physical campaigning in designated areas or in designated days and times; and
  - (b) Directions to ensure the health, safety and wellbeing of

candidates, their supporters, and other individuals.

10.4.6. Any Ad Hoc Electoral Rules or changes to the Rules must be communicated to all candidates as soon as practicable after it is made.

10.4.7. Each candidate must (and, by being a candidate, agrees and is under an obligation to) inform their supporters:

(a) About the requirements of the Bylaws, Candidate Handbook, Ad Hoc Electoral Rules, and directions of any election official; and

(b) The necessity to observe these requirements at all times.

10.4.8. During the course of the election, candidates and their supporters must conduct themselves in a manner that does not compromise the fairness and integrity of the election process, including the conduct of a secret ballot.

10.5. Expenditure

10.5.1. Expenditure Limits

The Electoral Committee shall determine the maximum expenditure that a candidate may incur or cause to be incurred. The Electoral Officer must communicate this determination to all candidates as soon as practicable.

10.5.2. A candidate must declare the cost of all electoral expenses. This includes, but is not limited to:

(a) All items bought for the candidate's electoral use;

(b) All items hired or borrowed for the candidate's electoral use;

(c) All items donated, gifted, or given to the candidate for electoral use; and

(d) All services bought for the candidate's electoral use.

However, this excludes:

(e) Any item that an ordinary person would usually own;

(f) Any item that an ordinary person would easily be able to borrow; and

(g) Any service donated or given to the candidate.

10.5.3. Subject to subsection 10.5.4, an item or service requiring costing must be costed at market value. The market value shall be the purchase price stated in receipts produced by the candidate unless the Returning Officer determines that the purchase price is unreasonable. A candidate that benefits from a discount, such as

one arising from a loyalty program, must price that item at regular market value as if the discount did not apply, for the purpose of auditing. The candidate will only be reimbursed for the actual amount spent on the discounted item, whilst the market price of the item will count towards the spending cap.

10.5.4. The Returning Officer or Governance Committee may deem the cost of any item or service if it is fair and efficient to do so. If the cost is deemed:

- (a) The Returning Officer must communicate the deemed price to candidates as soon as practicable, which must be before the commencement of campaigning pursuant to subsection 10.2.3; and
- (b) A candidate must cost the item or service at the deemed cost irrespective of the actual purchase price.

10.5.5. First Audit

All candidates must submit, at least 48 hours before the opening of voting, to the Returning Officer:

- (a) A declaration of costings incurred up to the time of submission;
- (b) A copy of all receipts for costings in subsection (a);
- (c) A declaration of proposed costs to be incurred; and
- (d) A statutory declaration confirming the submission (and any attachments) are true and correct.

10.5.6. Final Audit

All candidates must submit, within 24 hours after the closing of voting, to the Returning Officer:

- (a) A declaration of costings incurred in the Annual Elections;
- (b) A copy of all receipts for costings in subsection (a); and
- (c) A statutory declaration confirming the submission (and any attachments) are true and correct.

10.5.7. For the avoidance of doubt, all costings must include Goods and Services Tax (if charged) but may, if the Returning Officer deems it fair and reasonable, exclude delivery costs for an item or service.

10.6. Voting

10.6.1. The Electoral Roll shall consist of all Voting Members who are eligible to vote, in accordance with Schedule 2 of the Constitution, as of 4.00pm on the Friday before the first day of voting.

10.6.2. Only persons on the Electoral Roll may vote.

10.6.3. No person may vote more than once in each election or referendum.

10.6.4. Votes shall be cast using an electronic voting system organised by the Electoral Officer from the opening of voting to the closing of voting.

10.6.5. Notwithstanding subsection 10.2.1, the CEO, with the approval of the Returning Officer, may extend the closing of voting by no more than 48 hours if there are extraordinary circumstances and it is fair and expedient to do so. A decision of the CEO and Returning Officer under this section is final and shall not be appealed to any higher authority.

10.6.6. The position of candidates on all ballots shall be randomised.

## 10.7. Results

### 10.7.1. Counting Votes

After voting has closed, the Returning Officer shall proceed to count the votes.

10.7.2. If, on any count at which a candidate must be excluded, two or more candidates have an equal number of votes, the Returning Officer must draw lots to determine, from among those candidates whose votes are equal, who shall be excluded.

10.7.3. If, in a referendum, the count for 'For' and 'Against' are equal, the Returning Officer must declare that the vote is resolved in the negative.

### 10.7.4. Declaration of Provisional Results

Once the vote has been counted the Returning Officer shall announce and publish the Declaration of Provisional Results by:

- (a) Emailing all Members;
- (b) Uploading it on the Company website;
- (c) Announcing it in a public space or online; or
- (d) Publishing by other possible means.

10.7.5. In lieu of scrutineering, the Returning Officer shall, before issuing the Declaration of Final Results, publish information to the candidates and Board of Directors to confirm the validity of the count and allow reasonable time for a candidate to question the conduct of the count.

### 10.7.6. Declaration of Final Results

10.7.7. The Returning Officer shall make the Declaration of Final Results

when (whichever later):

- (a) 24 hours after the Declaration of the Provisional Results was published, provided that:
  - (i) The Returning Officer is satisfied that no breaches of the Constitution and Bylaws has occurred, or any breaches have been remedied and resolved; and
  - (ii) The final audit, pursuant to subsection 10.5.6, has been completed; and
  - (iii) No further complaint or appeal has been lodged; or
- (b) After the conclusion of any investigation conducted by the Returning Officer or determination of any appeal by the Electoral Arbiter.

10.7.8. The Returning Officer shall publish the Declaration of Final Results by:

- (a) Emailing all Members;
- (b) Uploading it on the website;
- (c) Posting on notice boards in the Holme, Manning, and Wentworth buildings; or
- (d) Publishing by other possible means.

10.7.9. The Declaration of Final Results shall be final and conclusive.

## 10.8. Prohibited Practices

10.8.1. Penalty guidelines for breaches of prohibited practices listed in subsections 10.8.2 to 10.8.32 are contained in Appendix 2, which collates those guidelines in tabular form.

10.8.2. A person must not campaign before the date and time designated for the commencement of campaigning.

Penalty guideline: Suspension of the candidate's campaign for (whichever is longer):

- (a) 24 hours; or
- (b) Twice the length of time of the breach.

10.8.3. A person must not campaign inside a campaign exclusion zone. Penalty guideline:

- (a) For the first occurrence – suspension of the person from campaigning for 1 hour;
- (b) For the second and subsequent occurrence – suspension of the person from campaigning for 24 hours; or

- (c) However, notwithstanding subsections (a) and (b), for a widespread or significant breach – suspension of a candidate's campaign for 24 hours.

10.8.4. A person must not contravene:

- (a) Any Rules made by the Returning Officer pursuant to subsection 10.4.5; or
- (b) A prohibited practice contained in the Candidate Handbook; or
- (c) The Student Charter of the University of Sydney.

Penalty guideline:

- (d) Suspension of the person or a candidate's campaign for 24 hours; or
- (e) For a widespread or significant breach – disqualification of a candidate.

10.8.5. A person must not vote when they are not entitled to do so.

Penalty guideline:

- (a) Without intent – suspension of the person from campaigning for 1 hour;
- (b) With intent – suspension of the person from campaigning for 24 hours; or
- (c) If connected to or directed by a candidate – disqualification of a candidate.

10.8.6. A person must not distribute material that comments on the election without an authorisation.

Penalty guideline:

- (a) For the first occurrence – formal warning;
- (b) For the second and subsequent occurrence – suspension of the person from campaigning for 3 hours; or
- (c) However, notwithstanding paragraphs (a) and (b), for a widespread or significant breach – suspension of a candidate's campaign for 6 hours.

10.8.7. A person must not distribute, publish, or authorise to be published any written material (whether digitally or not) which comments on the election in a language other than English unless it is accompanied by an accurate English translation. Furthermore, candidates must not make verbal statements about the election in a language other than English unless they provide an accurate

English translation when reasonable possible.

For the avoidance of doubt, this prohibition applies in circumstances where translation is reasonable, such as for pre-recorded content and official candidate interviews, but not one-on-one or small group conversations where translation is impractical.

Penalty guideline: Suspension of candidate's campaign for 6 hours.

10.8.8. A person must not use any Company or club or society resource in the campaign of any candidate. This includes, but is not limited to, staple guns, photocopiers, paper, telephones, faxes, computers, membership lists, storage space, emails, Company or club or society social media pages, internal groups, and digital platforms.

Penalty guideline:

- (a) For the first occurrence – suspension of the person from campaigning for 3 hours; or
- (b) For the second or subsequent occurrence, or widespread or significant breach – suspension of a candidate's campaign for 24 hours.

10.8.9. A person who holds an executive role of a club or society, or University student organisation or affiliated bodies, must not use the title, powers, or resources of their role to create the appearance of endorsing or supporting a candidate.

Penalty guideline:

- (a) Suspension of the person and/or the person who authorised a statement for 3 hours; or
- (b) However, notwithstanding subsection (a), for a widespread or significant breach – suspension of a candidate's campaign for 24 hours.

