



# GRIFFITH UNIVERSITY STUDENT REPRESENTATIVE COUNCIL

Constitution - December 2020

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## 1. Introductory provisions

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### 1.1. Interpretation

1.1.1. In this Constitution:

- a. **Act** means the *Griffith University Act 1998 (Qld)* as modified or amended from time to time and includes any Regulations made under that Act;
- b. **Board** means the Board of the SRC established by this Constitution;
- c. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- d. **casual vacancy** means a vacancy that happens when an elected member of an SRC Campus Committee or the Board resigns, dies or otherwise stops holding office;
- e. **Council** means the Council of the University, being the governing body of the University as established in the *Griffith University Act 1998*;
- f. **Home Campus** means the SRC Campus for which an SRC Campus Committee is responsible;
- g. **in camera** means in private session;
- h. **majority** means more than 50 percent;
- i. **Regulations** means the Regulations of the SRC made in accordance with this Constitution;
- j. **special resolution** means a resolution that is passed at a meeting by the votes of at least 75 percent of the Board or committee members who are present and voting;
- k. **SRC** means the Griffith University Student Representative Council established by the *Griffith University Act 1998*;
- l. **SRC Campus** means a campus of the University that has been designated as an SRC Campus for the purposes of this Constitution by the Council, including, unless the Council decides to the contrary, the campuses of the University located in Brisbane and Logan, and the Digital Campus. For consistency with the Act, an SRC Campus does not include the campus of the University located at the Gold Coast;
- m. **SRC Officer** means a person who is a Board member as well as any other person elected to a position on an SRC Campus Committee;
- n. **student** means a person enrolled at an SRC Campus in a program leading to the award of an undergraduate degree by the University or enrolled on a non-awards basis;
- o. **University** means Griffith University, Queensland, Australia.

- 1.1.2. In this Constitution, except where the context otherwise requires:
- a. words importing the singular include the plural and vice versa;
  - b. words importing any gender include all other genders;
  - c. another grammatical form of a defined word or expression has a corresponding meaning;
  - d. a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
  - e. a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
  - f. the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions;
  - g. a word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

## **1.2. Composition**

- 1.2.1. The SRC comprises students of the University for the purposes of section 35 of the Act.

## **2. Objects and powers**

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### **2.1. Objects**

- 2.1.1. The objects for which the SRC is established are to:
- a. promote and defend the interests and welfare of students both within and outside the University;
  - b. promote and encourage equity and access at all levels for all students within the University;
  - c. represent the views of students to persons and groups within and outside the University;
  - d. run activities and events for the benefit of students;
  - e. provide a means of communication between students and the University;
  - f. do such things as are incidental or conducive to the attainment of any or all of these objects as approved by the Council.

## **2.2. Powers**

- 2.2.1. Subject to the Act, this Constitution and any Regulations made under this Constitution, the SRC has all the powers of an individual, including, for example, the power to acquire, hold, dispose of, and deal with, property.
- 2.2.2. Exercise of any of the powers of the SRC to enter into contracts, incur liabilities to parties outside of the University and its controlled entities and the powers to acquire, hold, deal with and dispose of property are:
  - a. subject to compliance with the University's financial management and governance framework as it is in force from time to time and as if the relevant transaction was a transaction of the University; and
  - b. subject to the prior written approval of the Vice President (Corporate Services) or the holder of the office which succeeds the office of Vice President (Corporate Services) if such a succession occurs.
- 2.2.3. The SRC shall exercise its powers solely in promotion of its objects.

## **3. Student Rights**

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- 3.1.1. Subject to this Constitution and any Regulations made under this Constitution, students of the University at each SRC Campus may:
  - a. stand and vote in SRC Campus Committee elections at their Home Campus;
  - b. requisition, attend and speak at SRC Campus student forums at their Home Campus;
  - c. subject to clause 6.2.4, attend Board meetings or the SRC Campus Committee at their Home Campus as an observer, but not vote;
  - d. with reasonable prior notice given to the secretary of the SRC, inspect any SRC records with the exception of any personal or staffing matters, agreements that are commercial-in-confidence, or legal proceedings at issue;
  - e. opt out of receiving hard copy or electronic communications regarding SRC matters from the University.

## **4. SRC Campus Committees**

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### **4.1. Establishment**

- 4.1.1. An SRC Campus Committee will be elected at each SRC Campus.
- 4.1.2. Each SRC Campus Committee will comprise a president and two additional SRC Campus Committee members as elected under clause 4.5.
- 4.1.3. Membership of an SRC Campus Committee is personal and not transferable and any right, privilege or obligation that a person has by holding such membership terminates on the cessation of that membership.

