

# **University of Southern Queensland Student Guild**

## **Constitution**



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## **Preamble**

This updated Constitution was approved by the Council of the University of Southern Queensland on 10/12/2018.

It amends the Student Guild's Constitution approved by the Council of the University of Southern Queensland on 12 December 2016, 27 August 2004 (by Chancellor's Committee under delegation from Council) and 10 December 2001.

The Constitution was originally approved by Council in 1989 as the Constitution of the Student Association.

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

The Act established and incorporated the Guild. The Act requires that the Guild's constitution and any amendment 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 an employee of the Council of the University.

## Part 1: Introductory provisions

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### 1.1 Interpretation

1.1.1 This Constitution shall come into effect on the date of its approval by Council. All previous Constitutions of the Guild shall be repealed and cease to have effect from the date of that approval. However, the repeal shall not affect the operation of any act done or omitted under a previous Constitution, or effect any right, interest, title power of privilege created, acquired, accrued or exercisable prior to the repeal, or effect and duty, obligation or liability imposed or incurred prior to the repeal.

1.1.2 In this Constitution:

**Act** means the *University of Southern Queensland Act 1998* (Qld) and any subsequent changes or amendments to that legislation.

**Annual General Meeting** means a General Meeting that addresses the requirements of section 7.1 of this Constitution.

**Board** means the Board of Directors of the University of Southern Queensland Student Guild established under this Constitution.

**Campus** means any Campus controlled by the University.

**Chair** means the person appointed under section 5.2.2 or another person appointed under this Constitution or the regulation to preside over meetings of the Board, its committees or meetings of the Guild's members.

**Chief Executive Officer** means the person employed in accordance with Part 6 of this Constitution.

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

**Director** means a person who has been duly elected or appointed to the Board of Directors in accordance with section 5.2 of this Constitution.

**Executive** means the group defined in section 5.11.

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

**General Meeting** means a meeting, including the Annual General Meeting, open to all Guild Members conducted in accordance with this Constitution.

**Guild** means the University of Southern Queensland Student Guild.

**Inactive Student** means a Student who is not enrolled in any subjects at the University within the current semester, who has graduated from the University or is classed as inactive by the University.

**Member** means those persons who are a Member of the Guild under Part 3 of this Constitution.

**Policies** mean the Policies of the Guild made under this Constitution.

**Regulations** mean the regulations or procedures of the Guild made under this Constitution.

**Student** means a Student currently enrolled at the University and who is recognised as such by the University and who is not an Inactive Student.

**University** means the University of Southern Queensland.

**University Graduates** means graduates of the University.

**University Staff** means any person who is employed by the University.

**Vice-Chancellor** means the University's vice-chancellor.

1.1.3 In this Constitution unless the contrary intention appears:

- a) Words referring to any gender include all other genders;
- b) The word "person" includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- c) The singular includes the plural and vice versa;
- d) A reference to a law includes regulations and instruments made under the law;
- e) A reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision; and
- f) A power, an authority or a discretion reposed in a Director, the Board, the Guild in general meeting or a Member, may be exercised at any time and from time to time.

1.1.4 Unless the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Law, has the same meaning as applies in the relevant provision of the Corporations Law.

1.1.5 Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

## **1.2 Name**

1.2.1 The Guild's legal name is the **University of Southern Queensland Student Guild** ABN 11 199 275 853.

## **Part 2: Objects and Powers**

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### **2.1 Objects**

2.1.1 The Guild's objects shall be:

- a) To organise and manage activities for the benefit of the Members and the University.

### **2.2 Powers**

2.2.1 Subject to the Act, this Constitution, and the Policies and Regulations, the Guild has the powers assigned to it in the Act.

2.2.2 The Guild shall use and apply its income and property solely in promotion of its objects and in the exercise of its powers.

2.2.3 No portion of the income and property of the Guild shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst Members or the Guild Board.

