Understanding the Constitution & Regulations

Board members are required to act within the Constitution and Regulations of the organisation. An act outside those powers is called an ultra vires act and constitutes a breach of duty for which the Board member may be held liable at law. All Board members are encouraged to be familiar with the Constitution and Regulations, as ignorance of the law or constitution is no excuse.

These documents should be read and re-read, brought to all meetings, and referred to whenever required, especially when the Chairperson, or members of a meeting, may be unsure about any point, including the relevance of any policy to the aims and objects of the Student Guild. If an issue is very important and the Constitution is unclear, advice should be sought before proceeding. Such advice is provided by the General Manager or the Guild’s legal advisors. Failure to seek, or act on, such advice may render Board members personally liable at law, especially for negligence.

The Student Guild Constitution is neither long nor especially complicated. Most detail is confined to Regulations which are more easily amended to adjust to organisational change. The Board is also bound by its own policies (no matter how old these are) until such time as these are formally rescinded. An act contrary to existing policy is invalid and of no effect.

Any Board member who may be unsure about the interpretation of the Constitution, Regulations or existing policy of the board is encouraged to check with the General Manager, or a more experienced Board member, before the meetings.

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Approved by USQ Council on 26 June 2006
**Prologue**

**To the USQ Student Guild Constitution**

*Inter-relationship between the USQ Student Guild and the University of Southern Queensland*

The framework of the relationship is set out in the USQ Act, sections 35 and 37. Basically, these sections state the Guild has the role and powers as stated in its constitution and that the constitution must be approved by the Council of the University. The Act also specifies the Guild has the role and powers decided by Council.

To expand on this framework, the University and its Council recognise the Guild is an independent body with the right to manage its activities and pursue its objectives. The University reserves the right to offer advice to the Guild and acknowledges the Guild has a similar right to offer advice to the University.

The University and its Council will support the activities of the Guild to the extent that they do not conflict with the stated objectives of the University. The Guild will support the activities of the University to the extent that they do not conflict with the stated objectives of the Guild. Each organisation will promote the aims and objectives of the other in a spirit of good will.

**ENDORSED BY STUDENT AFFAIRS & RESIDENTIAL COLLEGES COMMITTEE**

11 June 2002

**APPROVED BY THE FIFTH COUNCIL OF THE UNIVERSITY OF SOUTHERN QUEENSLAND**

24 June 2002

**AMENDMENTS APPROVED BY CHANCELLOR’S COMMITTEE UNDER DELEGATED AUTHORITY**

27 August 2004

**SECTION 3: BY-LAWS & POLICIES**

Approved by USQ Council on 26 June 2006
PREAMBLE

This constitution was approved by the Council of the University of Southern Queensland on 10 December 2001.

It was amended by the Chancellor's Committee under delegation on 27 August 2004.

It amends the constitution of the USQ Student Guild originally approved by Council in 1989 as the constitution of the Student Association.

This amended constitution incorporates amendments made prior to 2001. It updates the Dictionary, Objects and Powers of the Guild, makes some minor changes without significantly changing the constitution and rewrites the text, where appropriate, in plain English.

The USQ Student Guild is established, under Queensland legislation, as an incorporated organisation under the University of Southern Queensland Act. The Guild was originally incorporated in the early 1970's under the Education Act as the Darling Downs Institute of Advanced Education (DDIAE) Union. Under the University of Southern Queensland Act 1989 the DDIAE Union became the USQ Student Association and then became the USQ Student Guild under the USQ Act 1998.

The USQ Act establishes and incorporates the Student Guild. The Act requires that the constitution of the Student Guild and any amendments of the constitution be approved by the University Council before they come into effect.

The Act also states that the Guild is neither an agent nor employee of the University.

SECTION 3: BY-LAWS & POLICIES

Approved by USQ Council on 26 June 2006
PART 4—BODIES CONNECTED WITH THE UNIVERSITY

Division 1—Student guild

33. Establishment of student guild
(1) The University of Southern Queensland Student Guild is established.

(2) The student guild—
(a) is a body corporate with perpetual succession; and
(b) has a common seal; and
(c) may sue and be sued in its corporate name.

34. Composition
The persons who are eligible to be members of the student guild are—
(a) students; and
(b) persons eligible for membership under the student guild’s constitution.

35. Role
(1) The student guild has the role and powers stated in its constitution.

(2) The student guild also has the role and powers decided by the council.

(3) However, the student guild is not the employee or agent of the council.

36. General powers
Without limiting section 35, the student guild has all the powers of an individual, including, for example, the power to acquire, hold, dispose of, and deal with, property.

37. Constitution
(1) The student guild must have a written constitution.

(2) The student guild’s constitution, and each amendment of the constitution, must be submitted to the council for its approval.

(3) The constitution or amendment has no effect until approved by the council.
Part 1 Preliminary

1.1 The name of the organisation shall be the University of Southern Queensland Student Guild.

1.2 This Constitution shall come into effect on the date of approval by the Council of the University of Southern Queensland. All previous Constitutions of the Guild (formally the University of Southern Queensland Student Association) shall be repealed and cease to have effect from the date provided. However, the repeal shall not effect the operation of any act done or omitted to be done or suffered to be done under a previous Constitution, or effect any right, interest, title, power of privilege created, acquired, accrued or exercisable prior to the repeal, or effect any duty, obligation or liability imposed or incurred prior to the repeal.

