



**UNIVERSITY OF  
SYDNEY UNION**

**THE CONSTITUTION**

**OF**

**THE UNIVERSITY  
OF SYDNEY UNION**

September 2014



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# CONSTITUTION OF THE UNIVERSITY OF SYDNEY UNION

## 1. Dictionary

### 1.1 Definitions

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

Annual Election	<b>An annual election to the Board of the University of Sydney Union (USU) in accordance with article 10.2</b>
Board	<b>The Board of the USU constituted by article 7.3</b>
Director	<b>A member elected or appointed to the Board to govern the affairs of the USU</b>
Due Notice	<b>“Due Notice” shall be notice posted to the last known postal, email or university address of each member of the Board or Committee, as applicable, at least four clear working days prior to any meeting.</b>
Eligible Director	<b>A Director elected pursuant to article 10.2 who has agreed in writing, and who is qualified to be a member of and to act as a director of, the USU, and who has signed and given the USU a Nomination Form</b>
Executive	<b>The Executive of the Board elected in accordance with article 10.3</b>
CEO	<b>The person appointed as the Chief Executive Officer of the USU (including any person who acts in that position)</b>
Graduand	<b>A person who has completed the requirements for the award of a degree or diploma of a university or another educational institution but who has not yet had that degree conferred</b>
Graduate	<b>As the case may be:</b>  <b>(a) A graduate of the University as defined in section 3(2) of the University of Sydney Act; or</b>  <b>(b) A graduate of another university or educational institution</b>
Immediate Past President	<b>The person who served as President in the term before the term of office of the current President</b>
In Camera Member (and also Membership)	<b>In camera meetings are confidential and exclude all who are not Members of the USU Board or relevant committee from participation in the meeting</b>

	<b>A person who is a Member of the USU by satisfying the eligibility requirements under article 5.1</b>
Membership Year	<b>As defined in article 5.3</b>
Misconduct	<b>Fraud, negligence, dishonesty, a breach of duty or any unlawful or improper conduct</b>
Nomination Form	<b>A form signed by an eligible candidate, who seeks election as an Office Bearer</b>
Notice	<b>Notice of a meeting or a motion given to (as the case may be) a Member or to a Director or member of a Committee, working party or other advisory structure of the USU in accordance with this Constitution</b>
Notice Board	<b>A Notice Board referred to in article 15.1(g) or as prescribed by the Regulations from time to time</b>
Office Bearer	<b>The office-bearers of the USU described in article 8.1 who are elected as the members of the Executive in accordance with article 10.3</b>
Officer of the Union	<b>CEO and members of the executive staff</b>
Patron of the Union	<b>The Patron of the Union appointed under article 4.1</b>
President	<b>The person elected as President of the USU pursuant to article 10.3</b>
Registrar	<b>The Registrar of the University</b>
Regulations	<b>The Regulations of the USU made under article 9.2(e)</b>
Senate	<b>The Senate of the University</b>
Special Meeting	<b>A non-scheduled meeting of the Board called pursuant to 10.3B, 10.3C, 11.2C and 11.2D of the Constitution</b>
Special Resolution	<b>A motion of the Board of which Due Notice has been given, which is passed by two-thirds of the Members present and voting thereon provided that the affirmative vote is at least equal to half the Members of the Board</b>
Standing Orders	<b>Standing orders for the conduct of meetings as prescribed by the Regulations from time to time</b>
Union	<b>The University of Sydney Union, and where the context admits, includes its Members</b>
USU Committee	<b>A committee, working party or other advisory structure created by the Board of the USU in accordance with article 11.1(a)</b>

University	<b>The University of Sydney established by the University of Sydney Act</b>
University of Sydney Act	<b><i>University of Sydney Act 1989 (NSW) (as amended)</i></b>
USU	<b>The University of Sydney Union, and where the context admits, includes its Members</b>
Visitor of the University	<b>A person whom the University recognises as Visitor of the University as stated in University of Sydney Act</b>
Voting Members	Members of the USU Board or a USU Committee who are present and eligible to vote.
Web site	<b>The web site of the University of Sydney Union which is presently <a href="http://www.usu.edu.au">www.usu.edu.au</a></b>
Wom*n-identifying	Someone who identifies as a wom*n or who has lived experience as a wom*n

## 2. NAME

### 2.1 Defined

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

## 3. OBJECTS

### 3.1 Defined

The objects of the USU shall be to:

- (a) promote the interests and welfare of the USU and the members of the University community
- (b) work at all times towards creating an environment free from all forms of discrimination and harassment
- (c) provide a safe and clean common meeting ground for Members, and the University community
- (d) provide subsidised social, cultural and recreational facilities
- (e) promote the personal, intellectual, cultural and social development of its Members by activities and debates whereby Members and the University community may meet and share talents, interests and ideas
- (f) provide subsidised dining and refreshment services

- (g) provide subsidised conveniences, services and amenities
- (h) provide subsidised child care services
- (i) Secure the cooperation of the University community and other bodies in furthering the interests and welfare of the Members and the University community
- (j) Encourage and practice environmental responsibility and to promote at all times an awareness of the need for environmentally sustainable practices and behaviour
- (k) support, promote and encourage universal student unionism and recognise the benefits it provides to the Members and the University community
- (l) do all other lawful things as are incidental or conducive to the attainment of these objects

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

##### **4.1 Appointment**

There shall be a Patron of the Union, who shall be appointed from time to time by the Board.

#### **5. MEMBERSHIP**

##### **5.1 Eligibility**

The following persons shall be eligible for Membership:

- (a) The Visitor of the University
- (b) The Patron of the Union;
- (c) Graduands of the University;
- (d) All Members of Convocation of the University as defined in section 14(1) of the University of Sydney Act;
- (e) Persons appointed by Senate to the USU Board who are not otherwise eligible for membership;
- (f) Students enrolled in a course of study leading to the award of a degree or diploma from the University;
- (g) members of the full-time, part-time or casual staff of the:



- (i) University;
  - (ii) USU;
  - (iii) Students Representative Council;
  - (iv) Sydney University Postgraduate Representative Association
  - (v) Student Association of Sydney College of the Arts; and
  - (vi) Sydney University Sport.
- (h) Persons enrolled in any non-award course conducted by the University, including any course conducted through the University's Centre for Continuing Education;
  - (i) Persons enrolled in any course conducted by the USU;
  - (j) Persons, who, having been a Member of the USU in the preceding year, have been granted permission to defer their study; and
  - (k) Graduates and Graduands of such other universities or educational institutions as the Board may, by Special Resolution from time to time, prescribe after consultation with the University.

## **5.2 Classes of Membership**

There shall be the following classes of membership:

- (i) Full Members
- (ii) Life Members
- (iii) Associate Members
- (iv) Honorary Life Members; and
- (v) Honorary Members

### **5.2.1 Full Membership**

- (a) Any person eligible for Membership pursuant to article 5.1(a) to (k) may, upon application and the payment of any fee or fees as determined by Board, become a Member of the USU.
- (b) The Board may permit pre-payment of any fee or fees for Membership for any consecutive future Membership Years.
- (c) The Board may offer varying discounts for pre-paid Membership fees.
- (d) Pre-paid Membership fees are non-refundable.

### **5.2.2 Life Membership**

- (a) After 1 January 2006, no person shall be eligible to be conferred with Life Membership of the USU.
- (b) Persons who were Life Members as at 1 January 2006 shall continue to be recognised as Members/Life Members of the USU, and shall remain eligible to

vote in USU elections and access whatever benefits Board may from time to time determine.

### **5.2.3 Associate Membership**

- (a) Persons, eligible for Membership by virtue of article 5.1(f), and who are not already financial members of the USU, may, upon application, become Associate Members of the USU.
- (b) Associate Membership confers only the right to vote at an election of directors to the Board.

### **5.2.4 Honorary Life Membership**

- (a) The Board may confer Honorary Life Membership by Special Resolution upon any person who has made an extraordinary contribution to the USU or the University community.
- (b) The Visitor of the University shall be entitled to Honorary Life Membership.
- (c) The Patron of the Union shall be entitled to Honorary Life Membership.
- (d) Honorary Life Members cannot:
  - (i) nominate for election to the Board; or
  - (ii) vote at any elections or meetings of the USU

### **5.2.5 Honorary Membership**

- (a) The Board may grant by Special Resolution, Honorary Membership to any person whose special association with the USU is deemed worthy of such recognition, providing that that the duration of such Honorary membership shall be tied to the period of the special association.
- (b) Honorary Members cannot:
  - (i) nominate for election to the Board; or
  - (ii) vote at any elections or meetings of the USU.