## **Part 3: Membership**

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### **3.1 Types of Membership**

3.1.1 The Guild will have the following categories of Members:

- a) Ordinary Members
- b) Associate Members
- c) Reciprocal Members
- d) Honorary Members

3.1.2 In addition to the following, the Board may make Regulations regarding the conditions, privileges and rights applying to Members. Joining and annual Members fees may vary between the different types of Members.

## **3.2 Ordinary Membership**

3.2.1 All Students are Ordinary Members of the Guild. Membership ends when enrolment at the University ends and/or the Student is classed as an Inactive Student.

3.2.2 Ordinary Members:

- a) may stand for election and vote in Guild elections;
- b) requisition, attend, speak, move and second motions and vote at Guild general meetings;
- c) subject to the approval of the Board, attend meetings of the Board or Executive as an observer, but not vote;
- d) subject to the approval of the Board, attend and speak at Guild committee meetings, but not vote; and
- e) with reasonable prior notice given to the Chief Executive Officer, inspect any Guild records with the exception of any personal or staffing matters, agreements that are commercial-in-confidence, or legal proceedings.

## **3.3 Associate Membership**

- a) The Board may admit the following as Associate Members if they are not already Ordinary Members:
  - i. Current Council members
  - ii. University Staff
  - iii. University Graduates
  - iv. Other individuals
- b) Associate Members shall, unless the contrary intention appears elsewhere in this Constitution, be entitled to exercise full rights and privileges of Ordinary Membership with the exception of voting in Guild elections.

## **3.4 Reciprocal Membership**

The Board may extend Guild membership to any or all of the members of any other university's primary student organisation on whatever basis the Board considers appropriate, with the omission of the right to vote in Guild elections or to be elected to the Board.

### **3.5 Honorary Membership**

The Board may extend Guild membership to any person or organisation that the Board deems to have provided high levels of service to the Guild on whatever basis the Board considers appropriate. Honorary members do not have the right to vote in Guild elections and cannot be elected to the Board.

## **Part 4: Fees and Charges**

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### **4.1 Membership Fees**

Membership fees shall be determined by the Council on the Board's advice and recommendation.

### **4.2 Other Guild fees**

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

## **Part 5: Board Governance**

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### **5.1 Board Powers**

- 5.1.1 The Board exercises the powers of the Guild subject to this Constitution, the Council and the Act.
- 5.1.2 The Board has authority to interpret the meaning of this Constitution and any matter relating to the Guild on which the Constitution is silent, but any interpretation must have regard to the Act.
- 5.1.3 The Board may choose how to run its meetings in accordance with appropriate governance practices adopted by the Council.

### **5.2 The Board**

- 5.2.1 The Board consists of up to twelve (12) persons, each of whom is appointed as a Director acting in a voluntary capacity, comprising:
  - a) The Chair, being a Director appointed to that position under section 5.2.2.
  - b) One person appointed by the Council under section 5.2.3.
  - c) Six Students either elected by the Ordinary Members or appointed under section 5.2.4.
  - d) Four other Directors appointed under section 5.2.5.

- 5.2.2 The Vice-Chancellor shall, following consultation with the President, appoint a person to be a Director and to hold the position of Chair. Such an individual should have such skills and experience as the Vice-Chancellor considers necessary to provide leadership of the Board in all relevant matters, including appropriate corporate governance and business planning. The person will hold office from the date of their appointment for a term determined by the Vice-Chancellor but which should not exceed three (3) years.
- 5.2.3 The Council shall appoint a Director. The Council shall determine the term for this Director but the term cannot exceed six (6) years.
- 5.2.4 a) Six (6) Members who are Students shall be elected or appointed as Directors.
- b) Of the six (6) Directors, three (3) shall be elected in each even numbered year to serve a two (2) year term and three (3) shall be elected in odd numbered years to serve a two (2) year term.
- c) At least one (1) of the elected or appointed Students shall be a Member not normally residing in the 4350 post code.
- 5.2.5 The Board shall appoint four (4) individuals who are not Students to be Directors. Such individuals should have such skills and experience as the Board considers suitable 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 section may be appointed for up to three (3) years. They are eligible for re-appointment but not for more than twelve (12) consecutive years.