1.3 Dictionary
In this Constitution, unless contrary intention appears:

"Act" means the University of Southern Queensland Act 1998 and any subsequent changes or amendments

"Board" means the Board of Directors of the University of Southern Queensland Student Guild established pursuant to this Constitution.

"Chair" means the person appointed under 6.1.1 (a) or another person appointed under this constitution or the regulations to chair meetings of the Board or its committees.

"Council" means the Council of the University of Southern Queensland.

"Director" means a person who is a member of the Board of Directors and has been duly elected or appointed in accordance with Part 6 of this Constitution.

"Guild" means the University of Southern Queensland Guild.

"Guild fees" means the sum payable under the Statutes by a person as a prerequisite to obtaining and retaining membership of the Guild.

"Elected Member" means a member of the Board elected, co-opted or appointed under 6.2.1 (a) of this Constitution.

"Financial Year" means the period 1 January to 31 December of that year.

"Member" means those persons who are members of the Guild pursuant to Part 4 of this Constitution.

"Registrar" means that person employed by the University with the role and title of Registrar or such other person as the Council nominates.

"Statutes" means the Statutes of the University of Southern Queensland...
“Enrolled Student” means a person recognised as such by the University. Categories of students such as “full time”, “part time”, “external” or “on-line” will be as recognised by the University from time to time.

“University” means the University of Southern Queensland, established by the University of Southern Queensland Act.

“University Staff” means any person who is employed by the Council or is recognised as such by the University.

“USQ” means University of Southern Queensland

1.4 Interpretation

1.4.1 This Constitution is in all respects subject to the provisions of the University of Southern Queensland Act and the Statutes of the University.

1.4.2 Except to the extent that such interpretation shall be excluded by or be repugnant to the context, in this Constitution words importing the singular or plural shall be deemed to include the plural or singular number respectively.

Part 2 Objects

1) To promote the educational and academic activities, and progress of the University and generally to further the aims, objects and interests of the University.

2) To be the recognised means of communication between its members and the University Council, staff and others and to promote harmonious relations between its members and the University Council, staff and others.

3) To encourage members of the University Community to participate in educational, cultural, social, sporting and recreational activities.

4) To represent its members in all matters affecting their educational, academic, social and cultural interests, but excluding those solely or mainly concerned with their religious or political interests.

5) To provide a forum for the dissemination, discussion and debate of information and knowledge about matters of student and public interest.

6) To organise and manage activities for the benefit of the members and the university community or for the carrying out of any of the Guild’s objects.

7) To provide and maintain for its members a common meeting ground and social centre and such other services and facilities as may be necessary or desirable to further the objects of the Guild.

8) To assist individual member in completion of their studies by the provision of grants or scholarships where appropriate.

Part 3 Powers and Authority

3.1 Subject to the Act, this Constitution and the Regulations, the Guild shall have management and control of its affairs, concerns, properties and finances and may act, in all matters concerning the Guild, in such...
manner as appears to be best calculated to promote the interests and objects of the Guild. In particular, but without limiting the powers of the Guild, the Guild shall be empowered to:

1) Purchase, mortgage, sell or in any way deal with lands and other property of any tenure whether real or personal and any interest therein and to grant, acquire, sell and in any way deal in leases of freehold and leasehold land and generally to purchase, sell, exchange, lease and in any way deal with shares, debentures or property, whether real or personal.

2) raise money or to borrow money on overdraft or by way of loan or lease from any financial organisation or any other person upon, at and subject to such security, rate of interest and other terms and conditions as such organisation or person may impose.

3) apply fees, income, grants and other monies in the nature of grants as are made available to it for the purpose for which such grants and other monies are intended, and otherwise to use or expend its income howsoever derived in the erection, maintenance and repair of buildings; the purchase of equipment, land, goods, chattels and stock; the employment of staff; and for anything, purpose or use whatsoever.

4) establish, operate, subsidise and maintain, whether on the property of the Guild or University, or elsewhere any facilities for student accommodation, entertainment, or recreation; refectories; commercial and administrative services; and all other things without restriction of any kind as the Board may approve for the benefit of the members of the Guild.

5) employ, pay and dismiss agents and employees and to remunerate any person or company in cash or otherwise by way of honorarium or otherwise for services rendered or to be rendered. However no employee may be paid a salary, bonus or honorarium calculated by reference to the quantity of liquor sold or supplied by Guild commercial operations or the receipts for such liquor or total turnover or receipts or profits from any gaming machine takings.

6) produce, print, publish and circulate a Guild newspaper and such other student publications in any media form and to carry on the business of printers and publishers.

7) invest and deal with the funds of the Guild which are not immediately required from time to time in such a manner as the Board may approve.

8) establish or acquire any company or association for the purpose of acquiring or taking over all or any of the property, rights, liabilities of the Guild, or for any other purpose which may directly or indirectly benefit the Guild.