### **4.2. SRC Campus Committee Secretary**

- 4.2.1. The SRC Events Officer at each SRC Campus, or equivalent, shall be the secretary of the respective SRC Campus Committee.
- 4.2.2. The secretary of each SRC Campus Committee shall have the right to attend all meetings of the respective committee and shall have rights of audience and debate.
- 4.2.3. The secretary of each SRC Campus Committee is not entitled to vote at meetings of the respective committee.
- 4.2.4. The secretary's functions include, but are not limited to:
  - a. calling meetings of the respective SRC Campus Committee, including preparing notices of meetings and of the business to be conducted at each meeting, in consultation with the president of the respective SRC Campus Committee;
  - b. keeping minutes of each meeting;
  - c. keeping copies of all correspondence and other documents relating to the respective SRC Campus Committee.

### **4.3. Functions of SRC Campus Committees**

- 4.3.1. Each SRC Campus Committee must take all reasonable steps to ensure that it complies with its obligations under the Act and this Constitution.
- 4.3.2. Subject to this Constitution or a resolution of the Board, each SRC Campus Committee has the general control and management of the administration of the affairs of the SRC at the respective SRC Campus.
- 4.3.3. SRC Campus Committee members must exercise their powers and discharge their duties in good faith, in the best interests of the SRC Campus for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- 4.3.4. In addition to any other duties, the president must be responsible for being the official spokesperson of the SRC Campus Committee, liaising with the authorities of the University located at the Home Campus of the committee and being a member of the Board.
- 4.3.5. Any delegation of duties to persons not on the SRC Campus Committee must be in accordance with any directions given by the Board.

#### **4.4. Eligibility for Election to SRC Campus Committees**

- 4.4.1. Subject to the provisions of this clause, a student may be a candidate for election only to the SRC Campus Committee at their respective Home Campus.
- 4.4.2. A student is not eligible to be elected as a member of the SRC Campus Committee at their respective Home Campus if:
  - a. the student has been convicted:
    - i on indictment; or
    - ii summarily and sentenced to imprisonment, other than in default of payment of a fine; and
    - iii the rehabilitation period in relation to the conviction has not expired; or
  - b. under the *Bankruptcy Act 1966 (Cwlth)* or the law of an external territory or another country, the person is an undischarged bankrupt; or
  - c. the person has executed a deed of arrangement under the *Bankruptcy Act 1966 (Cwlth)*, part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
  - d. the person's creditors have accepted a composition under the *Bankruptcy Act 1966 (Cwlth)*, part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition; or
  - e. the person appears on any Australian register of persons who are disqualified from managing a corporation or being a responsible person for a legal entity; or
  - f. the person is under the age of 18 years.
- 4.4.3. In this clause, rehabilitation period has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*.
- 4.4.4. Candidates must make and give a written statement, which may be included on any form used for the purpose of nominating the student as a candidate for election, that:
  - a. the student is eligible for election;



- b. if elected, the student will abide by the terms of this Constitution and all other laws applicable to the position to which the student nominated for election.

#### 4.5. Electing the SRC Campus Committees

- 4.5.1. General elections for the positions of president and two additional SRC Campus Committee members for each SRC Campus must be held annually and simultaneously between teaching week 8 and teaching week 12 of Trimester 2 or such other date approved by the University.
- 4.5.2. The secretary of the SRC must give notice of SRC Campus Committee election dates at least 28 days before the elections are to be held.
- 4.5.3. The secretary of the SRC shall call for nominations for positions on each SRC Campus Committee at least 28 days before the election is to be held.
- 4.5.4. A student may be nominated for election to no more than one position on the SRC Campus Committee at their respective Home Campus in each annual election.
- 4.5.5. The Board, in consultation with the University, shall appoint a Returning Officer to conduct the annual elections at each SRC Campus in accordance with this Constitution and any Regulations made under this Constitution.
  - a. A person is not eligible to be appointed as a Returning Officer if they have been elected or nominated as a candidate in any SRC Campus Committee election in the previous five years.
  - b. The Returning Officer for each SRC Campus is:
    - i not eligible to vote in the SRC Campus Committee elections for that campus; and
    - ii responsible for the conduct of the SRC Campus Committee elections on that campus in accordance with this Constitution, any directions given by the University for the conduct of such elections or any Regulations for the holding of elections made in accordance with this Constitution.
- 4.5.6. A student (the ***candidate***) may be nominated for election to the SRC Campus Committee at their respective Home Campus by:
  - a. being nominated in writing by another student enrolled at the same SRC Campus; and
  - b. having that nomination seconded in writing by two other students enrolled at the same SRC Campus;
  - c. nominations must:
    - i be in writing; and