10.8.10. A candidate must not use a social media group or group chat that are created by or for a corporation or government entity for the purposes of campaigning.

Penalty guideline:

- (a) Suspension of the campaign for 3 hours; or
- (b) However, notwithstanding subsection (a), for a widespread or significant breach – suspension of a candidate's campaign for 24 hours.

10.8.11. A candidate must not engage in any dishonest practice in relation to an election. Penalties may be issued and remain the discretion of the Returning Officer and/or Electoral Arbiter.

10.8.12. People other than Company Members, university staff, and students enrolled at the University of Sydney may not campaign for

and on behalf of candidates.

Penalty guideline:

- (a) For the first occurrence – suspension of the person from campaigning for 3 hours; or
- (b) For the second or subsequent occurrence, or widespread or significant breach – suspension of a candidate's campaign for 24 hours.

10.8.13. A candidate must not spend an amount that exceeds maximum expenditure pursuant to subsection 10.5.1.

Penalty guideline: Disqualification of the candidate.

10.8.14. A candidate must not falsify campaign-related expenditure. Candidates who are found to have falsified evidence of campaign-related expenditure must be automatically excluded and disqualified from the election.

10.8.15. A person must not:

- (a) Print, publish or distribute; or
- (b) Cause or authorise to be printed, published, or distributed;

Any matter or thing containing a statement in relation to a candidate, the Company, the election, or any referenda that:

- (c) Is untrue or materially false; or
- (d) Is, or is likely to be, misleading or deceptive; or
- (e) Is discriminatory on the grounds of sex, sexuality, race, ethnicity, religion, or disability;

But it is a defence to an allegation of breach of this section if the person proves that they did not know and could not reasonably be expected to have known that the matter or thing contained a statement of the kind referred to in paragraphs (c) or (d).

Penalty guideline:

- (f) With intent – disqualification of candidate; or
- (g) Without intent – suspension of person or candidate's campaign for 120 hours.

10.8.16. A person must not impersonate:

- (a) Any other person for the purpose of voting at any election;
- (b) An election official;
- (c) An employee or Board Director of the Company; or

(d) The Company.

Penalty guideline:

(e) Without intent – suspension of a candidate’s campaign for 3 hours; or

(f) With intent – suspension of a candidate’s campaign for 24 hours.

10.8.17. A person must not engage in bribery, whether direct or indirect and whether before or after an election, by or on behalf of a candidate, or supporter of a candidate, of another candidate, voter(s) or election official. Bribery shall include the giving, procuring, promising, offering or endeavouring to give, procure, promise, or offer money, employment, position, or material resources in exchange for preferential treatment or to induce a voter to vote or to refrain from voting or to vote in a particular way and includes any threat or intimidation with a view to inducing preferential conduct and/or to induce a voter to vote or refrain from voting or to vote in a particular way.

Penalty guideline: Disqualification of a candidate.

10.8.18. A person must not engage or assist in engaging in conduct that compromises the fairness and integrity of the election process, including the conduct of a secret ballot.

Penalty guideline:

(a) Without intent – suspension of a candidate’s campaign for 72 hours; or

(b) With intent – disqualification of a candidate.

10.8.19. A person must not hinder or interfere with the free exercise, by any other person, of the person’s right to vote in an election.

Penalty guideline:

(a) Without intent – suspension of a candidate’s campaign for 72 hours; or

(b) With intent – disqualification of a candidate.

10.8.20. A person must not harass, intimidate, or coerce another person to vote for or against a candidate.

Penalty guideline: Disqualification of a candidate.

10.8.21. A person must not:

(a) Provide another person with their voting link or password; or

(b) Allow another person to vote on their behalf.

Penalty guideline: Warning.

10.8.22. A person must not:

- (a) Request another person for any confirmation or receipt of their vote, or a screenshot or evidence of any confirmation or receipt of their vote; or
- (b) Attempt to ascertain the way a person voted.

Penalty guideline:

- (c) Without intent – suspension of a candidate’s campaign for 3 hours; or
- (d) With intent – suspension of a candidate’s campaign for 24 hours.

10.8.23. Any person who becomes aware of how another person voted must not disclose that information to any other person.

Penalty guideline:

- (a) Without intent – suspension of the person from campaigning for 8 hours; or
- (b) With intent – suspension of a candidate’s campaign for 24 hours.

10.8.24. A person must not:

- (a) Request another person for their voting link or password;
- (b) Log in online with another person’s voting link or password; or
- (c) Use another person’s voting link or password to vote online on an electronic device.

Penalty guideline:

- (d) Without intent – suspension of a candidate’s campaign for 24 hours; or
- (e) With intent – disqualification of candidate.

10.8.25. A person must not cause damage or deface any public or private property inside or outside the University for the promotion of any candidate(s) in any election of the Company. Damage and defacement includes, but is not limited to, stickers, posters, chalking and paint that cannot be removed with water, that is on the inside or outside of buildings, steps, handrails, footpaths, trees, poles, bins, signs or on any part of the University and/or the USU and its surrounds not specifically set aside for such purposes.

Penalty guideline: Disqualification of a candidate.

10.8.26. A person must not chalk on any part of any Company buildings or grounds, including, but not limited to, balconies, pathways, courtyards, walls, and any other surfaces.

Penalty guideline:

- (a) If removable by water – suspension of a candidate's campaign for 6 hours; or
- (b) If not removable by water – suspension of a candidate's campaign for 24 hours.

10.8.27. A person must not contravene the policies of the University or Company on advertising on campus.

Penalty guideline: Suspension of a candidate's campaign for 24 hours.

10.8.28. A person must not use any form of campaign material that contains an adhesive that is designed to secure the material to any surface unless the usage is:

- (a) Authorised by the Electoral Officer or Returning Officer; or
- (b) Allowed under the policies of the University or Company.

Penalty guideline: Suspension of a candidate's campaign for 6 hours.

10.8.29. A person must not, without reasonable excuse, destroy or interfere with any computer program, data file or electronic device used, or intended to be used, by the Electoral Officer, Returning Officer, or electoral staff for or in connection with the election or referendum.

Penalty guideline: Disqualification of a candidate.

10.8.30. A person must not sell or resell Company election materials.

10.8.31. A person must not wear any materials that may constitute a safety hazard to themselves or others.

10.8.32. A person must not hand out material that does not directly pertain to a Company Board campaign when wearing a Company campaign shirt.

Penalty guideline: Suspension of a candidate's campaign for 6 hours.

10.9. Complaints to the Returning Officer for Breaches of the Bylaws or Constitution

10.9.1. A member may make a complaint to the Returning Officer if they believe there is a breach of the Bylaws or provisions of the Constitution pertaining to the Annual Elections or any referenda. Complaints must be lodged in writing before the closing of voting.

10.9.2. The Returning Officer may investigate any aspect of the electoral process without having received a formal complaint.

10.9.3. The Returning Officer shall deal with all complaints in a timely

manner which must be no later than five (5) working days from the receipt of the complaint.

10.9.4. The onus of proof lies with the complainant and all supporting material concerning the complaint must also be lodged at the time that the complaint is made.

10.9.5. Where the Returning Officer is of the opinion that, on the balance of probabilities, a breach of the Bylaws or relevant provisions of the Constitution, by a candidate, or by a supporter of a candidate or by a person on behalf of a candidate has occurred, they may do all or any of the following:

- (a) Dismiss the breach;
- (b) Make directions to remedy the breach, including, but not limited to:
  - (i) Directing that a thing cease be removed or altered; or
  - (ii) If a cost is incurred, directing that the person shall be responsible for the costs incurred;
- (c) Impose a penalty or penalties in the form of a formal warning, suspension of a person from campaigning, suspension of a candidate's campaign or disqualification, and/or repayment of issued or unspent grants.

10.9.6. The Returning Officer shall be responsible for communicating their decision regarding a breach of the Bylaws and/or Constitution to both the complainant(s) and, if imposing a punishment or warning, the candidate against whom the complaint was made. For the avoidance of doubt, this includes a decision that no breach has occurred or that no punishment is warranted. They may do so in a manner of their choosing, but must do so in a timely manner so as to permit a complainant or contravener to appeal the decision to the Electoral Arbiter as provided for in these Bylaws. However, if the Returning Officer disqualifies a candidate, the decision must be communicated to all candidates.

10.10. Appeals to the Returning Officer for the Count

10.10.1. A candidate may appeal against the Declaration of Provisional Results by making a written submission, giving details of the grounds for the complaint, to the Returning Officer within 24 hours of the publication of the Declaration of the Provisional Results.

10.10.2. The onus of proof lies with the complainant and all supporting material concerning the complaint must also be lodged at the time that the appeal is lodged.

10.10.3. The Returning Officer shall deal with all complaints in a timely manner which must be no later than five (5) working days from the

receipt of the complaint.

10.10.4. Where the Returning Officer is of the opinion that, on the balance of probabilities, a breach of the Bylaws or relevant provisions of the Constitution, by a candidate, or by a supporter of a candidate or by a person on behalf of a candidate has occurred, they may do all or any of the following:

- (a) Dismiss the breach;
- (b) Make directions to remedy the breach, including, but not limited to:
  - (i) Directing that a thing cease be removed or altered; or
  - (ii) If a cost is incurred, directing that the person shall be responsible for the costs incurred;
- (c) Exclude a candidate from the ballot and disqualify a candidate from the election, provided that this may only be imposed if relevant provision in the Bylaws explicitly provides that a disqualification may be imposed.