## **5.3 Membership Year**

- (a) The Membership Year of the USU begins on 1 January and ends on the last day of December in the same year.
- (b) All Members shall hold Membership for one Membership Year, except:
  - (i) Life Members, Honorary Members and Honorary Life Members, whose Membership is continuous until such time as they are no longer eligible for Membership as provided for in this Constitution;
  - (ii) Students enrolling for the first time at the University may become Members before or after 1 March of that year, in which case they will be taken to be Members from the date on which they become Members until the end of that current Membership Year.

- (c) Nothing in this article 5.3 prevents or prohibits pre-payment of Membership fees fixed by the Board under article 5.2.1.

#### **5.4 Membership Privileges**

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

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

- (a) Persons eligible for Membership in accordance with article 5.1 (d), (f), (i) or (j) shall cease to be Members if they cease to be so eligible.
- (b) a Member may resign by presenting a letter of resignation signed by that Member to the CEO.
- (c) Membership may be terminated in accordance with article 9.2(f) of this Constitution.
- (d) Any Graduate or Graduand who is a member of the Board, but who has not yet been granted Honorary Life Membership or Honorary Membership, shall be deemed to be a Member until the expiration of their term on Board, subject to payment of any Fee prescribed by article 6.

### **6. MEMBERSHIP FEES**

#### **6.1 Determination**

- (a) The Board shall determine fees payable by various classes of Members from time to time.
- (b) Any Membership fees shall first be approved by the Senate before taking effect.

### **7. THE BOARD**

#### **7.1 Responsibilities**

- (a) The conduct and management of the USU shall be vested in the Board of Directors. The Board shall:
  - (i) oversee the performance of the USU;
  - (ii) approve and monitor the USU's policy and other aspects of its strategic direction;
  - (iii) establish and monitor the USU's annual budget and annual business plan;
  - (iv) oversee risk management and risk assessment within the USU's;
  - (v) establish and monitor the USU's systems of control and accountability; and
  - (vi) regularly review its own performance (in light of its powers and obligations under this Constitution).
- (b) The Board shall engage as the CEO of the USU a person with an appropriate financial background who will be accountable for ensuring that the USU is

properly managed from a financial perspective and who will provide advice and reports to the Board on financial management of the USU.

- (c) All Directors shall be charged with the duty of promoting the interests and furthering the development of the USU.

## **7.2 Conflicts of interest**

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

## **7.3 Composition**

- (a) The Board shall comprise:
  - (i) 11 Directors elected by and from those Members eligible to vote at USU elections;
  - (ii) two Directors appointed by the Senate; and
  - (iii) the Immediate Past President of the USU
- (b) If the Immediate Past President is unable or unwilling to become a Director, the Board may appoint a person who was a member of the immediate past Executive, and who is not currently a Director, as an alternative Director. The alternative Director shall then serve:
  - (i) for the balance of the Immediate Past President's term; or
  - (ii) until such time as the Immediate Past President notifies the USU that they are able to accept or resume their appointment under article 7.3(a)(iii).
- (c) Subject to this Constitution, and any Standing Orders, all Members shall have the power to attend and speak at any meeting of the USU, except 'in camera' sessions which shall be confined to the relevant USU Committee Members and Members of the Board.

## **7.4 Voting at Board meetings**

The following persons may attend and speak at meetings of the Board, but do not have any right to vote:

- (a) the CEO and other senior managers of the USU (as the case may be); and
- (b) the Immediate Past President.

## **7.5 Ceasing to hold office**

- (a) A Director shall cease to hold that office if:
  - (i) that Director ceases to be a member of the USU;
  - (ii) the CEO receives a letter of resignation signed by that resigning Director;
  - (iii) that Director is absent from two consecutive meetings of the Board (including special meetings of the Board) without leave of absence being granted by the Board provided that leave shall not be withheld without good reason
  - (iv) that Director is absent from six (6) ordinary meetings of the Board in any Board Year,

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

- (b) The CEO shall notify the Registrar in writing should a Director appointed by the Senate:
  - (i) resign from the Board; or
  - (ii) be absent from two consecutive meetings of the Board without leave of absence being granted by the Board provided that leave shall not be withheld without good reason, provided that any Director appointed by the Senate so affected may continue to act as a Board member until the appointment of a successor.