- ii be signed by the candidate and the three other students enrolled at the same SRC Campus who nominated and seconded him or her; and
  - iii be given to the Returning Officer at least seven days before the election is to be held; and
  - iv comply with any other requirement for nomination contained in Regulations adopted by the Board under clause 4.5.11 or a direction given by the University.
- 4.5.7. The Returning Officer will make available to students a list of the names of candidates for election to the SRC Campus Committee at their respective SRC Campus, in order determined by lot, at least 5 days before the election.
- 4.5.8. If there is only one candidate for any position, the candidate is declared elected and no election for that position will be held.
- 4.5.9. Students enrolled at a particular SRC Campus may vote for one candidate for each vacant position on the SRC Campus Committee at their Home Campus only.
- 4.5.10. SRC Campus Committee elections must be conducted:
- a. on the basis that the participation of students in the election process, including as candidates or voters, is completely voluntary;
  - b. by secret ballot;
  - c. so that all students enrolled at a particular SRC Campus have a reasonable opportunity to cast a vote in the SRC Campus Committee elections held at their Home Campus;
  - d. in accordance with any directions given by the University for the conduct of such elections.
- 4.5.11. The University, in consultation with the Board, may set Regulations for the holding of SRC Campus Committee elections, subject to those Regulations being consistent with this Constitution or any direction given by the University.

#### **4.6. Term of Office of SRC Campus Committees**

- 4.6.1. Subject to clause 4.7, a person elected as a member of an SRC Campus Committee in accordance with this Constitution will hold office for 12 months from 1 November in the year of election until 31 October of the following year.

#### **4.7. Resignation, Removal or Vacation of Office of SRC Campus Committee Member**

- 4.7.1. A member of an SRC Campus Committee may resign from the committee by giving written notice of resignation to the secretary of the SRC.
- 4.7.2. The resignation takes effect at:
- a. the time the notice is received by the secretary of the SRC; or
  - b. if a later time is stated in the notice, the later time.
- 4.7.3. An SRC Campus Committee member will cease to be a member of the respective committee if the person:
- a. dies;
  - b. ceases to be or remain a student;
  - c. ceases to be a student enrolled at the Home Campus of the SRC Campus Committee to which the person has been elected;
  - d. is dismissed from office by a resolution of the Board under clause 4.7.5 of this Constitution;
  - e. is president of an SRC Campus Committee and ceases to be a member of the Board under clause 5.4;
  - f. is absent, without the leave of the SRC Campus Committee to which that person has been elected which shall not be unreasonably withheld, from three meetings of that committee within that person's term in office;
  - g. becomes a mentally ill or incapable person within terms of the *Mental Health Act 2000*, or one whose person or estate is liable to be dealt with or controlled in any way under the laws relating to mental health;
  - h. becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
  - i. is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine;
  - j. has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.
- 4.7.4. In this clause, rehabilitation period has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*.
- 4.7.5. Should at least two thirds of the Board agree that a member of an SRC Campus Committee has conducted himself or herself in a manner

deemed by the Board to be injurious or prejudicial to the character or interests of the SRC, then:

- a. the Chairperson of the Board will, as soon as practicable thereafter, give formal notice, including a statement detailing the allegations of the injurious or prejudicial conduct and a copy of, or the opportunity to inspect, all relevant documents, to the SRC Campus Committee member;
  - b. the SRC Campus Committee member will be given a full and fair opportunity to formally respond to the substance of the formal notice;
  - c. if, after giving the member full and fair opportunity to respond and having considered any response provided, at least two thirds of the Board agree to remove a member of an SRC Campus Committee, the Chairperson of the Board will as soon as practicable thereafter give the member notice in writing of the decision and the reasons for that decision;
  - d. the SRC Campus Committee member's term of office will end on the day stated in the notice for that purpose.
- 4.7.6. In this clause, conduct considered to be injurious or prejudicial to the character or interests of the SRC may include but not be limited to:
- a. contravening or failing to comply with any of the provisions of this Constitution and any Regulations made under this Constitution or any lawful order of the Board;
  - b. wilfully performing an act that might endanger the safety or health of a person, or damage or destroy any property of the University or the SRC;
  - c. wilfully performing an act that might disrupt any SRC service, event or activity or be detrimental to the SRC;
  - d. making a frivolous or vexatious complaint against an SRC Campus Committee member under this clause;
  - e. being non-contactable by the Board or the respective SRC Campus Committee for 14 days without having given prior notice to the SRC Campus Committee.
- 4.7.7. A member of an SRC Campus Committee has no right of appeal against the member's removal from office under this clause.