10.11. Appeals to the Electoral Arbiter

10.11.1. Subject to the Bylaws, any candidate may appeal to the Electoral Arbiter against a decision made by the Returning Officer against that candidate. A complainant that has submitted a complaint under section 10.9 may also appeal a decision of the Returning Officer. For the avoidance of doubt, a decision of the Returning Officer includes, but may not be limited to, decisions that a breach of the Bylaws or Constitution has/has not occurred, the insufficiency/disproportionality of a punishment imposed on a candidate or their campaign, or the exercise of any other power provided to the Returning Officer by these Bylaws.

10.11.2. Appeals to the Electoral Arbiter must be made in writing, directed to the CEO and must be lodged within 24 hours of the communication to the appellant of the Returning Officer's decision.

10.11.3. The onus of proof lies with the appellant and all supporting material concerning the appeal must also be lodged at the time that the appeal is lodged unless the Electoral Arbiter specifically requests additional supporting material.

10.11.4. The Electoral Arbiter shall have:

- (a) Any powers conferred to the Electoral Arbiter; and
- (b) The same powers as the Returning Officer.

10.11.5. The Electoral Arbiter shall act by way of a hearing according to their own discretion.

- (a) Remit the matter to the Returning Officer for review,

management or a new decision;

(b) Quash the decision of the Returning Officer, and:

(i) Take no action; or

(ii) Substitute a new decision;

(c) Make any orders or directions that are fair and reasonable.

10.11.6. The Electoral Arbiter shall make a determination in a timely manner, which must be no longer than fourteen (14) calendar days from the date of the lodgement of the complaint with the CEO. If the appeal is lodged before the closing of voting, the Electoral Arbiter shall, where possible, rule within 48 hours.

10.11.7. The determination and orders of the Electoral Arbiter shall be final and conclusive.

## 10.12. Miscellaneous Provisions

10.12.1. A Returning Officer or Electoral Arbiter, on their own motion or on receipt of a complaint, may require any person to come before them to submit to questioning.

10.12.2. When imposing penalties, the Returning Officer and Electoral Arbiter shall have regard to whether or not a person (including a candidate) sought unfairly to influence the result of the ballot, or that candidates were unfairly prejudiced, or that voters were unfairly influenced by the prohibited practice found to have occurred.

10.12.3. Any change to Part 10 made after the opening of nominations in any year shall take effect only after the Declaration of Final Results have been published in that year.

## 11. EXECUTIVE AND RELATED ELECTIONS

11.1. The Special Meeting of the Incoming Board, pursuant to rule 8.14(e) of the Constitution, shall comprise the election of the Office Bearers of the Board, as well as the members of any Company committees and Director(s) of Student Publications. It shall further comprise the election of directors to the following areas of special responsibility:

(a) The Women's Portfolio

(b) The Queer Portfolio

(c) The Environment Portfolio

(d) The Ethnocultural Portfolio

(e) The International Student Portfolio

(f) The Disability Portfolio

- (g) The Equity and Accessibility Portfolio
- (h) The Student Accommodation and Colleges Portfolio; and
- (i) The First Nations Portfolio.

11.1.1. The following conditions apply to the Portfolios

- (a) The Director elected to the Women's Portfolio must be a woman or gender diverse person.
- (b) The Director elected to the Queer Portfolio must be queer-identifying.
- (c) The Director elected to the Ethnocultural Portfolio must identify either as a person of colour, Indigenous, or from a non-white or mixed-race ethnic or cultural background.
- (d) The Director elected to the International Student Portfolio must be an international student.
- (e) The Director elected to the Disability Portfolio must identify as having a physical, mental, intellectual, or sensory disability.
- (f) The Director elected to the First Nations Portfolio must identify as a person from an Indigenous background.

11.1.2. In the case of each portfolio area:

- (a) in the event that no Non-Executive Director is elected to the position, an Office Bearer who fulfils the requirements of subsection 11.1.1 may take the portfolio.
- (b) In the event that no Office Bearer is elected, a Director will be appointed to hold the area of special responsibility even if they do not otherwise satisfy the identity-based requirements for that role.
- (c) In the event that these provisions are exhausted, the Directors who fulfill the requirements of subsection 11.1.1 shall be collectively responsible for the relevant area of special responsibility.

11.1.3. The holder of a portfolio is responsible for:

- (a) Ensuring that the deliberations of the Board are fully informed by the considerations arising from that area.
- (b) Continuously consulting with the relevant stakeholders and proposing any actions necessary to accommodate their particular requirements. Relevant stakeholders include, but are not limited to, relevant collectives, relevant clubs and societies and members who fulfill the relevant requirements of subsection 11.1.1.

- (c) Proactively raising with the Board issues and items which are relevant or related to the area of portfolio responsibility in the context of the Company.
- (d) In a manner approved by the Executive Committee, engaging with members of the Company management team to support or propose initiatives which are relevant or related to the area of portfolio responsibility.
- (e) Doing any other thing that the portfolio holder deems appropriate in the interests of the relevant stakeholders, subject to the Constitution and the Bylaws made pursuant to it.

## 11.2. Dates and Notice of Special Meeting of the Incoming Board

11.2.1. The Special Meeting of the Incoming Board shall be held on a working day in June as provided for in the Constitution.

11.2.2. The date and time of this meeting should be determined by the Board or Governance Committee no less than fourteen (14) days before the meeting is due to be held.

11.2.3. Alongside notice of the meeting, to be distributed no less than fourteen (14) days before the meeting is held, the CEO and/or Company Secretary shall ensure that a document containing descriptions of the positions to be elected, including but not limited to their responsibilities under the Constitution and Bylaws, is provided at the same time.

## 11.3. Office Bearers

The Executive of the Board should comprise a President, a Vice-President, an Honorary Treasurer, and an Honorary Secretary.

## 11.4. Eligibility

In a special meeting of the incoming directors pursuant to rule 8.14(e) of the Constitution, all members of the Incoming Board, except for the incoming Immediate Past President, shall be a 'voting Director' in Part 10 of these Bylaws and be permitted to:

- (a) Vote in all elections; and
- (b) Nominate a Director elected under rule 8.2(a) of the Constitution for any election.

## 11.5. Appointed Electoral Positions

11.5.1. The Returning Officer for any election or appointment under rule 8.14(e) of the Constitution, including at the special meeting of the incoming directors and in relation to any vacancy arising from time to time in an office bearer position, shall be the same person who acted as Returning Officer for the preceding Annual Election, unless the Board determines that that person is unavailable or no

longer suitable, in which case the Board shall appoint another suitable person.

11.5.2. The Returning Officer shall have the following powers and responsibilities:

- (a) Chairing the meeting;
- (b) Arbitrating on any disputes which may arise during the meeting;
- (c) Announcing the provisional result of each election;
- (d) Providing information about the voting procedure and rules of the election to all incoming Board Directors prior to the Special Meeting of the Incoming Board;
- (e) If necessary, appointing an assistant to help with the conduct of the meeting. This assistant shall not be a Company staff member, an incoming Board Director, a current Board Director, or a person closely associated with any voting Director.

11.5.3. The Electoral Arbiter for any election or appointment under rule 8.14(e) of the Constitution, including at the special meeting of the incoming directors and in relation to any vacancy arising from time to time in an office bearer position, shall be the same person who acted as Returning Officer for the preceding Annual Election, unless the Board determines that that person is unavailable or no longer suitable, in which case the Board shall appoint another suitable person.

11.6. Voting Procedure

11.6.1. The Executive of the Board should be elected in the following order: President, Vice-President, Honorary Treasurer, Honorary Secretary.

11.6.2. In the elections under rule 8.14(e) of the Constitution, the following procedure should be observed:

- (a) The Returning Officer shall open the nominations for the position.
- (b) Nominations shall be received. Each nominated candidate may accept or decline their nomination. For the avoidance of doubt, a nominated candidate may withdraw their acceptance of a nomination at any point until the commencement of the secret ballot.
- (c) The Returning Officer shall read out the full list of accepted nominations. Nominations will at this point be closed and cannot be re-opened unless all nominations received are withdrawn.

- (d) Each nominated candidate shall be offered the opportunity to speak to their nomination for up to 3 minutes.
- (e) Where only one candidate is nominated for the position, that candidate shall be declared provisionally elected by the Returning Officer.
- (f) Where two or more candidates are nominated, a secret ballot shall be held. In such a secret ballot:
  - (i) The Returning Officer should remind the meeting that the Quota-Preferential Method of Proportional Representation (or Single Transferrable Vote) will be used to determine the outcome of the election.
  - (ii) The Returning Officer shall issue each voting Director with one voting paper.
  - (iii) The Returning Officer shall collect the voting paper of each voting Director in an enclosed ballot box.
  - (iv) Once all voting papers have been collected, the Returning Officer shall leave the room to commence counting the votes.
  - (v) Upon the conclusion of the count, the Returning Officer should make a Declaration of the Provisional Results of the election.