9) expel, suspend, fine, reprimand or take any other disciplinary action against a member or other person using the facilities or services of the Guild.

10) To confer scholarships or grants to its members for educational purposes only notwithstanding any other provision in this Constitution or context of the stated objects or powers. The Guild may determine the terms and conditions of a grant or scholarship by regulation from time to time.

SECTION 3: BY-LAWS & POLICIES

Approved by USQ Council on 26 June 2006
generally do all things that will give effect to or further the aims and objects of the Guild.

Part 4  Membership

4.1 There shall be the following classes of membership of the Guild:

4.1.1 Ordinary membership
4.1.2 Honorary life membership
4.1.3 Life membership
4.1.4 Associate membership
4.1.5 Reciprocal membership

In addition to the following, the Board may make regulations regarding the conditions, privileges and rights applying to membership. Joining and annual membership fees may be different for different types of members, including different categories of ordinary membership.

4.1.1 Ordinary membership

All students who are members of the Guild, but whose membership does not fall within one of the categories set out in 4.1.2 to 4.1 inclusive shall be ordinary members, provided that any person enrolled in any subject, course or degree program with the University may, by payment of the prescribed fee, become or be an ordinary member of the Guild. Categories of ordinary members such as ‘full time’, ‘part time’, ‘external’, ‘on-line’ and ‘overseas’ members will be as recognised by the University from time to time.

All students, University staff, graduates and members of Council of the University shall be eligible for membership of the Guild together with such other persons or categories of persons as the Board may determine. All enrolled students shall be ordinary members of the Guild. Membership ends when enrolment at University ends.

4.1.2 Honorary Life membership

Honorary Life Membership may be conferred by the Board on those persons who have made a significant contribution and given meritorious service to the Guild or to the University.

4.1.2.1 The conferral of Honorary Life Membership shall require a majority of two thirds of the members present and entitled to vote at a Board meeting.

4.1.2.2 A person may be considered for Honorary Life membership only if she/he has been nominated by four (4) ordinary members of the Guild.

4.1.3 Life Membership

Life Membership may be conferred by the Board.

4.1.3.1 A Nominee for Life Membership must be a graduate of the University and have previously paid to the Guild the prescribed application fee and the equivalent of four (4) annual fees for full time ordinary members and have been an ordinary member of the Guild for at least three years.

4.1.3.2 A Life Member shall be exempt from paying the annual Guild membership fee, and shall be entitled to exercise the full rights and

SECTION 3: BY-LAWS & POLICIES

Approved by USQ Council on 26 June 2006
privileges of ordinary membership excluding the right to vote at elections and referendums.

4.1.4 **Associate Membership**
Unless they are otherwise ordinary members, members of the Council, Members of Convocation, University staff, graduates of the University and of any other University, persons enrolled in any subject, course or program offered by the University and such other persons as the Board may admit, may become Associate Members of the Guild upon payment of prescribed fee and shall, unless the contrary intention appears elsewhere in this Constitution, be entitled to exercise full rights and privileges of ordinary membership of the Guild with the exception of voting in elections or referendums.

4.1.5 **Reciprocal Membership**
The Board may extend to any or all of the members of any other Student Guild, University Union or similar campus Student organisation any of the rights or privileges of membership of the Guild except the right to vote in a Guild election or referendum or to be elected to the Board of Directors.

4.2 **Objection to Membership**
4.2.1 Any person may apply to the University Registrar for exemption from membership of the Guild and payment of the Guild membership fee on the ground that she / he has a bona fide conscientious or religious objection to Guild membership.

4.2.2 Upon payment of an amount determined by the University Registrar to the University in accordance with Council’s policy, a person granted exemption from membership shall be entitled to exercise full rights and privileges of ordinary membership of the Guild, excepting the right to vote at any meeting or in an election, or referendum.

**Part 5  Fees and Charges**
5.1 The fee for ordinary members of the Guild shall be determined by the Council on the advice and recommendation of the Board.

5.2 The Guild fee paid by an ordinary member of the Guild whose membership ceases before the final date laid down by the university for withdrawal of enrolment from any semester without penalty, may be refunded in full or part upon application within 21 days of ceasing to be a member.

5.3 The Board may authorise the deferment of payment, or the refund, or the exemption from payment of part or the whole of any fee or late charge.

5.4 Other Guild membership fees and charges shall be set by the Board.

**Part 6  Governance**
6.1 **Guild Board of Directors**
There shall be a Board of Directors of the Guild. The Board shall have and may exercise the powers and authority of the Guild and shall
have the roles conferred upon it by the Constitution the Council or the Act.

6.1.1 **Guild Board of Directors**
The Guild Board of Directors consists of up to twelve (12) individuals each of whom is appointed a Director in one of the following ways.

(a) **The Chair**, being a Director appointed to that position under **Clause A**

(b) One person appointed by the University Council under **Clause B**

(c) Six (6) enrolled students elected by the ordinary members under **Clause C**

(d) Four (4) other directors appointed under **Clause D**

**Clause A**
The Vice-Chancellor may at any time, after consultation with the President, appoint an individual to be a Director and to hold the position of 'The Chair'. Such an individual should have such skills and business or other experience as the Vice-Chancellor considers necessary to provide leadership of the Guild Board in all relevant matters, including good corporate governance and business planning.