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

### **8.1 Office Bearers of the USU**

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

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

### **8.2 Role of President**

- (a) The President shall:
  - (i) act as representative of the USU on the Board's behalf and defend the decisions and policies of the Board;
  - (ii) sign contracts authorised by the Board on behalf of the USU;
  - (iii) be an *ex officio* member of every USU Committee;
  - (iv) call a meeting of the Board or any USU Committee at the request of four Members of the Board or that USU Committee;

- (v) be a signatory to all USU accounts in accordance with the Regulations;  
and
  - (vi) in consultation with the CEO, ensure that the decisions of the Board are implemented.
- (b) The President may:
- (i) attend, chair and vote at general meetings of the USU and any USU Committees, provided only that the President shall not retain the chair during motions of dissent from the President's ruling;
  - (ii) call a meeting of any USU Committee but only with the agreement of at least one other member of the Executive;
  - (iii) exercise the functions of President as specified from time-to-time in the Regulations.

### **8.3 Role of Vice-President**

- (a) The Vice-President shall:
- (i) act on the President's behalf in any matter the President wishes;
  - (ii) act in the absence or unwillingness of the President, with the authority and responsibility of the President as granted under article 8.2(a);
  - (iii) sign contracts authorised by the Board on behalf of the USU;
  - (iv) be a signatory to all USU accounts in accordance with the Regulations;
- (b) The Vice-President may:
- (i) attend and vote at any general meeting of the USU and any USU Committees; and
  - (ii) exercise the functions of Vice-President as specified from time-to-time in the Regulations.

### **8.4 Role of Honorary Treasurer**

- (a) The Honorary Treasurer shall:
- (i) cause proper books of account to be kept dealing with the finances and property of the USU;
  - (ii) exercise a general supervision over the financial affairs of the USU;
  - (iii) sign contracts, authorised by the Board on behalf of the USU; and
  - (iv) be a signatory to all USU accounts in accordance with the Regulations.
- (b) The Honorary Treasurer may exercise the functions of Honorary Treasurer as specified from time-to-time in the Regulations.

## **8.5 Role of Honorary Secretary**

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

## **9. POWERS OF BOARD AND OFFICE BEARERS**

### **9.1 Office Bearers**

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

### **9.2 Board**

- (a) The Board shall have the power to do all such things as are necessary for and incidental to the purpose of carrying into effect or furthering the objects of the USU subject to those powers reserved in this Constitution to the University.
- (b) The Board may enter into Industrial Agreements with organisations which also have Members employed by the University subject to University approval only.
- (c) The Board may grant a licence for the use of any USU premises by Special Resolution only, subject to University approval.
- (d) USU premises shall be made available to any club or society recognised by the University where such provision is reasonable and practicable.
- (e) The Board may enact Regulations by Special Resolution to give effect to the provisions of this Constitution and for the proper conduct of the USU's business provided only that:
  - (i) the mover of any amendment to the Regulations shall set out the Regulation in full and present it to the President who shall include it in the next Notice calling a meeting of the Board;
  - (ii) minor changes to such an amendment may be made by the Board at the discretion of the Chairperson; and
  - (iii) each Regulation passed by the Board shall forthwith be left with the Registrar for the information of the Senate.
- (f) Should any Member neglect to pay any sum to the USU or in the opinion of the Board be guilty of misconduct, the Board may:
  - (i) take legal action;
  - (ii) expel such Member from Membership of the USU; or

- (iii) debar such Member from exercising the rights of Membership for such time as it thinks fit provided that:
  - A. such Member or Members shall have the right to an appeal to the University;
  - B. the Board may not delegate its authority in such a matter;
  - C. such Member shall be informed of the matters to be raised against that Member;
  - D. such Member shall be given a reasonable opportunity to be heard but shall not be represented before a decision is made;
- (g) If a matter is raised against any member of the Board, such member shall be suspended from the Board for the duration of the Board's deliberations on that matter.

## **10. ELECTIONS**

### **10.1 Who may nominate for Board**

Subject to article 5.2.3, 5.2.4, 5.2.5, any Member may nominate for election to the Board.

### **10.2 Conduct of elections to Board**

- (a) Anytime in May of each year, as determined by the CEO, an Annual Election shall be held from nominations received.
- (b) The Annual Election shall be conducted by secret ballot among Members, and in accordance with the Regulations.
- (c) Five Directors shall be elected during years ending in an even number and six Directors shall be elected during years ending in an odd number provided that in any year ending in an even number, two, and in any year ending in an odd number, three such elected Directors shall be wom\*n-identifying.
- (d) Any vacancy which arises from time to time amongst the Members elected to the Board shall be filled from the candidates for election at the most recent election at the time the vacancy arises:-
  - (i) by the next highest polling wom\*n-identifying candidate, where the former Director is wom\*n-identifying, or
  - (ii) in any other case, by the next highest polling candidate, provided that there shall be not less than five wom\*n-identifying persons amongst the eleven elected Directors at any one time who shall hold office until the expiry of the term of the Director who is replaced.