## 11.7. The Count

- (a) The voting system to be employed in the elections under rule 8.14(e) of the Constitution is the Quota-Preferential Method of Proportional Representation (or Single Transferrable Vote) to be conducted according to the rules published by the Proportional Representation Society of Australia.
- (b) Where two candidates receive an equal number of votes following the dissemination of all preferences, the winner shall be determined by the tossing of a coin by the Returning Officer. The Returning Officer shall allocate a side of the coin to each candidate and should toss it themselves. The candidate allocated the side which lands face-up on the ground shall be declared provisionally elected.
- (c) Where three or more candidates receive an equal number of votes following dissemination of all preferences, the winner shall be determined by drawing the name of the candidate from a ballot box. The Electoral Officer shall write the names of all candidates on equally sized pieces of paper and place them in the box. The Returning Officer shall then draw one piece of paper from the box, and the candidate whose name is selected shall be declared provisionally elected.

- 11.7.1. (a) Each candidate may nominate a scrutineer by informing the Returning Officer following the announcement of a secret ballot and prior to the counting of votes. Only one scrutineer may be nominated per candidate.
  - (b) Scrutineers must not be current or incoming Board Directors, must remain physically separate from the area in which voting papers are counted and must abide by all instructions of the Returning Officer.
- 11.8. Restrictions on Voting
- 11.8.1. No voting Director shall vote more than once in any election.
  - 11.8.2. In the event of extraordinary circumstances, as interpreted by the Returning Officer, which preclude a voting Director's in-person attendance at a special meeting of the incoming directors, the Director may:
    - (a) forfeit their right to vote at the special meeting of the incoming directors; or
    - (b) seek permission from the Returning Officer to appoint a proxy.
  - 11.8.3. The Returning Officer has sole authority to grant a voting Director the opportunity to appoint a proxy to vote on their behalf at the special meeting of the incoming directors. The decision of the Returning Officer may be appealed to the Electoral Arbiter.
- 11.9. Complaints After the Counting of the Vote
- 11.9.1. For the purpose of this section, 'candidate' refers to a Board Director who was a candidate in the election that is being appealed.
  - 11.9.2. Candidates may appeal a provisional result on the grounds that an electoral regulation was breached during the conduct of the special meeting of the incoming directors by making a written submission to the Returning Officer within 24 hours of the declaration of the provisional results giving details of the grounds for the complaint.
  - 11.9.3. The onus of proof lies with the complainant and all supporting material concerning the complaint must be lodged simultaneously with the complaint unless the Returning Officer requests additional supporting material.
  - 11.9.4. The Returning Officer shall deal with all complaints within five (5) working days of receiving the complaint.
  - 11.9.5. Where the Returning Officer is of the opinion that, on the balance of probabilities, a breach of the Bylaws outlined in this section has occurred during the course of the special meeting of the incoming board, they may take any of the following actions:
    - (a) Dismiss the matter.

- (b) Declare the provisional results of the relevant election to be invalid and request that another election for the position in question be held. The Governance Committee shall call a special meeting of the incoming directors for the election of this position, providing no less than ten (10) working days' notice.
- 11.10. Appeals Made to the Electoral Arbiter
  - 11.10.1. Any candidate may elevate an appeal allowed in section 11.9 to the Electoral Arbiter.
  - 11.10.2. Appeals to the Electoral Arbiter shall be made in writing, directed to the CEO, and must be lodged within 24 hours of the Returning Officer's ruling.
  - 11.10.3. The onus of proof lies with the complainant and all supporting material concerning the complaint must be lodged simultaneously with the complaint unless the Electoral Arbiter requests additional supporting materials.
  - 11.10.4. The Electoral Arbiter shall have the same powers as the Returning Officer.
  - 11.10.5. The Electoral Arbiter shall act by way of a hearing according to their discretion.
  - 11.10.6. The Electoral Arbiter shall make a determination within ten (10) working days from the date of the lodgement of the complaint with the CEO.
  - 11.10.7. The decision of the Electoral Arbiter shall be final.
- 11.11. Declaration of Final Results
  - 11.11.1. The Declaration of Final Results shall be formally and finally declared upon:
    - (a) 24 hours after the Declaration of Provisional Results where:
      - (i) The Returning Officer is satisfied that no breaches of the Bylaws outlined in this Part (Part 11) have occurred, and
      - (ii) No further complaint or appeal has been lodged; or
    - (b) Within 24 hours of the conclusion of any investigation conducted by the Returning Officer or determination of any appeal by the Electoral Arbiter.
- 11.12. Application of this section
  - 11.12.1. Any election by and amongst the Directors to a position prescribed by the Constitution or the Bylaws made pursuant to it shall be

governed by sections 11.3 to 11.11 inclusive.

11.12.2. Any act, matter or thing that was in effect immediately before an amendment to Part 11 of the Bylaws is taken to have effect under the Bylaws, as amended.

11.12.3. Nothing in any amendment to Part 11 of the Bylaws shall be taken to invalidate or otherwise alter any:

(a) Declaration of Final Results; or

(b) Declaration of the Returning Officer, Electoral Arbiter or Board of Directors that has final and conclusive effect;

issued prior to the amendment was carried.

## 12. USE OF COMPANY PREMISES

12.1. The Board may permit the use of Company premises to a group affiliated with or related to the Company, including, but not limited to, clubs and societies, SRC collectives and groups of students engaged in a Company program.

12.2. Any such permission must be set out in Appendix 4 to this document and shall have the force of Bylaws made pursuant to the Constitution, but no other legal status. No such agreement shall give rise to enforceable rights/duties as against the Company, except through the operation of such provisions as Company Bylaws.

## 13. ADMINISTRATION

13.1. Access to records

13.1.1. All records of the Company shall be open for inspection by any Board Director after reasonable notice has been given to the CEO with the exception of contracts and staffing information relating to staff other than the CEO.

13.1.2. The Board may, in exceptional circumstances, resolve to grant access to Board Directors to any record deemed an exception herein.

13.1.3. If any expenditure authorised by the Board is not incurred within six months from the date of authorisation, unless part of the Budget, the authorisation shall lapse.

13.1.4. Except by permission of the Board, no credit shall be given to members of the Company, nor shall any money be lent by the Company or its employees to any member.

13.2. Auditors

13.2.1. Auditors shall be appointed/re-appointed by the Board at a meeting of the Board prior to the Annual General Meeting with the terms and conditions of appointment/re-appointment to be then determined.

13.2.2. The appointment/re-appointment shall be confirmed at the Annual General Meeting with the proviso that in the absence of quorum the Board's recommendation shall stand.

13.2.3. The Board shall not appoint/re-appoint a person or firm as Auditor of The Company unless that person or firm has, prior to the appointment, confirmed the terms and conditions of appointment/re-appointment to act as Auditor, by notice in writing to the Company.

13.2.4. The Auditors shall be required to submit a comprehensive written report to the Board following the completion of the Annual Accounts.

### 13.3. Extraordinary Funding

13.3.1. The Company may provide additional funding or alternate forms of funding, or loans, to groups or individuals affiliated with the Company. Any such application for additional funding must satisfy the following conditions:

- (a) The submission clearly falls outside the standing funding sources, or an extension to funding caps is deemed to be necessary
- (b) The submission has confirmed other sources of funding
- (c) The applicants have consulted with relevant Company staff
- (d) The Board approves the submission by special resolution.

13.3.2. All applications for extraordinary funding are to be directed to the Vice President no later than a week prior to a meeting of the Board.

## APPENDIX 1 – DUTY STATEMENTS FOR BOARD DIRECTORS

The Duty Statements for Board Directors form part of the Bylaws of the University of Sydney Union Ltd.

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### DUTY STATEMENTS OF DIRECTORS AND OFFICE BEARERS

#### 1. DIRECTORS

- (a) Directors shall comply with their roles and responsibilities as prescribed by law and as outlined in the Institute of Company Directors Publication "Duties and Responsibilities of Company Directors" viz:
  - (i) Fiduciary duty to the Company and its members
  - (ii) Duty of care and diligence
  - (iii) Abuse of corporate opportunity
  - (iv) Improper use of information
  - (v) Personal liability.
- (b) Directors shall act in accordance with the Constitution, Bylaws, and Duty Statements.
- (c) Directors shall:
  - (i) show respect and courtesy for other members of the Board, Members of the Company and staff

- (ii) not allow personal preferences or differences to impede their work as Directors
- (iii) not give directions to staff members to place them in a position that asks them to disregard directions from their supervisors.
- (d) Directors shall attend:
  - (i) Annual and mid-year budget sessions
  - (ii) Board meetings
  - (iii) The Annual General Meeting
  - (iv) Committees of which they are members and other meetings and appointments at which their presence is required such as working parties
  - (v) The annual induction for Directors
  - (vi) All interviews as stipulated in the Bylaws
  - (vii) Any Board Directors Training sessions that may arise provided four weeks' notice is given of the session.
- (e) Directors shall review the Constitution and Bylaws on an on-going basis, and where necessary, in consultation with committee members.
- (f) Directors shall:
  - (i) accurately and without distortion represent Board policy on any issue
  - (ii) communicate with and consult the President over the Board agenda
  - (iii) communicate regularly with the CEO and relevant Department Heads in order to understand the operational implications of proposed policies
  - (iv) participate annually in at least one tour of campuses and clinical sites conducted by the Company.
- (g) Directors shall not reveal information discussed *in camera* or that is otherwise confidential .
- (h) Directors shall declare all conflicts of interest.
- (i) Directors shall not claim expenses in excess of their entitlement for any one year.
- (j) Directors, on completing their term of Office, shall return any property of the Company such as keys, files, phones, or other equipment that may be in their possession.