### **5.3 Removal of Directors**

The Council, in consultation with the Vice-Chancellor, may remove any and all Directors by notice to the Board. This power may be exercised despite anything to the contrary 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 Director's term has not yet expired.

## **5.4 Election or Appointment of the Board**

- 5.4.1 A candidate must submit their nomination in writing to the Chief Executive Officer declaring that they are a Student, and consenting to the Chief Executive Officer to conduct due diligence under the *Information Privacy Act* (Qld) 2009, on their nomination. The nomination should include evidence of current enrolment with the University and a GPA of 4 or higher.
- 5.4.2 The Chief Executive Officer shall act as returning officer for an election.
- 5.4.3 A person is not eligible to be elected or appointed as a Director if:
- a) The person has been convicted of a criminal offence in Australia or elsewhere; or
  - b) The person is bankrupt; or
  - c) The person appears on any register of persons who are disqualified from managing a corporation or being a responsible person for a legal entity; or
  - d) The person is under the age of eighteen (18) years; or
  - e) The University has suspended or disqualified the person from studying; or
  - f) If appointed under section 5.2.4, the person has ceased studying with the University, or has not enrolled in the current year.
- 5.4.4 Guild Board elections for section 5.2.4 Directors shall be held in accordance with this Constitution, and any Regulations, Policies and procedures made under this Constitution.
- 5.4.5 Elections shall be conducted by voluntary and secret ballot. Before an election, the Board shall determine the minimum number of votes required for candidates to be elected to the Board.
- 5.4.6 If there are insufficient candidates elected to the Board as section 5.2.4 Directors or if a casual vacancy occurs amongst the section 5.2.4 Directors, the Board shall appoint a sufficient number of Ordinary Members nominated for appointment by the Chair and the Chief Executive Officer. A person appointed to fill a casual vacancy is appointed for the balance of the term of office of the person's predecessor.

## **5.5 Directors' Duties**

- 5.5.1 Directors shall carry out the duties described by this Constitution and any Regulations or Policies made under this Constitution.

### 5.5.2 Directors must:

- a) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of the Guild in the Guild's circumstances and occupied the office held by, and had the same responsibilities within the Guild as a Director; and
- b) exercise their powers and discharge their duties in good faith in the Guild's best interests and for proper purposes; and
- c) not improperly use their position to gain an advantage for themselves or someone else, or cause detriment to the Guild; and
- d) not improperly use information obtained as a result of being or having been a Director to gain an advantage for themselves or someone else, or cause detriment to the Guild or University.

## 5.6 Delegation

5.6.1 The Board may delegate its powers to an appropriately qualified Director; or the Chief Executive Officer; or appropriately qualified University Staff.

5.6.2 However, the Board may not delegate the following powers:

- a) To make or amend the Guild's Regulations or Policies; or
- b) To adopt the Guild's annual budget; or
- c) To approve spending of funds available to the Guilds by way of bequest, donation or special grant; or
- d) To delegate.

5.6.3 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.

5.6.4 A power, authority, duty or function delegated by the Board shall be exercised or performed by the delegate in accordance with the Board's resolution describing the delegation.

5.6.5 The Executive may exercise the Board's full power at times when immediate action is required and it is not possible for the Board to meet.

## 5.7 Office Bearers

5.7.1 The Board shall, no later than its second meeting after each election, elect:

- a) a President and a Vice President, both of whom shall be members of the Board elected under section 5.2.4.
- b) any other office bearers and committee chairs from the Board that are described in this Constitution and any Regulations, Policies and Procedures made under this Constitution.

5.7.2 The Vice President shall act as the Board's secretary.

## **5.8 Duties of Office Bearers**

5.8.1 The Chair shall:

- a) Preside as Chair at all meetings of the Board and the Executive at which they are present; and
- b) Have a casting vote on motions; and
- c) Have the sole discretion as to whether or not to use their casting vote; and
- d) If the Chair does use their casting vote, it must be used to maintain the status quo.