### **10.3 Executive and USU Committees**

- (a) There shall be an Executive of the Board comprising the President, Vice-President, Honorary Treasurer and Honorary Secretary.
- (b) There shall be a Special Meeting of the incoming Board on a working day in June at which the Executive Officers of President, Vice President, Honorary Treasurer and Honorary Secretary shall be elected from amongst its Eligible Directors;



provided that the office of President is not held by the same person for more than three years.

- (c) There shall be a separate Special Meeting of the incoming Board on a working day in June at which Chairs of the USU Committees and Directors to USU Committees shall be elected.
- (d) Whenever a vacancy occurs in the positions elected under 10.3(b), the vacancy shall be filled at the next meeting of Board from amongst its Eligible Directors.
- (e) A member of the Executive elected under 10.3(b) or 10.3(c) may be removed from office by Special Resolution of which Notice has been given.

#### **10.4 Terms of office**

- (a) Subject to article 7.5, Directors shall hold office from the 1 July to the 30 June for two years following election, provided that any candidate whose election is the subject of protest shall hold office provisionally until declared elected or replaced by the next highest polling validly elected candidate.
- (b) The Board shall be elected by a quota-preferential method of representation according to the rules published by the Proportional Representation Society of Australia, subject to the provisions of article 10.2(c).

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

#### **11.1 Power to establish USU Committees etc**

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

#### **11.2 Conduct of meetings**

- (a) Meetings of the Board and USU Committees shall be conducted in accordance with this article 11.2 and any Standing Orders.
- (b) A schedule of meeting times for the year shall be set at the December meeting of Board and may be amended by the Board, such schedule and any amendments to be displayed on Notice Boards.
- (c) Four Members of the Board or of a USU Committee may requisition a Special Meeting by the delivery of a request to the President signed by them.
- (d) Such a meeting shall then be called by the CEO at the request of the President.
- (e) The Board shall elect a Director to chair each USU Committee in the absence of the member of the Executive empowered by this Constitution to do so..
- (f) The Directors elected under article 10.3(e) shall chair their USU Committee provided only that the Director shall not retain the chair during motions of dissent from that Director's ruling.
- (g) In the absence of the appointed Chairperson each meeting of a USU Committee

shall be chaired by a Director appointed to that USU Committee, provided only that the Director shall not retain the chair during motions of dissent from the Director's ruling.

- (h) During motions of dissent from the Chair's ruling, in the absence of another Director, the USU Committee may elect a Chairperson from amongst the Committee Members.
- (i) No business shall be conducted at meetings of the Board except adjournment unless a quorum of at least seven Directors is present.
- (j) No business except adjournment shall be conducted at any USU Committee meeting unless a quorum of at least either five (5) of the USU Committee's Members or at least half the USU Committee's Members, whichever is the less, including at least one Director, is present.
- (k) No meeting of the USU shall be held and no business conducted between the hours of midnight and 8.00 am.
- (l) A Board or USU Committee meeting shall be validly called when Notice has been given.
- (m) All Notices of meetings shall specify the day, date, time and place of the meeting, as well as the business proposed to be transacted at that meeting.
- (n) The Standing Orders shall be created by Regulation from time to time and apply to all meetings of the USU, the Board and its USU Committees, working parties and other advisory structures.
- (o) The Board and all USU Committees shall have the power to appoint sub-committees from their Members.
- (p) All matters shall be decided by the vote of a majority of those present and voting at the meeting.
- (q) Voting may be decided by a show of hands unless a majority of the Voting Members request that the vote be conducted by a ballot. .
- (r) A majority of Voting Members or four Voting Members, whichever is the lesser, present at any meeting may require Notice of any matter to be discussed at that meeting.
- (s) The occupant of the Chair shall be bound by the decision of the meeting.

## **12. ADMINISTRATION**

### **12.1 Indemnity**

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

## **13. CEO**

### **13.1 Appointment**

- (a) There shall be a CEO who shall be responsible for the implementation and

administration of Board policy.