**Clause B**
The University Council shall appoint from amongst its members. If possible, an individual to be a Director of the Student Guild. The term of office shall be determined by council.

**Clause C**
Six (6) members of the Guild who are enrolled students shall be elected as Directors. Of the six directors 3 shall be elected in each even numbered year to serve a two year term and 3 shall be elected in odd numbered years to serve a two year term. At least one of the elected or coopted enrolled students shall be a member not normally resident in the 4350 post code. N.B, Clause 6.1.3 also applies.

**Clause D**
The Board must appoint FOUR individuals to be Directors for the purpose of Clause 6.1.1 (d). Such individuals should not be enrolled students, they should have such skills and experience as the Board considers to provide balance and/or additional leadership and guidance to the Board in relation to compliance and current and emerging issues facing the business of the Guild. Persons appointed under this clause may be appointed for up to four years. They shall be eligible for re-appointment but not for more than 12 consecutive years. If the Board fails to appoint sufficient directors under the clause D the Registrar may appoint directors Pro tempore to ensure that the number of appointed directors under Clause D is equal 4.

**SECTION 3: BY-LAWS & POLICIES**

Approved by USQ Council on 26 June 2006
6.1.2 Term of Office

6.1.2.1 The person appointed by the Vice Chancellor under 6.1.1 clause shall hold office for a period determined by the Vice Chancellor but not exceeding four years.

6.1.2.2 Persons appointed to the Board under 6.1.1(b) shall hold office for a period determined by the Council.

6.1.2.3 The members of the Board elected under 6.1.1(c) shall hold office from the day following the declaration of the poll until the day of the declaration of the poll of the second annual election following their election.

6.1.2.4 Persons appointed under 6.1.1(d) shall hold office for a period determined by the Board but not more than 4 years. A person appointed by the Registrar Pro Tempore shall hold office until they are replaced by the Board or confirmed in their position by the Board.

6.1.3 The University Council may after due process remove each Director from office. This power may be exercised despite anything in:

(a) other provisions of this Constitution or
(b) an agreement between the Guild and the Directors or
(c) an agreement between the University and the Director or
(d) the fact that the period of office of the Director has not yet expired.

6.1.4 Of the SIX (6) persons elected under 6.1.1. Clause C one (1) position shall be reserved for an enrolled student not normally resident in the 4350 postcode receiving the highest number of votes. If at the close of nominations no person qualifies for the Reserved Position and there is no member of the board who qualifies for the Reserved position, it may be filled by an ordinary member at the election. However, the Board should seek to co-op a suitable qualified person when a casual vacancy arises.

6.1.5 Office Bearers

The Board shall, not later than its second meeting, after each annual election:

a) elect from its members a President and Vice President both of whom shall be members of the Board elected under 6.1.1

b) elect from its members such other Office Bearers and Committee Chairs as it deems fit or as provided for in the Regulations.

6.1.6 A casual vacancy shall occur if a member of the Board elected under 6.1.1 (c) or appointed under 6.1.1 (d) is deemed to have resigned or vacated her/his position.

6.1.6.1 A vacancy in the office of Director appointed under 6.1.1 (A) (The Chair) shall be reported to the Vice Chancellor who shall be invited to appoint a replacement.
6.1.6.2 A vacancy in the office of Director appointed under 6.1.1 Clause B shall be reported to the Secretary to Council together with a request for Council to appoint a replacement.

6.1.7 A member of the Board shall be deemed to have vacated their position if they:
   a) die
   b) resign the office in writing addressed to the General Manager. Such resignation shall be deemed effective from the date and time the notice is received by the General Manager.
   c) are absent from two consecutive meetings of the Board without leave of the Board.
   d) If elected 6.1.1 © and cease to be or remain a member of the Student Guild.
   e) become bankrupt or make a deed of arrangement or assignment under the Bankruptcy Act or make any arrangement or composition with their creditors generally.
   f) become a mentally ill or an incapable person within the relevant Act or one whose person or estate is liable to be dealt with or controlled in any way under the laws relating to mental health.
   g) are convicted of an indictable offence.
   h) are a member elected or coopted under 6.1.1 (c) and have completed the requirements for an award and are not currently registered in a course of study leading to an award.
   i) are removed from office under 6.1.2.

6.1.8 Any casual vacancy in the office of a Director appointed or elected under 6.1.1 (C) shall be filled as soon as practicable by co-optation, provided that if it be a reserved position then it shall be filled by a person who is eligible to fill that reserved position and the person co-opted shall hold office for the residue of the term of office of his or her predecessor.

6.1.8.1 A vacancy in the office of a Director appointed under 6.1.1 (D) shall be filled as soon as practicable

6.1.9 Where the office of President becomes vacant, the Vice President shall become Acting President until such time as the position of President is filled by the Board from among its remaining members.