#### **4.8. Vacancies on SRC Campus Committees**

- 4.8.1. If a casual vacancy occurs on an SRC Campus Committee after the beginning of trimester 2, the Board may appoint another student enrolled at the Home Campus or an existing member of the relevant SRC Campus Committee to fill the position and serve until the expiry of the original term attaching to the position.

- 4.8.2. If a casual vacancy occurs on an SRC Campus Committee prior to the beginning of trimester 2, the secretary of the SRC must procure a by-election for the position to be held at the Home Campus of the relevant SRC Campus Committee within 28 days of the vacancy occurring using, to the extent applicable and with appropriate modifications, the rules applicable to general elections set out in clause 4.5.
- 4.8.3. If a casual vacancy occurs in the position of president of an SRC Campus Committee, the Board must appoint an existing member of the relevant SRC Campus Committee to fill the position of president until the winner of the by-election has been determined.
- 4.8.4. The winner of a by-election held under this clause to fill a casual vacancy will serve until the next general election.
- 4.8.5. If the Board appoints an existing member of an SRC Campus Committee to fill a casual vacancy in the position of president of that SRC Campus Committee under clause 4.8.3, the position held by the existing member will become vacant and the Board may appoint another student enrolled at the Home Campus of the relevant SRC Campus Committee to fill the vacancy created by such appointment and serve until the expiry of the original term attaching to the position.

## **5. SRC Board**

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### **5.1. Composition**

- 5.1.1. The president, one other member of each SRC Campus Committee and an Indigenous Officer will form the Board, together with a treasurer appointed under clause 5.1.2.
- 5.1.2. The Board must nominate a student, not otherwise being a member of the Board or a member of an SRC Campus Committee, to serve as treasurer of the SRC.
  - a. The treasurer of the SRC must meet the same eligibility requirements as SRC Campus Committee members under clauses 4.4.2 and 4.4.3.
- 5.1.3. One Indigenous Officer shall be elected across all Campuses by students who identify as being Indigenous as per their enrolment at the University.
  - a. The election of the Indigenous Officer shall occur concurrently with the general elections for the SRC Campus Committees and in accordance with clause 4.5 of this Constitution.
- 5.1.4. Membership of the Board is personal and not transferable and any right, privilege or obligation that a person has by holding such membership terminates on the cessation of that membership.

## **5.2. The Secretary of the SRC**

- 5.2.1. The Clubs Coordinator and SRC Liaison Officer of the University, or equivalent, shall be the secretary of the SRC.
- 5.2.2. The secretary shall have the right to attend all Board meetings and shall have rights of audience and debate.
- 5.2.3. The secretary is not entitled to vote at Board meetings or in SRC Campus Committee elections.
- 5.2.4. The functions of the secretary of the SRC include, but are not limited to:
  - a. calling Board meetings, including preparing notices of meetings and of the business to be conducted at each meeting in consultation with the chairperson of the Board;
  - b. keeping minutes of each meeting;
  - c. keeping copies of all correspondence and other documents relating to the SRC.

## **5.3. Functions of the Board**

- 5.3.1. Subject to this Constitution, any Regulations made under this Constitution or any direction given by the Council, the Board has the general control and management of the administration of the affairs of the SRC and the Board may exercise the powers of the SRC.
- 5.3.2. The Board has authority to interpret the meaning of this Constitution and any matters relating to the SRC on which the Constitution is silent, but any interpretation must have regard to the Act, including any Regulations made under the Act or under this Constitution.
- 5.3.3. All members of the Board must exercise their powers and discharge their duties in good faith, in the best interests of the SRC for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.3.4. The duties of each member of the Board is a matter to be determined by the members of the Board provided that:
  - a. in addition to any other duties, the treasurer of the Board has primary responsibility for the maintenance of fair and accurate financial records concerning all monies received and expended by the SRC;
  - b. any allocation of duties is in accordance with any directions given by the University.