- (b) The CEO shall be employed on such terms as the Board agrees and shall be answerable to the Board.

### **13.2 Acting CEO**

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

### **13.3 Role and responsibilities of CEO**

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

## **14. CONDUCT OF ADMINISTRATION**

### **14.1 Register of Members**

The CEO shall keep a register of the names and addresses of all Members.

## **14.2 Auditors**

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

## **14.3 Finances**

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

## **14.4 Legal documents and property**

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

## **14.5 Reporting obligations**

Each year the Board shall:

- (a) Prepare for the Members and for the Senate a report upon the USU and a statement of its accounts for the year ending on 31 December; and
- (b) Forward such report and statement, duly audited, together with any annexures thereto, to the Registrar on or before 31 May next ensuing.

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

### **15.1 General requirements**

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

- (b) All motions on Notice, including constitutional amendments, shall be received by the USU no less than four weeks prior to the Annual General Meeting.
- (c) A General Meeting shall not be validly called unless Notice is given by the posting of Notice on each of the Notice Boards, in accordance with 15.1(g), at least fourteen days in advance.
- (d) The following sites and any other sites prescribed by Regulation are taken to be Notice Boards of the USU for the purposes of this Constitution:
  - (i) The Web site;
  - (ii) Holme Building;
  - (iii) Manning House;
  - (iv) Wentworth Building.
- (e) No General Meeting of the USU shall be held during vacation or on Saturday, Sunday or any Public or University holiday or commenced between the hours of 11.00 pm and 11.00 am the following day, or held on any premises other than the USU.
- (f) For the purpose of reckoning the period of Notice under Sub-article (b), the last two weeks of any term, and any University vacation, shall not be included.
- (g) Wherever practicable Notice of a General Meeting shall also appear by an advertisement in such publications as prescribed in the Regulations.
- (h) Each such Notice Board shall exhibit:
  - (i) a list of Members of the Board and Chair of USU Committees
  - (ii) a Notice to the effect that copies of the Constitution and of any Regulations made under it are available to any Member at the CEO's office
  - (iii) from time to time all Notices required to be given under the Constitution.
- (i) General Meetings of the USU and referenda shall be competent:
  - (i) to discuss such matters of which Due Notice has been given to the CEO in accordance with article 15.1(b)
  - (ii) to comment on the actions of the Board in relation to USU matters
  - (iii) to advise the Board on any matters in regard to future Board policy

## **15.2 Quorum for General Meetings**

The quorum for a General Meeting of the USU is 60 Members.

## **15.3 Voting**

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

#### **15.4 Chairing general meetings**

- (a) The President shall chair General Meetings of the USU provided that the President shall not retain the chair during motions of dissent from the President's ruling.
- (b) The Vice-President shall chair General Meetings in the absence of the President provided that the Vice-President shall not retain the chair during motions of dissent from the Vice-President's ruling.
- (c) If the President and Vice-President are absent after fifteen minutes from the appointed time of commencement the meeting may elect a Chairperson from amongst its number provided that the Chairperson shall not retain the chair during motions of dissent from the Chairperson's ruling, and the President or Vice-President shall take the chair on arrival at that General Meeting.
- (d) At any General Meeting of the USU, a resolution put to the vote may be decided on the voices, but if any two Members ask for a show of hands, or any 30 Members ask for a ballot, the vote shall be so taken.

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

- (a) A General Meeting of the USU, to be called the Annual General Meeting, shall be held no later than 31 May each year on a date as set by the Board.
- (b) This meeting shall receive and consider the report and statement prepared for the Members and the Senate by the Board pursuant to article 14.5 of this Constitution.
- (c) It shall not be competent for the Annual General Meeting to alter the Report or Statements mentioned in article 14.5 but it shall be competent for such meeting by resolution to comment on the same or to recommend that any alterations or amendments be made by the Board.
- (d) If the Board does not see fit to give effect to any such resolution a copy of the same shall be annexed to such Report or Statement when forwarded to the Registrar.

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

#### **16.1 Method**

- (a) The Constitution shall not be altered except by one of the following methods:
  - (i) Resolution passed by a two-thirds majority of Members present and voting at the Annual General Meeting;
  - (ii) Resolution passed by a two-thirds majority of Members present and voting at a General Meeting called in accordance with the provisions of article 15.1; or
  - (iii) Resolution passed by a simple majority of at least 4,000 Members voting in a referendum held in accordance with *article 17* of this Constitution.

in the following manner:

- (iv) The mover of the proposed resolution under the terms of this Constitution

shall give Notice thereof in writing to the CEO who shall set out such proposed resolution in full in the Notice covering such meeting or such referendum.