5.8.2 The President shall:

- a) Represent the Guild on social and ceremonial occasions;
- b) Communicate with Students on behalf of the Guild;
- c) Serve as the deputy Chair of the Board;
- d) Serve as the Chair of the Members Services Committee (if constituted); and
- e) Execute any other function that the Board assigns.

5.8.3 The Vice President shall:

- a) Be the Secretary of the Board;
- b) Act as President when a vacancy occurs in the office;
- c) Support the President;
- d) Chair meetings of committees or represent the Guild when requested to do by the President, the Chair or the Board; and
- e) Execute any other function that the Board assigns.

5.8.4 The President, in consultation with the Chair, shall ensure that the Regulations, Policies and resolutions of the Guild are implemented and shall represent the Guild wherever necessary.

- 5.8.5 The Vice President shall assist the President in carrying out their duties, represent and deputise for the President when necessary and exercise such powers as the Board may delegate. The Vice President will present to the Annual General Meeting the audited financial statements and, with the Chief Executive Officer's assistance, present regular financial statements to the Board.
- 5.8.6 The Vice President shall also 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. The Vice President 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.
- 5.8.7 The Chief Executive Officer shall assist the Vice President in carrying out their duties when necessary and be able to access such records and correspondence as mentioned in section 5.8.6 when needed.

## **5.9 Vacation of Office**

- 5.9.1 A vacancy in the office of the Director appointed under section 5.2.2 (The Chair) shall be reported to the Vice-Chancellor with a request to appoint a replacement.
- 5.9.2 A vacancy amongst Directors appointed under section 5.2.3 shall be reported to the Council with a request for Council to appoint a replacement.
- 5.9.3 A Director shall be deemed to have vacated their position if one or more of the following occur:
- a) The Director dies;
  - b) For an elected or appointed Director—the Director ceases to be an eligible person for the entity that elected or appointed the person;
  - c) The Director is absent without the Board's leave and without reasonable excuse from every meeting of the Board in a period of 6 months;
  - d) The Director resigns by signed notice. A Director's resignation takes effect on the day the notice of resignation is given to the President or, if a later day of effect is stated in the notice, the later day;
  - e) The Director is declared bankrupt under the *Bankruptcy Act* (Cth) 1966;
  - f) The Director is convicted of an indictable offence;

- g) The Director is disqualified from managing corporations or being a director of a corporation.

5.9.4 Section 5.9.3 is subject to section 5.10.

## **5.10 Discretion where appointed Director convicted of indictable offence**

5.10.1 If the President and the Chair consider it would be reasonable, having regard to the circumstances of the indictable offence of which a person has been convicted, they may determine to:—

- a) If the person was a Director when convicted—give written notice to the person that the person is restored as a Director, and may be subsequently re-elected or reappointed, despite the conviction; or
- b) Otherwise—give written approval for the person to become a Director despite the conviction.

5.10.2 On the day the person receives a notice under sub-section 5.10.1(a):

- a) The person is restored as a Director; and
- b) If another person has been appointed to fill the vacancy—the other person's appointment ends.

5.10.3 If a person is restored as an appointed Director under section 5.10.2, the person's term of office as a Director ends when it would have ended if the person had not been convicted of the offence.

## **5.11 The Executive**

5.11.1 The Executive shall comprise of the Chair, President and Vice-President who shall be the Secretary, the director appointed under section 5.2.3 and the Chief Executive Officer, who only has rights of audience and debate.

5.11.2 The Executive shall:

- a) Meet as a committee as required, at such times and in such places as it may determine, with formal agendas and minutes;
- b) In situations where the Executive considers that the circumstances are such that a decision or action is required by the Board and it is not possible to give the requisite notice to convene a Board meeting, the Executive may

make decisions and perform such acts as in the circumstances it considers reasonably necessary, provided that such decisions are not contrary to the Constitution, Regulations, Policies and Procedures of the Guild and the Act, and provided that any action taken is reported to the Board's next meeting.