6.1.10 The Board may continue to act notwithstanding any vacancy in its membership.

6.2 Meetings
6.2.1 The Board of Directors shall meet at least three times during the first and three times during the second semester at not less than three week intervals.

6.2.2 Six (6) members shall form a quorum of the Board. If the membership of the Board falls below the number required for quorum the remaining members may meet for the sole purpose of co-opting additional members sufficient to make a quorum.

6.2.3 The Chair of the Board shall preside at all meetings of the Board at which she/he is present.
6.2.4 At any meeting of the Board at which the Chair is not present the President shall preside. If neither is present the Board members present shall elect from amongst its members a Chair.

6.2.5 Board members shall be entitled to vote only at meetings at which they are present, and the Chair, in addition to a deliberative vote, shall have a casting vote which may only be exercised to preserve the status quo.

6.2.6 The Board may meet by telephone, flying minutes or other electronic means.

6.2.7 Circulating a Resolution of Directors (Flying minutes)
Where every reasonable effort has been made to contact all Board members and provide them with a copy of the proposal.
If the required majority of eligible Directors have signed a document containing a statement that they are in favour of a Resolution of the Directors in terms set out in the document, a resolution in those terms is treated as having passed at a meeting of the Directors held on the day on which the document was signed. If the Directors sign the documents on different days, on the day on which the document was last signed by a Director thereby constituting the required majority of eligible Directors unless the document, by its terms, is said to take effect from an earlier date.

6.2.8 For the purpose of the preceding clause:
(a) Each Director, other than one not entitled to vote on the Resolution may sign the document.
(b) If an individual who is not entitled to vote on the Resolution signs the document it does not invalidate the Resolution if it is otherwise valid.
(c) An electronic transmission purporting to be signed or agreed to by a Director is treated as being in writing and signed by such individual.
(d) Two or more separate documents containing statements in identical terms each of which is signed by one or more Directors are together treated as constituting one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
(e) The document or documents referred to in Clauses (a) to (d) are treated as constituting a minute of the meeting and must be entered in the books kept for that purpose.

6.3 Board Authority
Subject to the Act, the University Statutes, this Constitution and any Regulations made pursuant to this Constitution, the Board shall have the entire management and control of the affairs, concerns, property and finances of the Guild except for actions or things expressly required to be exercised or done by a meeting of members.

6.4 Delegation
6.4.1 The Board may delegate all or any of its powers and authorities, duties and functions to any person or to any Committee.
6.4.2 Every such delegation may be varied or revoked by resolution of the Board and no delegation shall prevent the exercise of any power, authority, duty or function by the Board.
6.4.3 A power, authority, duty or function delegated by the Board shall be
exercised or performed by the delegate in accordance with the
resolution of delegation.

6.4.4 The Executive Committee may exercise the full power of the Board
during the months of December, January and February, or at any
other times when urgent action is required and it is not possible for the
Board to meet.

6.5 Special General Meetings and the Annual General Meeting of the
Guild

6.5.1 The Board may, whenever it resolves, and the General Manager shall
upon a requisition made in writing by not less than 300 authenticated
ordinary members, convene a Special General Meeting in a location
approved by the Board.

6.5.2 A requisition made pursuant to 6.6.1 shall state the objects of the
meeting and shall be signed by the requisitionists and delivered to the
General Manager and may consist of several documents in like form
each signed by one or more requisitionists.

6.5.3 After ensuring that all names and signatures on the requisition are
authentic, the General Manager must comply with a requisition made
under 6.6.1 and convene a General Meeting within 21 days of receipt
of the requisition.

6.5.4 The Annual General Meeting of the Guild shall be convened by 31
May. It shall be convened for the following purposes:

a) for the Board to report on the relevant business of the Guild for the
Financial Year ending prior to the Annual General Meeting.

b) to present the audited Income and Expenditure Statement and a
Balance Sheet of the Guild’s finances for the previous Financial Year

c) to appoint auditors of the Guild for the following year and such other
information as the Regulations may specify.

d) to report on the pending business of the Guild for the following
Financial Year.

e) If the meeting fails to appoint auditors for the following year the Board
may appoint the auditors.

6.5.5 The quorum for Special or General Meetings (including the Annual
General Meeting) shall be one hundred and thirty (130) members of
the Guild. Proxies shall not be counted in determining whether a
quorum is present.

6.5.6 Only members present at any General Meeting or Annual General
Meeting shall be entitled to vote.

6.5.7 The President shall normally preside at Special or General Meetings
and the Annual General Meeting. Should he / she not be present, or
decide to take the Chair, the Vice President shall preside. In the
absence of both or should both decline, a member of the Guild
elected by those members present shall preside and the General
Manager shall conduct the meeting until the chair is elected.
6.5.8 The business of General Meetings and the Annual General Meeting of the Guild shall be restricted to those matters referred to in the notice of meeting. Motions carried at any general meeting shall be transmitted to the Board for information and advice only.

6.5.9 Where at General Meetings or at the Annual General Meeting of the Guild the votes cast for and against the motion are equal, the motion shall fail. The chair may exercise a deliberate but not a casting vote at General Meetings or the Annual General Meeting.