- (v) A copy of such resolution shall forthwith be left with the Registrar to be placed before the Senate.
- (b) The Senate may allow or veto any such alteration which, if allowed, shall take effect from the date determined by the Senate.
- (c) A copy of such resolutions approved by the Senate shall then be forwarded to the NSW Minister of Finance.

## **17. REFERENDA**

### **17.1 Proposals**

- (a) Notwithstanding anything this Constitution contains, the membership may propose any referendum motion in connection with the affairs of the USU in the following manner:
- (b) The full text of the proposed referendum motion shall be put either by:
  - (i) a Special Resolution of the Board, or
  - (ii) a petition of initiation signed by at least four hundred Members, lodged with the CEO. This petition must include the name, student identification number and signature of each Member so signing it. Each page of the petition of initiation shall include the full text of the referendum motion.
- (c) Such proposed motion shall be put by the close of nominations for the election of Board.
- (d) The full text of the proposed referendum motion, put either by means (i) or (ii) above shall:
  - (i) not be ambiguous in meaning; if ambiguity is apparent on a reasonable reading of the proposed text, the USU may seek legal opinion to clarify this issue;
  - (ii) in the event that the motion covers a constitutional amendment, the motion shall be headed by the words "Referendum Motion for Constitutional Change"; and
  - (iii) not contain references to, including the name of, any Member.
- (e) Upon receipt of such petition or Board resolution, the CEO shall submit the referendum motion proposed to a referendum by ballot in conjunction with the next election of Board Directors.
- (f) In all organisational respects, the referendum shall be run as part of the election process; in particular, Notice of any upcoming referenda shall be given alongside that for the election with which it coincides.

## **18. TRANSITIONAL PROVISION**

### **18.1 Continuation and transition**

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

## **19. TRANSFER OF ASSETS**

### **19.1 Dissolution**

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

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

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

## **20. DISTRIBUTION OF ASSETS**

### **20.1 Requirements**

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

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

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

### **21.1 Constitution subject to Senate resolution**

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



1. Each of the following student organisations is a student organisation ('**Student Organisation**') to which this Resolution applies: the University of Sydney Union ("**USU**"), Sydney University Sport ("**SUS**") and Cumberland Student Guild ("**CSG**").
2. The Vice-Chancellor may recommend to Senate that the internal auditor of the University or an appropriately qualified external expert with experience in the not-for-profit or community sector ('**Investigator**') carry out an investigation ('Investigation') into alleged financial, electoral or other governance irregularities concerning a Student Organisation of which the Vice-Chancellor becomes aware and which the Vice-Chancellor believes may be of a serious nature.
3. Before making any such recommendation to Senate, the Vice-Chancellor will consult with the governing body of the relevant Student Organisation.
4. Senate will consider any such recommendation by the Vice-Chancellor and may, if it believes it is appropriate to do so, authorise an Investigation.
5. Any authorisation by Senate of an Investigation must be reported by the Registrar of the University to the governing body of the relevant Student Organisation and, unless the Registrar believes there is good reason not to do so, to the members of the relevant Student Organisation.
6. Members of the governing body, staff and members of the relevant Student Organisation must provide the Investigator with all such information and documentation as the Investigator may reasonably require.
7. Upon completion of the Investigation, the Investigator must report findings and any recommendations to the Vice-Chancellor or the Vice-Chancellor's nominee, who may take any one or more of the following actions having regard to that report and/or recommendations:
  - (a) appoint, for a specified temporary period, an administrator with power to do all things necessary or convenient to be done for or in connection with or incidental to the management of the affairs of the relevant Student Organisation;
  - (b) direct the carrying out of a fresh election of all or any office bearers under the supervision of the University and/or an independent firm of accountants or lawyers or other appropriately qualified expert;
  - (c) appoint, for a specified temporary period, an external auditor for ongoing monitoring and appraisal of the relevant Student Organisation;
  - (d) implement such other steps which take account of the findings or recommendation of the Investigation.
12. The Vice-Chancellor will report, in a timely way as required by Senate, on any action taken or proposed to be taken pursuant to this Resolution to Senate; and will recommend how and to whom further reports will be made.

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