#### **5.4. Resignation, removal or vacation of office of Board member**

- 5.4.1. A member of the Board may resign from the Board by giving written notice of resignation to the secretary of the SRC.
- 5.4.2. The resignation takes effect at:
  - a. the time the notice is received by the secretary of the SRC; or
  - b. if a later time is stated in the notice, the later time.
- 5.4.3. A member of the Board will cease to be a member of the Board if the person:
  - a. ceases to be eligible to be a member of an SRC Campus Committee under clauses 4.7.3 and 4.7.4;
  - b. was nominated to the Board by the Board, and that nomination expires or is withdrawn;
  - c. is absent, without the leave of the Board which shall not be unreasonably withheld, from three Board meetings within that person's term in office;

#### **5.5. Vacancies on the Board**

- 5.5.1. If a casual vacancy occurs in the position of treasurer of the SRC, the Board may appoint another student to fill that position under clause 5.1.2 and serve until the expiry of the original term attaching to the position.
- 5.5.2. If a casual vacancy on the Board occurs in the position of an SRC Campus Committee member, the other SRC Campus Committee member from the respective committee becomes a member of the Board to serve until the expiry of the original term attaching to the position.
- 5.5.3. If a casual vacancy occurs in the position of the president of an SRC Campus Committee or an SRC Campus Committee member under clause 4.8, the person elected or appointed to fill that position on the respective SRC Campus Committee becomes a member of the Board to serve until the expiry of the original term attaching to the position.

#### **5.6. Delegation**

- 5.6.1. The Board may delegate all or any of its powers and authorities, duties and functions to any person or to any committee except:
  - a. the power to delegate;
  - b. its powers in relation to the making of Regulations or policy;
  - c. its duties in relation to the adoption of the annual SRC budget and the annual budgets of the SRC Campus Committees;
  - d. a function that is a duty imposed on the Board by the Act or by any other law.

- 5.6.2. Despite any delegation under this clause, the Board may continue to exercise all its functions, including any function that has been delegated, and remains accountable for the exercise of those functions at all times.

### **5.7. Appointment of subcommittees**

- 5.7.1. The Board may appoint one or more subcommittees to help with the conduct of the operations of the SRC provided that the majority of members of a subcommittee are members of the Board.
- 5.7.2. Subcommittees shall have such membership, powers and duties as the Board shall confer on them, or which the Board shall delegate to them.
- 5.7.3. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation in accordance with this Constitution has the same force and effect as it would have if it had been done or suffered by the Board.
- 5.7.4. A member of a subcommittee who is not a member of the Board is not entitled to vote at Board meetings.

## **6. Meetings**

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### **6.1. Application**

- 6.1.1. Insofar as they are applicable, the provisions of this section of the Constitution apply to meetings of SRC Campus Committees and subcommittees of the Board as if they were meetings of the Board, with the exceptions that:
- a. SRC Campus Committees must meet at least once every two months to exercise their functions;
  - b. a subcommittee may meet and adjourn as it considers appropriate, or as requested by the Board.

### **6.2. Board meetings**

- 6.2.1. Subject to this clause, the Board may meet and conduct its proceedings as it considers appropriate.
- 6.2.2. The Board must meet on a weekday at least once every two months to exercise its functions.
- 6.2.3. The Board must meet during Orientation Week to approve the annual budgets of SRC Campus Committees.
- 6.2.4. Board meetings will be open to students unless the Board decides to hold a meeting in camera.
- a. Despite any other clause of this Constitution, the Board may only resolve to hold a meeting in camera if 75 percent or more of the



members of the Board present at the meeting vote in favour of such a resolution or if the meeting is to deal with confidential or commercial matters.

### **6.3. Calling of Meetings**

- 6.3.1. At least seven days before a Board meeting is due to be held, the secretary of the SRC must:
  - a. give each member of the Board written notice of the date, time and place of the Board meeting;
  - b. publicise the date, time and place of Board meetings in the manner decided by the Board;
- 6.3.2. Subject to clause 6.2.1, the Board may decide to adopt a schedule of dates and times for Board meetings and if the Board adopts such a schedule, the secretary of the SRC must take all reasonable steps to convene Board meetings on the dates and times specified in the schedule.

### **6.4. Use of Technology**

- 6.4.1. The Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6.4.2. A Board member who participates in a meeting as mentioned in clause 6.4.1 is taken to be present at the meeting

### **6.5. Chairperson of the Board**

- 6.5.1. At the first meeting of the Board after the election of SRC Campus Committees, the Board must elect a chairperson of the Board, who must be the president of an SRC Campus Committee.
- 6.5.2. If the chairperson is not present at any meeting of the Board within 30 minutes after the time fixed for the meeting, the members of the Board present must elect one of their number to chair the meeting.
- 6.5.3. The chairperson of the Board will be responsible for liaising with the University about matters dealt with at each Board meeting, except where the chairperson authorises a person elected under clause 6.5.2 to carry out this function in relation to that particular meeting.