6.5.10 For each General Meeting and the Annual General Meeting the General Manager shall give at least fourteen (14) days notice in an appropriate form and publication. The notice of meeting shall be displayed prominently on campus for a least fourteen (14) days. The accidental omission to give notice of a General Meeting to, or the non receipt of notice of a general meeting by, any member shall not invalidate the proceedings at any general meeting.

6.5.11 If within fifteen minutes from the time appointed for an Annual General Meeting a quorum is not present, the meeting shall be adjourned and the members then present may appoint any convenient day, time, and place for the holding of the adjourned meeting, provided it is not more than 21 days from the date of the original meeting.

6.5.12 If at the adjourned meeting, a quorum is not present within fifteen (15) minutes after the time appointed for the meeting, then the members present shall form the quorum.

6.5.13 If within fifteen minutes from the time appointed for a General Meeting requisitioned or convened under the provisions of 6.6.1 a quorum is not present, the meeting shall be dissolved.

6.5.14 Motions carried or decisions made at general meetings shall not be binding on the Board, if, in the opinion of the Board, it would be irresponsible or negligent, to do so.

6.6 Duties of Office Bearers
Subject to the Regulations, the President and Vice President shall perform the duties and have the powers commonly appertaining to their respective offices.

6.6.1 The acts of the Board are valid even it is discovered that a particular Board member -
   a) may be holding office invalidly, or
   b) has exercised his or her right to vote invalidly

6.6.2 Role of the Chair
The Chair shall chair all meetings of the Board and the Executive Committee at which he/she is present.

   When voting on motions the Chair
   (a) Has a casting vote and
   (b) May choose not to use their casting vote.

   If the Chair uses their casting vote it must be to keep the status quo.

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Approved by USQ Council on 26 June 2006
6.6.3 Role of the President
The role of the President is
(a) To represent the Guild on social and ceremonial occasions
(b) To communicate with students on behalf of the Guild
(c) To communicate with the University on behalf of its members
(d) To be Deputy Chair of the Board and
(e) Chair the Members Services Committee.

6.6.4 The Role of the Vice-President
(a) To act as President when a vacancy occurs in the office
(b) To support the President
(c) To chair meetings of committees or to represent the Guild when requested to do so by the President or the Board.

6.7 The General Manager
There shall be a General Manager of the Guild appointed by the Board who shall:

i) be the Chief Executive Officer of the Guild
ii) on appointment be deemed to be a member of the Guild.
iii) be responsible to the Board.
iv) lawfully and diligently perform the duties required.
v) have the right to attend all meetings of the Guild, the Board and its Committees and shall have rights of audience and debate at meetings of the Guild, the Board and its Committees.
vi) have the authority necessary to enable him/her to carry out his/her duties provided that he/she shall not in any way supersede the powers of the Board or any of its Executive Office Bearers.

6.7.1 Subject to any contract or legislation the Board may, by a two third majority of its members, resolve that the General Manager be dismissed on the grounds that he/she has:
a) been guilty of persistent or gross neglect in the discharge of his/her duties;
b) been found guilty of misconduct which, in the opinion of the Board, is detrimental to the USQ Student Guild; or
c) By reason of incapacity has been absent from duty for more than six months continuously or for an aggregate period of nine months in any period of two years. Continuously or for an aggregate period of nine months in any period of two years.
Provided that, before any termination of appointment shall occur, the Board shall conduct a due and proper inquiry into the existence and sufficiency of the ground, and shall give details of the ground to the General Manager, who shall be given every reasonable opportunity to present his/her case to the Board and to be heard on the matter.

6.7.2 The General Manager shall have the right of appeal to the USQ Council against a decision made under 6.8.1.

6.8 Discipline of Members

Approved by USQ Council on 26 June 2006
6.8.1 The Board shall have the power to demand an account or explanation from any member of the Guild:

a) who has been responsible for damage to any property belonging to the Guild or any property over which the Guild has management or control.

b) Against whom a charge of misconduct at a Guild activity or event, or while representing the Guild or University, has been made by a member of the Guild or University staff.

c) Who is guilty of conduct that, in the opinion of the Board or a committee, is detrimental to the interests, or contrary to the objects, of the Guild or who fails to comply with a lawful instruction issued by an authorised employee of the Guild in the normal conduct of his/her duties.

d) Who is likely to endanger the safety or health of any person and/or disrupts or tends to disrupt the peace or good order of the Guild and to request such member to explain and account for such damage, conduct or action.

6.8.2 If no satisfactory account and/or explanation is given within 14 days of that person being called upon to do so, the Board may direct that one or more of the following actions be taken:

a) that the member be denied the privileges of membership and access to any or all the facilities of the Guild for such period and conditions as determined by the Board;

b) that the member meet the cost of repair or replacement of the property damaged;

c) that details of the matter be transmitted to the relevant civil or University authority;

d) that the member be fined an amount not exceeding $1000.00;

e) that the member be reprimanded by the Board;

f) that the case be discharged without penalty to the member.