## **5.12 Joint sitting of incoming and outgoing Board**

5.12.1 A meeting of the outgoing and incoming Board Members shall be held in the first month following the annual elections.

5.12.2 The meeting set out in section 5.12.1 shall be held to facilitate and ensure continuity of governance.

## **Part 6: The Chief Executive Officer**

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### **6.1 Appointment of Chief Executive Officer**

6.1.1 The Board shall appoint a Chief Executive Officer under a contract of employment.

6.1.2 If a vacancy occurs in the office of Chief Executive Officer, the Board must ensure a Chief Executive Officer is appointed and employed as soon as practical after the vacancy occurs.

### **6.2 Chief Executive Officer's Duties**

6.2.1 As the Guild's Chief Executive Officer, the Chief Executive Officer may exercise the powers and perform the functions conferred on them by this Constitution, the Board, the Regulations, the Policies, Procedures and any other relevant statutory or official instrument.

6.2.2 The Chief Executive Officer reports to the Board.

6.2.3 The Chief Executive Officer shall have the right to attend all meetings of the Board and its committees and has rights of audience and debate at these meetings.

## **Part 7: Meetings**

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### **7.1 Annual General Meeting**

7.1.1 The Guild's Annual General Meeting shall be convened by the Board by 31 May each year.

- 7.1.2 The Annual General Meeting 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.
- 7.1.3 If the Annual General Meeting fails to appoint auditors for the following year, the Board may appoint the auditors.

## **7.2 General Meetings**

- 7.2.1 Convening and requisitioning of a General Meeting:
- a) The Board may, whenever it resolves, convene a General Meeting in a location designated by the Board.
  - b) The Chief Executive Officer shall upon a requisition made in writing by not less than two hundred (200) authenticated Ordinary Members, convene a General Meeting in a location approved by the Board.
- 7.2.2 The requisition must state the General Meeting's proposed objects be signed by the requisitioning Member or Members and delivered to the Chief Executive Officer. The requisition may consist of several documents in like form each signed by one (1) or more of the requisitioning Members.
- 7.2.3 After ensuring that all names and signatures on the requisition are authentic, the Chief Executive Officer must comply with the requisition and convene a General Meeting within twenty-eight (28) days of receipt of the requisition.

## **7.3 Notice of General Meetings**

- 7.3.1 The Chief Executive Officer must give at least twenty-eight (28) days' notice of a meeting – whether an Annual General Meeting or a General Meeting - to Members in an appropriate form and publication.
- 7.3.2 The notice of the meeting shall be displayed prominently on Campus for at least twenty-eight (28) days before the meeting.

- 7.3.3 The notice must state the business to be conducted at the meeting.
- 7.3.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any Member, shall not invalidate the proceedings at a meeting.

## **7.4 Conduct of General Meetings**

- 7.4.1 The business of the Annual General Meeting and General Meetings shall be restricted to those matters referred to in the notice of the meeting.
- 7.4.2 Motions carried at any General Meeting shall be transmitted to the Board for information and advice only.
- 7.4.3 At General Meetings or Annual General Meetings, if the votes cast for and against the motion are equal, the motion shall fail.
- 7.4.4 The President shall normally chair General Meetings and the Annual General Meeting. If the President is not present, or declines to chair the meeting, the Vice President shall chair the meeting.
- 7.4.5 In the absence of both the President and the Vice-President, or should both decline, a Member elected by those Members present shall chair the meeting and the Chief Executive Officer shall conduct the meeting until a Chair is elected.

## **7.5 Quorum and Adjournment of General Meetings**

- 7.5.1 A quorum exists under Clause 7 at a meeting if five (5) Members are present.
- 7.5.2 If, within fifteen (15) minutes from the time appointed for a 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 twenty-one (21) days from the date of the original meeting.
- 7.5.3 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.