## 2. PRESIDENT

- (a) The President shall act in accordance with the responsibilities of the position as outlined by the Constitution and these Bylaws.
- (b) Act as Chair of the Board.
- (c) The President shall, in consultation with the CEO, set the Executive Committee agenda.
- (d) The President shall attend:
  - (i) meetings of the Board, the Board Executive, and other meetings as required
  - (ii) meetings of the University Senate as required
  - (iii) meetings of the Student Consultative Committee
  - (iv) meetings of University Executive: Student Life
  - (v) meetings of the Safer Communities Advisory Group
  - (vi) any ad hoc University committees or working groups the President is invited to attend
- (e) The President shall prepare a report for monthly Board meetings on matters of relevance to their areas of organisational responsibility.
- (f) The President shall:
  - (i) be familiar with the basic rules of meeting procedure
  - (ii) with the Honorary Treasurer, meet with the audit partner as soon as is practicable after the election of the said President and Honorary Treasurer
  - (iii) have at least six consultation hours per week either in the President's Office or in public locations within the Holme, Wentworth, or Manning buildings.
  - (iv) meet periodically with the Patron of the Company, and with representatives from the University, including the Vice-Chancellor and Registrar.
  - (v) invite, at their discretion, where relevant and appropriate, other members of the Executive and Board to meetings with external stakeholders, including those from the University.
  - (vi) meet periodically with the President or senior representative of the following organisations: Students' Representative Council, Sydney University Postgraduate Representative Association and Sydney University Sport and Fitness.
- (g) At the commencement of the term of the new President, the outgoing President shall induct the new President. This shall include:
  - (i) A formal meeting with the Company's CEO

- (ii) Furnishing the new President with copies of annual and mid-year budgets, annual performance plans, information about the CEO review process and other important material
  - (iii) Furnishing the new President with all documents relevant to matters topical at the time
  - (iv) Identifying policies adopted by Board that the new President should specially oversee to ensure their implementation
  - (v) Identifying processes of which the new President should be aware, such as agenda setting, cheque signing and expense reimbursement.
- (h) The President shall table at the ordinary December and June Board meetings a list of total expenses claimed by each Director.
  - (i) The President shall, where the Director of Student Publications is unable or in need of clarification, inspect Company publications.
  - (j) The President shall sign cheques or otherwise authorise financial transactions when called to do so.

### 3. VICE PRESIDENT

- (a) The Vice President shall act in accordance with the responsibilities of the position as outlined by the Constitution and these Bylaws.
- (b) Assume such responsibilities as required in the absence, unwillingness, or otherwise of the President in the manner contemplated by the Constitution.
- (c) Act, where necessary and approved by the President, with the delegated authority of the President.
- (d) Act as Deputy-Chair of the Board.
- (e) Exercise informal intra-board disciplinary and guidance functions as appropriate.
- (f) The Vice President shall attend:
  - (i) meetings of the Board, the Board Executive, and other meetings as required
  - (ii) Student Experience Committee meeting
  - (iii) meetings with other stakeholders as organised by the President
- (g) The Vice President shall prepare a report for monthly Board meetings on matters of relevance to their organisational responsibilities.
- (h) The Vice President shall:
  - (i) monitor the activities of Committee Chairs and assist Committee Chairs in fulfilling their role

- (ii) maintain, review, and where necessary prepare skills matrices applicable to the Chair positions of each Committee
- (iii) maintain, review, and where necessary prepare terms of reference for all Board committees, working parties, and similar decision-making bodies
- (iv) prepare a written report to the ordinary December and June Board meetings that shall, on matters of fact and not opinion, comment on the performance of Committee Chairs for the preceding six-month period
- (v) co-ordinate the committee induction process and committee handovers
- (vi) organise a comprehensive exit review of committee members at the completion of the academic year and report to the Board on the feedback received.
- (vii) attempt to be available for involvement in the following year's committee reviews
- (i) The Vice President, in conjunction with the other members of the Board Executive and where the Director of Student Publications is unable or in need of clarification inspects Company publications.
- (j) The Vice President shall sign cheques or otherwise authorise financial transactions when called to do so.
- (k) The Vice President shall exercise broad oversight over the formation and function of Committees, working parties, and other similar decision-making bodies.

#### **4. HONORARY TREASURER**

- (a) The Honorary Treasurer shall act in accordance with the responsibilities of the position as outlined by the Constitution and these Bylaws.
- (b) The Honorary Treasurer shall:
  - (i) facilitate the Board's understanding of the financial performance and position of the Company by preparing a report for monthly Board meetings and organising regular financial training sessions with the Chief Financial Officer (or equivalent).
  - (ii) liaise weekly with the Chief Financial Officer (or equivalent).
  - (iii) with the President, meet with the audit partner as soon as is practicable after the election of the said President and Honorary Treasurer.
  - (iv) Oversee the maintenance by management of the Company's Risk Register

- (c) The Honorary Treasurer shall attend:
  - (i) meetings of the Board, the Board Executive, and other meetings as required
  - (ii) other meetings relevant to the duties of the office, including meetings concerning finance, audit, risk and investments.
- (d) The Honorary Treasurer shall prepare a report for monthly Board meetings on matters of relevance to their organisational responsibilities.
- (e) The Honorary Treasurer, in conjunction with the other members of the Board Executive, shall inspect Company publications if called to do so, or as empowered by Company policy.
- (f) The Honorary Treasurer shall sign cheques or otherwise authorise financial transactions when called to do so.

## 5. HONORARY SECRETARY

- (a) The Honorary Secretary shall act in accordance with the responsibilities of the position as outlined by the Constitution and these Bylaws.
- (b) The Honorary Secretary shall attend:
  - (i) meetings of the Board, the Board Executive, and other meetings as required
  - (ii) any ad hoc student forum meetings relating to student programs.
- (c) The Honorary Secretary shall prepare a report for monthly Board meetings on matters of relevance to their organisational responsibilities.
- (d) The Honorary Secretary shall hold the office of 'Director of Student Publications' and take on the title, duties, responsibilities, and powers of the position. In doing so, the Honorary Secretary shall oversee and lead the actions of the Directors of Student Publications, as well as organise defamation training for the incoming Directors of Student Publications.
- (e) The Honorary Secretary shall oversee the Company's public issues programs including internal events as well as developing and maintaining any strategic partnerships with third parties that may arise from time to time.
- (f) The Honorary Secretary shall oversee the co-ordination of the Company Annual Dinner and other USU public events.
- (g) The Honorary Secretary shall be responsible for the taking of minutes at meetings in the absence of the Board or Committee Secretary.
- (h) The Honorary Secretary shall oversee the Board's engagement with matters pertaining to Clubs & Societies and other initiatives relating to the student experience.
- (i) The Honorary Secretary will organise and oversee consultation initiatives

with the membership.

- (j) The Honorary Secretary shall exercise a broad oversight over the performance and function of portfolio holders.
- (k) The Honorary Secretary shall sign cheques or otherwise authorise financial transactions when called to do so.

## 6. COMMITTEE CHAIRS AND DEPUTY CHAIRS

- (a) Committee Chairs and Deputy Chairs shall:
  - (i) be familiar with the basic rules of meeting procedure
  - (ii) outline a meeting schedule for their committee at the beginning of each Semester
  - (iii) prepare a detailed and appropriate committee agenda for each committee meeting that they Chair. This shall be sent out with the 'notice of committee meeting'. In the event that extenuating circumstances prevent this, responsibility for agenda preparation and timely distribution shall be passed to other elected Director(s) to the committee in question, and then to the Vice President
  - (iv) consult the Vice President, other elected Director(s) to the committee in question as well as its ordinary members when setting Committee agendas
  - (v) maintain regular contact with all members of the committee for which they are chair or deputy chair
  - (vi) at each Committee meeting, inform the committee as to whether or not resolutions of the previous committee meeting were adopted by the Board, and provide adequate reasoning thereto
  - (vii) report to Board on the committee's current activities if requested and draw relevant matters to the Board's attention
  - (viii) inspect minutes of committee meetings prior to their distribution with the next 'notice of committee meeting'
  - (ix) where appropriate, be responsible for the running of working parties. At the conclusion of the working party's activities, the Chair shall produce a written report to the committee concerned outlining the findings and recommendations of the working party
  - (x) where appropriate, be responsible for convening Selection Panels. The Chair shall consult the appropriate staff member in arranging a time for the Selection Panel to meet and shall contact committee members to request and confirm their participation, as necessary
  - (xi) record and inform members of the financial position of the committee

- (xii) the Deputy Chair shall deputise accordingly to the Chair.
- (xiii) Provide the Vice President with a brief summary of the discussion and decisions of each meeting of the committee within a reasonable timeframe after the conclusion of the meeting.