Part 7 The Executive

7.1 The President, in consultation with the Chair, shall ensure that the policies and resolutions of the Guild are implemented and shall represent the Guild wherever necessary. The President shall be an ex officio member of all committees within the Guild, and, in cases of emergency shall make decisions or take action as in the circumstances he/she may deem necessary provided that he/she has consulted with the Vice President and the Chair or General Manager or made every reasonable effort to do so, and shall report thereon to the Board at its next meeting.

7.2 The Vice President shall assist the President in carrying out his/her duties, represent and deputise for the President when necessary and exercise such powers as the Board may delegate. He/she will present to the Annual General Meeting the audited Financial Statements and, with the General Manager’s assistance, present regular financial statements to the Board. Together with the General

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Manager, she / he will assist the Directors in relation to Committee budgets and financial reports.

7.3 The General Manager shall keep the Minutes of Guild Board meetings, write and receive all correspondence, and keep such other records as to the membership and activities of the Guild as the Board may from time to time determine.

7.3.1 The General Manager shall arrange to keep accounting, financial records, and banking accounts as may from time to time be decided upon by the Board and shall present regular financial statements and accounts to the Board.

7.4 The Honorary Officers of the Guild shall have the powers, authorities, duties and functions as prescribed by the Regulations made pursuant to the Constitution and / or from time to time decided upon by the Board.

7.5 All meetings of the Guild shall be conducted under the Standing Orders of the Guild. If a matter of procedure is not covered by the Standing Orders the issue shall be decided by reference to The Law and Procedures at Meetings in Australia and New Zealand by P.E. Joske.

7.6 **Administrative Committees and Standing Committees**
The Board may establish:
(a) committees, and
(b) other advisory groups
on any term it decides.

7.7 **Joint Sitting of Incoming and Outgoing Board**
A meeting of the outgoing and incoming Board members shall be held in the first month following the annual elections. This meeting shall be held for the express purpose of training and ensuring the smooth changeover of function. This meeting shall act in an advisory capacity to the incoming Board.

**Part 8 Clubs and Societies**
8.1 The Guild may grant affiliation to any Club or Society and provide financial or other assistance, as it may decide.

8.2 Affiliation shall be subject to the terms and conditions stated in the Regulations.

8.3 The Guild may establish, for the benefit of members, links or affiliations with organisations and activities in the general community.

**Part 9 Annual Elections**
9.1 The election of members to the Board shall be held annually in accordance with the Regulations and any rules determined by the Board.

9.2 A candidate for a position on the Board shall be nominated in writing by an ordinary member and seconded by two other ordinary members of the Guild and the candidate shall sign a consent to nomination.
9.2.1 Any member who has been convicted of an indictable offence, under any State or Commonwealth law, in the 5 year period prior to nomination, will be ineligible for nomination to the Board.

9.3 The Board shall appoint a Returning Officer to conduct the annual elections and any referenda. In the event that it fails to do so the General manager shall act as Returning Officer.

9.4 The roll of persons eligible to vote in any election or referendum shall be that list of enrolled students produced by the University and certified by the Registrar as being the list of current enrolled students eligible to vote.

Part 10 Finance and Accounts

10.1 The Guild shall keep and maintain accounting and associated records that correctly record and explain all transactions.

10.2 The Guild shall keep accounts at financial institutions as necessary and it may invest funds in any form of an approved investment account.

10.3 As soon as practicable after the last day of December, a registered auditor appointed by the Annual General Meeting, or the Board, in the event of the AGM failing to appoint auditors, shall audit the accounts and records of financial transactions of the Guild in respect to the year ended on that date, and shall publish the audited statements of accounts each year.

10.4 Disposal or Replacement of Property

10.4.1 Where the Guild intends to dispose of or to replace any property provided by the University, the consent of the University Council shall first be obtained and the property shall be disposed of on the conditions prescribed by the University Council.

10.4.2 The income and property of the Guild whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Guild provided that nothing herein contained shall prevent the payment in good faith or interest to any such member in respect of monies advanced by him / her to the Guild or otherwise owing by the Guild to him / her or of remuneration to any officers or servants of the Guild or to any member of the Guild or other person in return for any services actually rendered to the Guild provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired or purchased by the Guild or reasonable and proper rent for premises hired or let to the Guild.

Part 11 Regulations

11.1 The Board may make Regulations for the purpose of implementing the objects of this Constitution, for giving effect to any policy determined by the Board and for regulating in greater detail the activities of the Student Guild and the conduct of its affairs.

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11.2 A proposal to make a Regulation or to amend or alter a Regulation shall be:

a) submitted in writing or electronically to each member of the Board at least fourteen (14) days before the meeting at which the proposal is to be discussed; and

b) approved by a two-thirds majority of the members present and voting at a duly convened meeting of the Board.

11.3 Regulations made by the Board shall be as valid and effective as though they were part of this Constitution.

11.4 Any Regulation, rule or Board policy, which is repugnant to this Constitution shall, to the extent of such repugnancy, be void and of no effect.