## **7.6 Voting at General Meetings**

- 7.6.1 Proxies are not permitted.

- 7.6.2 A question, matter or resolution arising at a General Meeting is to be decided by a simple majority of the Members present and entitled to vote (50% of those present and entitled to vote plus one additional vote).
- 7.6.3 The Chair, in addition to a deliberative vote, shall have a casting vote which may only be exercised to preserve the status quo.

## **7.7 Minutes of General Meetings**

- 7.7.1 The Vice President must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are recorded.
- 7.7.2 To confirm the accuracy of the minutes:
- a) The minutes of each General Meeting must be signed by the Chair of the General Meeting, or the Chair of the next General Meeting, verifying their accuracy; and
  - b) The minutes of each Annual General Meeting must be signed by the Chair of the meeting or the Chair of the next Annual General Meeting, verifying their accuracy.
- 7.7.3 If requested by a Member, the Vice President must, within fourteen (14) days after the request is made, provide the Member with a copy of the minutes of the meeting.

## **Part 8: Constitution and Regulations**

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### **8.1 Alteration to Constitution**

- 8.1.1 Subject to the provisions of the Act, this Constitution may be amended by the following process:
- a) The passing of a resolution of the Board at two successive Board meetings;
  - b) The second of the two consecutive meetings of the Board referred to in clause (a), shall be held not sooner than fourteen (14) days after the first of such meetings.
  - c) Receipt of written approval of the amended Constitution from the Council.
- 8.1.2 The Board may decide the way in which the notice of any proposed amendment to this Constitution must be given to Members.

8.1.3 The Constitution or amendment has no effect until approved by the Council.

## **8.2 Regulations and Policies**

8.2.1 The Board may make, amend or repeal Regulations, Policies and Procedures, not inconsistent with this Constitution for:

- a) The purpose of implementing the Constitution's objects; and
- b) The internal management of the Guild.

8.2.2 This Constitution prevails if any Regulation or Policy is inconsistent with this Constitution.

## **Part 9: Finance and administration**

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### **9.1 Financial Year**

9.1.1 The Financial Year of the Guild is 1 January to 31 December.

### **9.2 Finance and accounts**

9.2.1 The income and property of the Guild must be used solely in promoting the Guild's objects and exercising its powers.

9.2.2 The Board shall keep and maintain accounting and associated records that correctly record and explain all transactions of the Guild.

9.2.3 Records and accounts must be kept in the English language showing full and accurate particulars of the Guild's financial affairs of the Guild.

9.2.4 The Guild's funds must be kept in accounts in the name of the Guild in financial institutions decided by the Board.

9.2.5 The Board may invest excess funds in any secure form of investment it shall determine.

9.2.6 The Board must, as soon as practical after the end date of each Financial Year, ensure a financial statement for its last reportable Financial Year is prepared.

9.2.7 As soon as practical after the end date of each Financial Year, the Board must cause the financial statement prepared under section 9.2.6 to be audited by a certified public accountant appointed at the Annual General Meeting, or appointed by the Board, in the event of the Annual General Meeting failing to appoint auditors. Such

audited financial statements for each year are to be published for the information of Members and the Council.

### **9.3 Documents**

9.3.1 The Board must ensure the safe custody of the Guild's accounts, corporate documents, instruments of title, investments and securities.

### **9.4 Disposal or replacement of University-supplied property**

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

### **9.5 Common seal**

9.5.1 In accordance with the Act, the Board must ensure the Guild has a common seal.

9.5.2 The common seal must be:

- a) Kept securely by the Board; and
- b) Used only under the authority of the Board.

9.5.3 Every document to which the seal is affixed shall be signed by the President and the Chief Executive Officer.

### **9.6 Indemnity**

9.6.1 Every Director and every officer and employee of the Guild is not civilly liable to someone for an act done, or omission made, honestly and without negligence under this Constitution.

9.6.2 If section 9.6.1 prevents a civil liability attaching to a Director, officer or employee, the liability attaches instead to the Guild.