### **6.6. Quorum for, and Adjournment of, Board Meetings**

- 6.6.1. At a Board meeting, more than 50 percent of the members of the Board form a quorum.
- 6.6.2. No business may be conducted at a Board meeting unless there is a quorum present when the meeting proceeds to business.

- 6.6.3. If there is no quorum within 30 minutes after the time fixed for a Board meeting, the meeting is to be adjourned for seven days and is to be held at the same place and time as the adjourned meeting.
- 6.6.4. If, at an adjourned meeting mentioned in clause 6.6.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.
- 6.6.5. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 6.6.6. If a meeting is adjourned under clause 6.6.5 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 6.6.7. The secretary is not required to give members of the Board notice of an adjournment or of the business to be conducted at an adjourned Board meeting unless a meeting is adjourned for more than 30 days.
- 6.6.8. If a meeting is adjourned for more than 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 6.6.9. Proxy votes received under clause 6.7.3 contribute towards quorum at a Board meeting.

## **6.7. Voting**

- 6.7.1. A question arising at a Board meeting is to be decided by a majority vote of members of the Board present and voting at the meeting and, if the votes are equal, the question is resolved so as to maintain the status quo.
- 6.7.2. The chairperson of a meeting of the Board does not have a casting vote in addition to his or her deliberative vote.
- 6.7.3. A member of the Board may assign his or her vote by proxy to another member of the Board provided that:
  - a. The absent member of the Board provides written notice of their inability to attend a specific Board meeting to the SRC Secretary;
  - b. An instrument appointing the proxy is provided in writing to the SRC Secretary which includes the following:
    - i The name of the member of the Board assigning their vote by proxy;
    - ii The name and elected position of the member to whom the proxy vote has been assigned;
    - iii The meeting at which the proxy vote is to be used;

- iv Whether the member to whom the proxy has been assigned holds a general proxy (to vote as the proxy holder thinks fit on all matters) or a limited proxy (to vote only as instructed).
- c. No member of the Board may hold more than one proxy vote in addition to their own vote.
- d. Before taking a vote on a motion at a meeting of the Board, the Chairperson of the Board must inform those members that are present at the meeting of the assignment of a vote by proxy in accordance with the terms of the instrument provided by the absent member to the SRC Secretary.

## **6.8. Conflict of Interest**

- 6.8.1. A member of the Board must not vote on a question about a contract or proposed contract with the SRC if the member has an interest in the contract or proposed contract and, if the member does have an interest in the contract or proposed contract, the interest must be declared and the member must not participate in discussion or debate about the contract or proposed contract.
- 6.8.2. The SRC cannot avoid a transaction merely because of the existence of an interest.

## **6.9. Minutes**

- 6.9.1. The secretary of the SRC must ensure full and accurate minutes of each Board meeting are kept, including details of:
  - a. the names of the members of the Board present at each meeting;
  - b. all questions, matters, resolutions and other proceedings of each meeting;
  - c. all appointments of Board members;
  - d. all orders made by the Board.
- 6.9.2. To confirm the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

## **6.10. Special Meeting of the Board**

- 6.10.1. If the secretary receives a written request signed by two or more members of the Board directing the secretary of the SRC to call a special meeting of the Board, the secretary must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the secretary receives the request.
- 6.10.2. A request for a special meeting must state:
  - a. why the special meeting is called;

- b. the business to be conducted at the meeting.
- 6.10.3. A notice of a special meeting must state:
- a. the day, time and place of the meeting;
  - b. the business to be conducted at the meeting.
- 6.10.4. Only the business listed on the notice of a special meeting of the Board may be conducted at the special meeting of the Board.
- 6.10.5. A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

### **6.11. Resolutions of the Board Without Meeting**

- 6.11.1. A written resolution agreed in writing by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 6.11.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 6.11.3. A resolution mentioned in clause 6.11.1 may consist of several documents in like form, each agreed in writing by one or more members of the Board.