11.5 Without limiting the generality of Section 11.1 of this Section, the Board may make Regulations in respect to:

a) The implementation of Standing Orders and Rules of Debate
b) Duties of Officers and staff of the Guild
c) Administrative and Standing Committees
d) Duties of the Executive and the General Manager
e) Elections
f) Clubs and Societies
g) Guild owned or managed facilities
h) Guild functions, activities or events

Part 12 Referendum

12.1 Referendums shall be held:

a) upon the decision of the Board to hold a referendum;

b) whenever any matter is, by virtue of the provisions of this Constitution, required to be put to referendum;

c) to determine a question regarding the affiliation or membership of the Guild with a National Student Organization or the National Union of Students.

d) upon receipt by the General Manager of a petition seeking a referendum in respect to a decision or resolution of the Board or another matter or issue, signed by not less than eight hundred (800) ordinary members of the Guild.

12.1.1 A referendum shall be held within two months after the making of such decision of the Board or receipt by the General Manager of such petition, as the case may be, provided that any Referenda shall only be held during the months of March to October inclusive.

12.2 The Returning Officer appointed under section 9.3 shall be responsible for the conduct of all referenda which shall be held as a secret and voluntary ballots of all voting members of the Guild and conducted in accordance with the regulations made hereunder.

12.3 Any decision or resolution, matter, or issue shall be upheld or carried, as the case may be, by a simple majority of affirmative votes cast at the referendum to which such decision or resolution matter or issue was submitted, provided that if the total number of votes cast be less than
thirty percent of the ordinary membership of the Guild, the referendum shall be deemed to be lost.

**Part 13  Common Seal**  
13.1 In accordance with the Act there shall be a common seal of the Guild  
13.2 Every document to which the seal is affixed shall be signed, in accordance with the Regulations.

**Part 14  Indemnity**  
14.1 Every member of the Board and every officer and servant to the Guild shall be entitled to be indemnified out of the property of the Guild against all liabilities incurred by them in or about the proper execution of the affairs of the Guild.

**Part 15  Transitional**  
15.1 This constitution shall take effect from 1 July 2006, or such time as the Council may decide.  
15.2 Notwithstanding 15.1, Directors of the Board of the Guild, in office before the date on which this Constitution comes into operation shall continue in office until the normal expiration of their term of office.  
15.3 The Regulations made pursuant to the Constitution of the University of Southern Queensland Student Guild as in force immediately prior to the date on which this Constitution comes into operation, shall be the Regulations of the Guild and shall be deemed to have been made pursuant to Part 11 of this Constitution, and any such Regulation may be repealed, rescinded, revoked, varied, amended or otherwise modified pursuant to such Part.  
15.4 At the first annual elections after this constitution takes effect, 3 candidates shall be elected in accordance with 6.1.1.  
15.5 At the second annual election after this constitution takes effect, 3 candidates shall be elected in accordance with 6.1.1.  
15.6 Clause 6.1.7 (co-option to fill vacancies). If the number of directors elected under 6.1.1 (c) exceeds or equals 10.

**Part 16  Alteration to Constitution**  
16.1 Subject to the provisions of the University of Southern Queensland Act, this Constitution may be amended, altered or modified by resolution of the Board passed at two consecutive meetings of the Board.  
16.2 The second of the two consecutive meetings of the Board referred to in 16.1 shall be held not sooner than fourteen (14) days after the first of such meetings.  
16.3 Any proposed amendment, alteration, or modification to this Constitution shall be published by the Board before the second meeting of the Board at which such amendment, alteration or
modification is to be considered; and the same shall be deemed to have been published by being affixed to such notice board as is declared by the Board to be the official notice board of the Guild for a period of at least fourteen days before the meeting at which it is to be considered excluding the day of such meeting.

Part 17  Payment of Office Bearers

17.1 The Board may resolve to pay the Chair an honorarium at a rate not exceeding $5,200 per annum.

17.2 The Board may resolve to pay the President an honorarium at a rate not exceeding $8,000 per annum.

17.3 The Board may resolve to pay the Vice President an honorarium at a rate not exceeding $4000 per annum.

17.4 The Board may resolve to pay the Chairs of sub-committees an honorarium at a rate not exceeding $2500 per annum.

17.5 Board members may also receive reimbursement for Board related expenses, training and personal development as provided for in the Regulations.

17.6 The Board may make regulations regarding the payment of honorariums.

17.7 The amount of honorarium in the above clauses does not include superannuation payable under the Superannuation Guarantee Levy Legislation.

Part 18  Dissolution of the Student Guild

If, upon the winding up or dissolution of the Student Guild or its ceasing to function as a Student Guild in accordance with the general intent and schemes of this Constitution for a period of six months, there shall remain any funds or property whatsoever belonging to or held on trust for the Student Guild the Trustees or persons in whom such funds or property are vested shall transfer the same or vest them in the Council or in a receiver or receivers appointed by the Council upon trust to pay there from all debts and liabilities of the Student Guild so far as the said funds or property shall extend and subject thereto pay or transfer the same to the University to be used for the benefits of such objects of a like nature to those of the Student Guild as set out in this Constitution and no member or ex member of the Student Guild shall be entitled to any part of or interest in such funds or property.

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