## 7. PORTFOLIO HOLDERS

- (a) The holder of a Portfolio shall:
  - (i) be familiar with meeting procedure
  - (ii) be available to talk to students on issues relevant to their portfolio
  - (iii) be in regular contact with the relevant stakeholders, including other student organisations, collectives, and Company and University staff
  - (iv) report to Board on current issues within their portfolio when required and draw relevant matters to Board's attention
  - (v) where appropriate, be responsible for the running of working parties
  - (vi) where appropriate, be responsible for convening Selection Panels
  - (vii) where relevant, speak at the opening of events on behalf of the Company

## 8. DIRECTORS OF STUDENT PUBLICATIONS

- (a) The Directors of Student Publications (DSP) shall be the Honorary Secretary and two non-Executive Directors. In the event that the Honorary Secretary is not woman or gender diverse person, at least one of the additional DSPs elected by the Board must be a woman, or gender diverse person.
- (b) The DSP(s) will check all Company and joint Company publications for defamatory material breaches of copyright and any other material that in the opinion of the DSP(s), in any way contravenes the Constitution, Bylaws, or policies of the Company.
- (c) The DSP(s) shall ensure that no article of any Company publication, between the close of nominations and the declaration of the results of the Company election, passes biased judgment on any candidate or their policies.
- (d) The DSP(s) shall otherwise act in accordance with the Company's Director of Student Publications Policy.

## APPENDIX 2 – PENALTY GUIDELINES

OFFENCE	SUGGESTED PENALTY
Campaigning before the date designated commencement date and time	24 hours, or twice the length of time of the breach
Campaigning inside a campaign exclusion zone	Suspension of campaigning for 24 hours, unless in the case of a significant breach
Contravention of rules made by a Returning Officer, a prohibited practice in the Candidate Handbook, or the Student Charter of the University of Sydney	Suspensions for 24 hours, or in the case of a widespread or significant breach, disqualification
Voting when not entitled to do so	Suspension from 1 hour, to disqualification, depending on the severity of the breach
Distributing election material without an authorisation	Formal warning through to suspension for 6 hours, depending on the severity and frequency
Distributing election material in a foreign language without an accurate English translation	Suspension for 6 hours
Use of a USU, club, or society resource	Suspension of 3-24 hours depending on the severity and frequency of the breach
Endorsement or use of powers, influence or resources of an executive position within a USU club, society, University student organisation or affiliate	Suspension of 3-24 hours depending on the severity and frequency of the breach
Exceeding maximum expenditure	Disqualification
Engaging in any dishonest practice	At the discretion of the Returning Officer and/or Electoral Arbiter.
Use of a group or group chat created by or for a corporation or government entity	Suspension of 3 to 24 hours depending on the severity and frequency of the breach
Falsifying campaign expenditure	Immediate exclusion and disqualification
Publication, authorisation, or distribution of material that is untrue, materially false, misleading, deceptive, or discriminatory towards a candidate	With intent – disqualification Without intent – suspension for 72 hours
Impersonating a nominated individual at section 10.8.16	Without intent – suspension for 3 hours With intent – suspension for 24 hours
Engaging in bribery or otherwise to induce a vote	Disqualification
Compromise the fairness and integrity of the election	With intent – disqualification Without intent – suspension for 72 hours
Hinder or interfere with the free exercise of a person's right to vote	With intent – disqualification Without intent – suspension for 72 hours
Harass, intimidate, or coerce a vote	Disqualification
Use another to vote on their behalf, or provide access to their voting password	Warning

Request confirmation, evidence, or receipt of another's vote, or attempt to ascertain how another voted	Without intent – suspension for 3 hours With intent – suspension for 24 hours
Request another's voting password, log in online with another's password, or use another's voting link or password to vote	With intent – disqualification Without intent – suspension for 72 hours
Damage or deface any public or private property	Disqualification
Chalk on any part of USU buildings or grounds	Suspension from 6 hours through to 24 hours depending on severity
Contravention of USU or University policies on advertising	Suspension for 24 hours
Use of an unauthorised adhesive	Suspension for 6 hours
Destroy or interfere with any computer program, data file or electronic device used by USU in connection with elections	Disqualification

## APPENDIX 3 – STANDING ORDERS

In the course of each year, the Company holds a variety of meetings, ranging from the Annual General Meeting, through Board and Committee meetings, to informal working parties. These Standing Orders provide details about the procedures governing the conduct of those meetings.

### **PART A: GENERAL MEETINGS OF THE USU AND THE ANNUAL GENERAL MEETING**

The procedures relating to General Meetings of the Company are to be found in the Constitution. In addition, the following requirements apply:

1. The CEO shall give notice of a General Meeting of the Company within seven days after receipt of a requisition pursuant to the Constitution, stating the business to be transacted.
2. No General Meeting of the Company shall be held on Saturday, Sunday or any Public or University holiday or commenced between the hours of 11.00 pm and 9.00 am the following day, or held at premises other than the Company's premises.
3. Wherever practicable, notice of a General Meeting shall appear by an advertisement in any suitable USU publications.
4. At any General Meeting of the Company, a resolution put to the vote may be decided on the voices, but if any two Members ask for a show of hands, or any 15 Members ask for a ballot, the vote shall be so taken.

### **PART B: MEETINGS OF THE BOARD AND ITS COMMITTEES**

Meetings of the Board and Company committees, subcommittees, and working parties (collectively, "bodies", and individually, "body") shall be conducted in accordance with the Constitution and the following Standing Orders, unless suspended from time to time in accordance with these Standing Orders.

1. **Committee Meetings, Subcommittees, Working Parties**
  - 1.1. **Composition**
    - 1.1.1. The Board shall elect or appoint a chair of each body pursuant to the compositional requirements of the Constitution or the Bylaws.
    - 1.1.2. The Board shall conduct any election necessary to fill any vacancy that may from time to time arise on a Committee constituted by the Constitution or the Bylaws made pursuant to it.
  - 1.2. **Chairing**
    - 1.2.1. The chair of any body shall not retain the chair during motions of dissent from that Director's ruling.
    - 1.2.2. During motions of dissent from the Chair's ruling, the Deputy Chair, and in their absence or unwillingness, a Director present that sits

on the body shall take the chair.

1.2.3. During motions of dissent from the Chair's ruling, in the absence of the Deputy Chair and another willing Director, the body may elect a Chairperson from amongst its Members.

1.2.4. The occupant of the Chair shall be bound by the decision of the meeting.

### 1.3. Limitations on the conduct of meetings

1.3.1. No business except adjournment shall be conducted at any Company body meeting unless a quorum of at least either five (5) of the body's Members or at least half the body's Members, whichever is the less, including at least one Director, is present.

1.3.2. No meeting of a body shall be held and no business conducted between the hours of midnight and 9.00 am except with and by the unanimous written consent of all members of that body.

1.3.3. A Board or Company body meeting shall be validly called when reasonable notice has been given. All Notices of meeting shall specify day, date, time and place of the meeting, as well as the business proposed to be transacted at that meeting. The requirement of notice may be waived by the unanimous consent of all entitled to attend and vote at the meeting.

1.3.4. A body meeting shall not go beyond two hours after its scheduled commencement time, provided that the meeting may resolved to extend the time for thirty minutes and, at the expiry of that extension, a further period of thirty minutes.

### 1.4. Subcommittees and Working Parties

1.4.1. All Company committees shall have the power to appoint sub-committees from their Members.

1.4.2. Committees may, where necessary, form working parties on specific projects, and these groups shall report back to the full committee.

1.4.3. The Chair of the committee shall be responsible for the running of the working parties.

1.4.4. The purpose of a sub-committee or working party is to consider a specific item without involving the whole committee, such as preparing a draft policy for consideration by the full committee. Meetings are usually informal. Sub-committees or working parties can make recommendations to the full committee, which may then pass a resolution to be considered by the Board.

### 1.5. Voting

- 1.5.1. All matters shall be decided by the vote of a majority of those present and voting at the meeting.
- 1.5.2. Voting may be decided on by a show of hands, or if at least three Members ask for a secret ballot, the vote shall be so taken.
- 1.5.3. When a vote is taken by secret ballot, the Chair shall announce the number of votes for and against the motion.
- 1.6. **General**
  - 1.6.1. Meetings of the Clubs and Societies Committee are held in camera when applications for funding and registration are being considered due to the confidential nature of those items. Visitors are therefore not allowed to attend these meetings, unless they are invited to do so in relation to an application for funding.
  - 1.6.2. Any Company member may attend Board or committee meetings as an observer (except where items on funding are being discussed by the Clubs and Societies). However, only members of the body are allowed to vote. As a courtesy, members wishing to attend a meeting should try, though are not required, to let the Chair, Committee Secretary, or Board Secretary know in advance so that the seating and catering arrangements can be adjusted if necessary.
  - 1.6.3. If an ordinary committee member fails to attend two consecutive meetings without an apology or valid excuse, the Vice President in consultation with the relevant Chair, may advise the Board to replace the committee member.
  - 1.6.4. The agenda, minutes, and all papers for the committee and working party meetings shall be made available upon request to any Board Director in any manner reasonably requested, unless specifically prohibited prior to the request itself by the Chair for a specific agenda item where absolutely necessary. This shall include the 'in camera' portions of each document.
2. **Board Meetings**
  - 2.1. **Substantive Motions and Amendments**
    - 2.1.1. No substantive motion or amendment may be proposed at the same meeting of the Board as is in substance the same as a motion or amendment previously proposed and disposed of at the meeting.
    - 2.1.2. An amendment may be proposed to any substantive motion by addition to and/or deletion from the motion.
    - 2.1.3. An amendment shall not oppose the intention of the original motion.
    - 2.1.4. The proposer of a motion may amend or withdraw their motion with

the consent of the seconder. Where such consent is not obtained, amendment shall be permissible, though the seconder may propose the original motion.