## **7. Student Engagement**

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### **7.1. Student Forums**

- 7.1.1. Each SRC Campus Committee shall hold a student forum at its Home Campus at least once every six months.
- 7.1.2. Students enrolled at the Home Campus of the respective SRC Campus Committee shall be provided a reasonable opportunity to raise matters that might reasonably be regarded as being of concern to students enrolled at the Home Campus with members of the SRC Campus Committee during each student forum.
- 7.1.3. Any one student forum need not continue for more than two hours.
- 7.1.4. This clause does not limit the ability of an SRC Campus Committee to hold other events to obtain the views of students enrolled at the Home Campus of that SRC Campus Committee.
- 7.1.5. The secretary of each SRC Campus Committee must prepare and provide a written report to the Board on each student forum held at the SRC Campus Committee's Home Campus, and this report must include details regarding:
- a. the number of students attending the student forum (or a reasonable estimate of that number);

- b. the matters of concern raised by students that might reasonably be regarded as being of concern to students enrolled at the Home Campus attending the event.

## 8. Finance

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### 8.1. Funding of the SRC

- 8.1.1. The funds of the SRC may be derived from:
  - a. the University;
  - b. donations;
  - c. commercial activities approved by the Board and the University;
  - d. delivery of SRC services, events and activities;
  - e. such other sources as approved by the University.
- 8.1.2. Funding derived from the University may be provided to the SRC on the basis that the SRC agrees to certain written conditions lawfully determined by the University, and if such conditions are imposed, the Board must ensure that the SRC takes all reasonable steps to comply with those conditions.

### 8.2. Funding of SRC Campus Committees

- 8.2.1. Each SRC Campus Committee will be assigned an annual funding allocation by the Board (**Annual Allocation**).
- 8.2.2. Each SRC Campus Committee must prepare an annual budget to guide expenditure of the Annual Allocation for the current year and submit it to the Board for approval prior to the commencement of Orientation Week.
- 8.2.3. Subject to clauses 8.2.4 and 8.2.5, and subject to the approval of an annual budget prepared under clauses 8.2.2 and 6.2.3, an SRC Campus Committee may use the funds comprising the Annual Allocation as it sees fit in relation to its Home Campus to:
  - a. promote the objects of the SRC;
  - b. implement any initiative adopted by the SRC.
- 8.2.4. The Board may place lawful conditions on the use of the Annual Allocation or direct that a portion of the Annual Allocation be used in a particular way, and if such conditions or directions are imposed, the relevant SRC Campus Committee must take all reasonable steps to comply with those conditions or directions.
- 8.2.5. To the extent permitted by law, an SRC Campus Committee must not use any part of the Annual Allocation for an activity that:

- a. is a breach of conditions imposed by the University on funding provided to the SRC or would be a breach of such conditions if undertaken by the SRC;
- b. conflicts with this Constitution, any Regulations made under this Constitution or the Act; or
- c. brings the good name of the SRC, the SRC Campus Committee or the University into disrepute.

### **8.3. Application of Income and Property**

- 8.3.1. Subject to clause 8.1.2 and to the extent permitted by law, the Board has the power to use the funds derived by the SRC under clause 8.1 as it sees fit in promoting the objects of the SRC and exercising its powers provided that any such use does not:
  - a. conflict with this Constitution or the Act;
  - b. bring the good name of the SRC or the University into disrepute.
- 8.3.2. The SRC will operate on a not for profit basis and no portion of the income and property of the SRC shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or salary to or amongst the students of the University except for payment:
  - a. of out of pocket expenses incurred by a student in the performance of any duty as an SRC Officer where the amount payable does not exceed an amount previously approved by the Board; or
  - b. as bona fide compensation for any service rendered to the SRC by the student in a professional or technical capacity where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service.

## **9. Constitution and Regulations**

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### **9.1. Alteration of Constitution by the Council**

- 9.1.1. The Council may amend or replace this Constitution as it sees fit provided that the Council must make reasonable efforts to consult with the Board prior to undertaking any such amendment or replacement.

### **9.2. Alteration of Constitution Initiated by the Board**

- 9.2.1. The Board may amend or replace this Constitution as it sees fit provided that:

- a. any amendments to or replacement of this Constitution are passed by a special resolution of the Board at a Board meeting;
  - b. the amendments or replacement Constitution are supported by more than 50 percent of the students that vote in a referendum conducted under clause 9.2.2;
  - c. the amendment or replacement Constitution is approved by the Council.
- 9.2.2. A referendum that is required to be held under clause 9.2.1.b must be conducted:
- a. at the same time as the elections described in clause 4.5;
  - b. by the secretary of the SRC giving notice of the referendum and the proposed amendments or replacement Constitution to students at least 28 days before the referendum is to be held;
  - c. on the basis that the participation of students in the referendum is completely voluntary;
  - d. by secret ballot;
  - e. so that all students have a reasonable opportunity to cast a vote in the referendum;
  - f. in accordance with any directions given by the University for the conduct of the referendum.