- 2.1.5. Where the proposer of a substantive motion accepts any proposed amendment, the amendment shall become the motion, whereupon the proposer of the original motion shall be deemed the proposer of the new motion.
- 2.1.6. Where the proposer of a substantive motion does not accept a proposed amendment, the amendment shall be debated and put, and if carried shall become the new substantive motion.
- 2.1.7. Should a proposed amendment be put and lost, and no further amendment be proposed, the original motion shall again be open to debate.
- 2.1.8. A subsequent proposed amendment shall not be submitted until the first received proposed amendment is disposed of, though any speaker may foreshadow further proposals for amendment. These shall be dealt with in the order in which they are received.
- 2.1.9. A second substantive motion shall not be accepted until the motion under debate has been disposed of provided that notwithstanding anything in these Standing Orders, two or more motions dealing with the same subject matter may be considered in cognate form, except where the intention of motions are opposing, whereupon one motion shall be declared to be substantive and the others as foreshadowed.

The order of debate shall then be:

- (a) Mover of the substantive motion
  - (b) Secunder of the substantive motion
  - (c) Mover of the foreshadowed motion
  - (d) Secunder of the foreshadowed motion
  - (e) Speakers for the substantive motion and the foreshadowed motion alternately
  - (f) Right of reply for the foreshadowed motion
  - (g) Right of reply for the substantive motion
- 2.1.10. The substantive motion shall be put and, if carried, other motions shall lapse. Where the substantive motion is lost, any foreshadowed motion shall be put without further debate.
  - 2.1.11. A motion shall lapse if, when the motion is put to a vote, there is no seconder.
  - 2.1.12. A report or statement of accounts may be:

- (a) received by the meeting by formal motion, or
- (b) debated with or without amendment by formal motion.

## 2.2. Procedural Motions

- 2.2.1. A motion shall be set aside on the affirmative resolution of the motion "That the meeting proceed to the next item of business", whereupon no further debate shall be allowed on this item during the meeting.
- 2.2.2. Debate on a motion shall be stood over at least until the next meeting on the affirmative resolution of the motion "That the motion lie on the table."
- 2.2.3. Debate on a motion shall be closed on the affirmative resolution of the motion "That the motion be not now put", and no further debate shall be allowed on that item during the meeting.
- 2.2.4. Debate on a motion shall be closed on the affirmative resolution of the motion "That the motion be now put", whereupon the substantive motion shall be put without further debate or amendment but allowing the proposer their right of reply.
- 2.2.5. On the affirmative resolution of the motion "That the motion be not now put", the meeting shall proceed to the next item of business, no further debate being allowed on the motion so disposed of. On the negative resolution of the motion, the substantive motion shall be put without further debate or amendment but allowing the proposer their right of reply.
- 2.2.6. The Chair need not accept procedural motions if, in their opinion, there has not been sufficient debate on the question.
- 2.2.7. A procedural motion shall take precedence over any substantive motion or proposed amendment to such motion.
- 2.2.8. Should any question arise which requires a decision by the Chair as to whether a motion is procedural, the Chair shall use the following rules in making their decision:
  - (a) The following motions shall be considered, subject to the discretion of the Chair, as procedural motions, to be put to the meeting without debate:
    - (i) That a person should or should not be heard
    - (ii) That a person should not be further heard
    - (iii) That strict order of debate be followed
    - (iv) That the motion now be put
  - (b) The following motions shall be considered, subject to the

discretion of the Chair, as procedural motions which may be debated:

- (i) That the motion be not now put
- (ii) That the meeting be adjourned
- (iii) That the motion lies on the table
- (iv) That the debate be adjourned
- (v) That the meeting proceeds to the next item of business.

2.2.9. Where the Chair rules upon any point of procedure, their ruling shall determine the matter, save that the meeting may entertain any motion of dissent from such ruling. The motion of dissent shall be in the form "That the meeting dissents from the Chair's ruling.", and upon that resolution, the Chair's ruling shall be of no effect. When the dissent motion is proposed the Chair shall vacate the Chair. The proposer and the Chair, in whose ruling the dissent was moved, only shall speak, after which the motion shall be put. The motion shall be carried by a simple majority.

## 2.3. Speaking

2.3.1. A Director desiring to speak shall address the Chair.

2.3.2. No speech, other than the report of a member of the Executive of the Board, shall be permitted to save a distinct motion either already submitted to the meeting for deliberation or by way of an amendment of a substantive motion.

2.3.3. Where two or more members desire to speak, the Chair shall call upon the member who, in the Chair's opinion, first indicated such intention.

2.3.4. Procedural motions or motions for amendment shall be considered new questions, and persons who have spoken on the substantive matter may speak again after the procedural motion, or after an amendment has been proposed and seconded.

2.3.5. In all cases the right of reply shall be allowed to the proposer of a motion other than a procedural motion, after which the motion shall be put forthwith.

2.3.6. No member shall speak to any motion after it has been put.

2.3.7. The seconder of a proposed motion or amendment may speak after the proposer or may reserve their right to speak until later in any debate where speakers, if any, oppose the motion. Where there is no opposition to the proposed motion, the seconder's reserved right shall not be exercised.

2.3.8. Upon the procedural motion "That strict order of debate be

followed" being put and affirmatively resolved, the Chair shall permit only one speech per speaker, except to allow the proposer to present a right of reply, nor shall they permit consecutive speeches either in favour of, or opposing, the motion.

2.3.9. At the discretion of the Chair, no member shall speak to a motion for more than five minutes.

2.3.10. Subject to these Standing Orders, any member addressing the meeting shall be heard in silence.

2.3.11. A Director may take a point of order at any time. On the taking of such a point of order, all debate shall be suspended until such time as the Chair rules on the point of order. A point of order shall be clearly and succinctly stated, shall contain no irrelevancy, and shall not seek to debate any motion before the Chair.

A point of order shall show that the speaker was:

(a) using unseemly language

(b) not speaking on the question

(c) infringing on the provisions of the Constitution, Bylaws or these Standing Orders, and insofar as they do not provide, the Common Law of Meetings.

2.4. Limitations on the conduct of meetings

2.4.1. A Board meeting shall be adjourned after four hours of its commencement, provided that the meeting may resolve to extend the time for thirty minutes and, at expiry of that extension, a further period of thirty minutes.

2.4.2. A meeting is not validly constituted, and no business except adjournment can be conducted, unless a quorum of 7 Directors is reached.

2.5. Suspension of Standing Orders

2.5.1. Any of these Standing Orders, or any part of any Standing Order, may be suspended from time to time upon the affirmative resolution of the motion, "That so much of Standing Orders be suspended as would prevent...". The latter part of the motion shall state succinctly the purpose for which such a suspension is intended. The motion shall be carried by a simple majority.

2.6. *In Camera*

2.6.1. The Board may request staff to leave if the meeting moves in camera.

2.6.2. In camera minutes are tabled at each meeting of the Board. They are not therefore available for general circulation. They are available for reading by any person who was entitled to be present at the meeting, even if they did not in fact attend.

- 2.6.3. Resolutions from in camera sections of Board meetings form part of the official minutes, but the discussion remains confidential.
- 2.6.4. The procedure for in camera sessions is as follows:
- (a) The meeting resolves "that the meeting move *in camera*".
  - (b) The discussion and any resolutions are minuted.
  - (c) A resolution is passed "that the meeting moves *ex camera*".
- 2.6.5. While the Board considers and resolves to approve/amend *in camera* minutes at each subsequent Board meeting, they are not circulated for reasons of confidentiality. Any Director or body member may read a copy of the *in camera* minutes of a meeting to which they were entitled to be present, even if they did not attend the meeting. No other person is entitled to see the minutes.
- 2.6.6. The Board may at its absolute discretion permit non-Directors to be present for *in camera* sessions, and may determine by ordinary resolution that any part of *in camera* minutes be provided to certain non-Directors subject to any conditions of continuing confidentiality the Board deems appropriate, including receiving assurances of confidentiality from the recipient.
- 2.7. General
- 2.7.1. Special Board Meetings may be convened to discuss issues that need urgent resolution outside of ordinary meetings. Four members of the Board may request a Special Board Meeting by delivery of a signed request to the President, or as otherwise provided in the Constitution or the Bylaws. Unless otherwise provided for in the Constitution, Bylaws, or applicable legislation, reasonable notice must be given to all attendees of the date and time of a Special Board Meeting and any business to be conducted therein, unless all individuals entitled to attend and vote at the meeting waive the requirement of notice
- 2.7.2. Board meetings are open to all members of the Company.
- 2.7.3. There is an Agenda item being Open Question Time, at which Directors and members may bring to Board's attention any matter relating to Company affairs and ask questions of Directors and staff.
- 2.7.4. Members are free to remain throughout the meeting but may be asked to leave if the meeting moves *in camera*.
- 2.7.5. In attendance at every Board meeting are the CEO, Board Secretary, and members of the senior management team. The staff members are present in an advisory capacity and have speaking rights, but they are not allowed to vote.

- 2.7.6. Retrospective apologies and apologies given through a third party are not accepted.
- 2.7.7. Apologies should be conveyed directly to the Board Secretary, the Committee Secretary, the President (in the case of Board meetings) or the body Chair.
- 2.8. Voting by Proxy
  - 2.8.1. Members of the Board may vote by proxy at any meeting of the Board, or any meeting of a committee or working party, subject to the procedure in these Standing Orders.
  - 2.8.2. A Board Director seeking to vote by proxy must provide the Chair of the relevant voting body with a document nominating another voting member of that body to act as their proxy. This document must contain the signatures of both the assignor and assignee.
  - 2.8.3. For the avoidance of doubt, an electronic document may satisfy the requirements of Standing Order 2.8.2
  - 2.8.4. A vote assigned by proxy may only be exercised in a formal vote of the voting body, the results of which are to be counted in order to ascertain its passing, or in any vote which requires unanimity.
  - 2.8.5. A proxy may be withdrawn at any time in writing by the assignor if communicated to the Chair. For the avoidance of doubt, this includes electronic communication.
  - 2.8.6. If a proxy has been withdrawn under Standing Order 2.8.5 and yet exercised nonetheless, the result of that vote may be challenged if the proxy vote being exercised invalidly will have affected the outcome of the vote. For the avoidance of doubt, a withdrawal effected but not read, noticed, or acknowledged by the Chair will still be an effective withdrawal for the purposes of this Standing Order, but a withdrawal must be communicated prior to the exercise of the proxy vote
  - 2.8.7. A proxy may be altered at any time in writing to the chair by the assignor, but requires the assent of the assignee to be effective. If the assignee does not approve the alteration in writing to the chair, then the proxy will be taken as withdrawn in the manner contemplated by Standing Order 2.8.5.
  - 2.8.8. Directors who have assigned their votes to a proxy may not themselves vote at the relevant meeting unless they have withdrawn their proxy.
  - 2.8.9. Any proxy allocated under these Standing Orders may be directed or undirected. That is, it may mandate the vote be exercised in a manner predetermined by the assignor, or it may be left to the discretion of the assignee.

## APPENDIX 4 – USE OF COMPANY SPACE PERMISSIONS

The terms upon which Company spaces may be used by particular groups affiliated with the Company

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The Cellar Theatre

#### **A4.1 The Cellar Theatre: The University of Sydney Union Students' Performance Space**

A4.1.1 The theatre beneath the Holme Building, facing Science Road, commonly known as THE CELLAR shall be officially titled THE CELLAR THEATRE: THE UNIVERSITY OF SYDNEY UNION STUDENTS' PERFORMANCE SPACE. There shall be a sign displaying this name, with the ADDENDUM "HOME OF SUDS – AUSTRALIA'S OLDEST CONTINUOUS THEATRE COMPANY."

A4.1.2 The Cellar Theatre: The University of Sydney Union Students' Performance Space, shall be available to SUDS throughout the year for the purposes of auditions, productions, workshops, rehearsals, meetings, and guest speakers.

A4.1.3 The use of The Cellar is based on the concept of mutual responsibility. The Company Facilities Department shall be responsible for the maintenance and safety of The Cellar Theatre in terms of hygiene, drainage, and safety requirements; whilst the user, as outlined in THE CELLAR THEATRE: THE UNIVERSITY OF SYDNEY UNION STUDENTS' PERFORMANCE SPACE USAGE AGREEMENT document will abide by any staff directions in terms of health and safety issues.

A4.1.4 An annual safety inspection of the space will be conducted by a representative of the Company Facilities Department.

This shall include the checking and testing of:

- (a) All lanterns and their power cords, including earth continuity
- (b) All power cords, including earth continuity
- (c) Light dimmers
- (d) All racks Outlets, including earth continuity
- (e) Sound equipment

- (f) General power outlets
- (g) Drainage
- (h) Wall and ceiling lamps - including illuminated exit signs
- (i) Fire equipment
- (j) Crash doors
- (k) All essential services

The Company will notify the SUDS Executive of the time and date of the annual inspection two weeks in advance of the inspection being carried out. Further, the Company will invite the SUDS President (or representative) to be present at the inspection and will provide the SUDS Executive with a written report detailing the results of the inspection no later than two weeks after the conclusion of the inspection.

A4.1.5 Any safety or maintenance problems occurring throughout the year shall be reported immediately to the Programs Manager in Student Experience Department.

A4.1.6 Subject to Board approval, the upkeep of Company-owned equipment in The Cellar shall be maintained through Repair and Maintenance budgets. Funding for the replacement of consumables - such as light bulbs and gels - may be applied for through the Clubs and Societies Committee.

A4.1.7 The space is to be maintained as a dedicated space for student theatrical and performance activities.

The following is to be understood:

- (a) Access to The Cellar shall comply with the objectives laid down in the Constitution, Bylaws and policies of the Company;
- (b) Any current Member of the Company may join SUDS and make a proposal for the use of the space. Such usage shall be determined by general meetings of SUDS, at which all SUDS members have equal voting rights.

## APPENDIX 5 – MANAGEMENT OF CLUBS AND SOCIETIES

### 1. Clubs and Societies Office

- (1) There shall be a Clubs and Societies Office (known as the C&S Office, or equivalent), for the administration and management of the Clubs and Societies Program.
- (2) The C&S Office shall be led by a Clubs and Societies Manager, who shall report to the Head of Department appointed by the CEO.
- (3) The Director of Student Experience shall provide regular reports on the activities of the C&S Office to the Board of Directors.
- (4) Only the following documents are binding on the C&S Office for clubs and societies:
  - (a) The Company Constitution and Bylaws;
  - (b) The C&S Handbook; and
  - (c) Duly carried, formal resolutions or policies of the Board of Directors or Clubs and Societies Committee.
- (5) Board Directors must not seek to influence particular decisions of the C&S Office through any special access to Company employees.
- (6) Subject to subclause (7) and the binding documents listed in subclause (4), the powers and responsibilities of the C&S Office include, but is not limited to:
  - (a) Providing general governance of clubs and societies, including strategy and risk mitigation;
  - (b) Managing and approving funding (including discretionary funding) for clubs and societies;
  - (c) Managing and approving events organised by clubs and societies;
  - (d) Reviewing and approving proposed amendments of constitutions of clubs and societies;
  - (e) Organising training for executive members of clubs and societies, including financial training, bullying, sexual harassment/assault, bystander, service of alcohol, meeting management, safe food handling, risk mitigation, event management, sponsorship, records management, and electoral procedures;
  - (f) Facilitating the participation of clubs and societies in USU festivals, activations, and events, including Welcome Fest;
  - (g) Overseeing the strict compliance of clubs and societies with the requirements set out in the Company/University Affiliation Agreement;
  - (h) Determining and resolving any disputes and complaints arising from clubs and societies, including the power to penalise, or

suspend clubs and societies for misconduct; and

- (i) Making systems and policies for the management of clubs and societies.

(7) However, the C&S Office does not have the power to:

- (a) Approve or reject an application to register a club or society;
- (b) Amend the C&S Handbook.

## 2. C&S Handbook

- (1) The C&S Handbook shall contain the policies for clubs and societies.
- (2) The C&S Handbook shall not be amended unless the amendment has been approved by a simple majority of the Clubs and Societies Committee.
- (3) In the case of any conflict between the C&S Handbook and the Company Constitution and Bylaws, the Company Constitution and Bylaws shall prevail.
- (4) In the case of any conflict between the C&S Handbook and policies made by the C&S Office, the C&S Handbook shall prevail.

## 3. Dispute and Complaint Resolution

- (1) Upon receiving a dispute or complaint arising from clubs and societies, the C&S Office shall either:
  - (a) Resolve the dispute or complaint in accordance with the Company Constitution and Bylaws, C&S Handbook and policies made by the C&S Office; or
  - (b) Refer the dispute or complaint to the Clubs and Societies Committee or Board of Directors with or without a recommendation.
- (2) A Member, club or society may appeal a decision of the C&S Office to the Clubs and Societies Committee in writing.
- (3) A Member, club or society may appeal a decision of the Clubs and Societies Committee to the Board of Directors in writing.
- (4) If an application to register a new club or society was rejected by the Clubs and Societies Committee, a Member who made the application may appeal the decision to the Board of Directors in writing.