### **9.3. Regulations**

- 9.3.1. The Board may make, amend or repeal Regulations, consistent with this Constitution for:
- a. the purpose of implementing the objects of this Constitution;
  - b. the internal management of the SRC;
  - c. giving effect to any policy determined by the Board;
  - d. regulating in greater detail the activities of the SRC and the conduct of its affairs.
- 9.3.2. Regulations made by the Board shall be as valid and effective as though they were part of this Constitution.
- 9.3.3. This Constitution prevails if any Regulation is inconsistent with this Constitution.

## **10. Administration**

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### **10.1. Records and Audit**

- 10.1.1. The University will keep such written records, including financial records, in relation to the business of the SRC as directed by the Council.
- 10.1.2. The University shall cause the financial records of the SRC to be audited in the manner and at the times directed by the Council.
- 10.1.3. Each SRC Campus Committee must keep such written records, including financial records, in relation to the business of that SRC Campus Committee as directed by the Board or the University.
- 10.1.4. The Board must ensure that the financial records of the SRC are up to date as at 31 October each year, and that all outstanding financial commitments and obligations have been documented.

### **10.2. Inspection of Records**

- 10.2.1. Subject to clause 10.2.2, the University may determine at what times and places and under what conditions, the financial records and other documents of the SRC or any of them will be open for inspection and the persons that are entitled to inspect those documents.
- 10.2.2. A member of the Board or an SRC Campus Committee is entitled to inspect the financial records and other documents of the SRC at any time.

### **10.3. Service of Notices**

- 10.3.1. Notice may be given to any person who is entitled to notice in accordance with this Constitution:
  - a. by serving it on the person; or
  - b. by sending it by post, facsimile transmission or electronic notification to the person at the person's address as held in the records of the University or to such other address as may be supplied by the person to the secretary of the SRC for sending notices to the person.
- 10.3.2. A notice is taken to be served:
  - a. where hand delivered - on delivery;
  - b. where sent by properly addressing, prepaying and posting a letter containing the notice - on the day after the day on which it was posted;
  - c. where sent by properly addressing a facsimile transmission or electronic notification containing the notice and transmitting it - at the time in the place to which it is sent equivalent to the time recorded on the transmitting machine from which it was sent;



#### **10.4. Acts not Affected by Defects or Disqualifications**

10.4.1. An act performed by the Board, an SRC Campus Committee, a subcommittee or a person acting as a member of the Board, an SRC Campus Committee or subcommittee is taken to have been validly performed.

10.4.2. Clause 10.4.1 applies even if the act was performed when:

- a. there was a defect in the appointment of a member of the Board, SRC Campus Committee, subcommittee or person acting as a member of the Board, SRC Campus Committee or subcommittee; or
- b. a Board member, SRC Campus Committee member, subcommittee member or person acting as a member of the Board, SRC Campus Committee or subcommittee was disqualified from being a member.

#### **10.5. Common seal**

10.5.1. The Board must ensure the SRC has a common seal.

10.5.2. The common seal must be:

- a. kept securely by the Board; and
- b. used only under the authority of the Board.

10.5.3. Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:

- a. the secretary of the SRC; or
- b. another member of the Board; or
- c. someone authorised by the Board.

#### **10.6. Indemnity**

10.6.1. To the extent permitted by law, the SRC indemnifies every person who is or has been an SRC Officer against:

- a. any liability (other than for legal costs) incurred by that person in their capacity as an SRC Officer;
- b. reasonable legal costs incurred in defending an action for a liability incurred by that person in their capacity as an SRC Officer,

provided that the liability or legal costs did not arise out of conduct by the person that was not in good faith or was incurred by reason of a failure by the person to exercise his or her powers or perform his or her duties with the degree of care, prudence and diligence required or expected of that person as an SRC Officer.

## **10.7. Insurance**

10.7.1. The Board must ensure that the SRC has in place, at all times, adequate insurance for all activities of the SRC and must not undertake any activities that are not covered by such insurance.

## **10.8. Winding up**

10.8.1. If the SRC is wound up, dissolved or otherwise rendered defunct and all of the debts and liabilities of the SRC have been satisfied then any remaining income or property must not be paid or distributed amongst the students but must be dealt with as directed by the Council.