GRIFFITH UNIVERSITY
STUDENT REPRESENTATIVE COUNCIL

CONSTITUTION

1. INTRODUCTORY PROVISIONS 4
1.1. DEFINITIONS 4
1.2. NAME 5
1.3. MEMBERSHIP COMPOSITION 5
1.4. INTERPRETATION 5
2. OBJECTS AND POWERS 5
2.1. OBJECTS 5
2.2. POWERS 6
3. STUDENT RIGHTS 6
3.1. STUDENT RIGHTS 6
4. THE BOARD, SUBCOMMITTEES AND DELEGATION 6
4.1. MEMBERSHIP OF BOARD 6
4.2. TERMS OF OFFICE 6
4.3. THE SECRETARY OF THE SRC 7
4.4. FUNCTIONS AND DUTIES OF BOARD 7
4.5. DELEGATION 8
4.6. APPOINTMENT OF SUBCOMMITTEES 8
4.7. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS 9
5. ELECTION, APPOINTMENT AND VACANCIES ON BOARD 9
5.1. ELECTING THE BOARD 9
5.2. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER 11
5.3. APPEAL RIGHTS OF A BOARD MEMBER REMOVED FROM THE BOARD 12
5.4. VACANCIES ON BOARD 13
6. MEETINGS OF THE BOARD 13
6.1. CHAIRPERSON OF THE BOARD 13
6.2. BOARD MEETINGS 13
6.3. SPECIAL MEETING OF THE BOARD 14
6.4. VOTING 15
6.5. RESOLUTIONS OF THE BOARD WITHOUT MEETING 15
6.6. MINUTES OF BOARD MEETINGS 16
6.7. QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING 16
6.8. MATERIAL PERSONAL INTERESTS 17
7. FINANCE 18
7.1. FUNDING OF THE SRC 18
7.2. GENERAL FINANCIAL MATTERS 18
8. CONSTITUTION AND REGULATIONS 19
8.1. ALTERATION OF CONSTITUTION BY THE UNIVERSITY COUNCIL 19
8.2. ALTERATION OF CONSTITUTION INITIATED BY THE BOARD 19
8.3. REGULATIONS 19
9. DOCUMENTS AND LEGAL 20
9.1. DOCUMENTS 20
9.2. RECORDS AND AUDIT 20
9.3. FINANCIAL YEAR 20
9.4. INSPECTION OF RECORDS 20
9.5. NOTICES 20
9.6. COMMON SEAL AND EXECUTION OF DOCUMENTS 21
9.7. INDEMNITY 21
9.8. INSURANCE 22
10. WINDING UP 22
10.1. DISTRIBUTION OF SURPLUS ASSETS 22

Date of adoption	12 August 2024
Document number	2024/0001099
Approved	Griffith University Council 4/2024 (August) Meeting
Scheduled for review	2025/2026
Approving Authority	Griffith University Council

Compiled by CPR Group
PO Box 2092
Sunshine Plaza Q 4558
P: 07 5443 6247
E: admin@cprgroup.com.au
W: www.cprgroup.com.au

1. Introductory provisions

1.1. Definitions

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, conducting a draw at random;

d. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a board election;

e. **in camera** means in private session;

f. **regulations** means the regulations of the SRC made in accordance with this constitution;

g. **majority** means more than half of all students who are present, eligible to vote and voting at an SRC election or more than half of board members who are present, eligible to vote and voting at a board meeting;

h. **present** means at a board meeting, see clause 6.2.5;

i. **quorum** means the minimum number of eligible voting members who must be present at a board meeting in order to constitute a valid meeting;

j. **signed** means agreed in writing;

k. **special resolution** means a resolution that is passed:

i at a board meeting by the votes of at least 75 percent of board members who are present, eligible to vote and voting; or

ii at an SRC election or referendum by at least 75 percent of the students who are eligible to vote and voting.

l. **SRC** means the Griffith University Student Representative Council, as per Division 2 of the Act;

m. **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;

n. **University** means Griffith University, Queensland, Australia, other than the Gold Coast campus;

o. **University Council** means the Council of the University, being the governing body of the University as established in the *Griffith University Act 1998*;

p. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

1.2.1. The name of the student council is the Griffith University Student Representative Council.

1.3. Membership composition

1.3.1. The SRC comprises students of the University, with the exception of the Griffith University Campus on the Gold Coast, for the purposes of section 35 of the Act.

1.4. Interpretation

1.4.1. 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.

2. Objects and powers

2.1. Objects

2.1.1. The objects of the SRC 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.

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

3.1. Student rights

3.1.1. Subject to this constitution and any regulations made under this constitution, students of the University may:

a. stand and vote in SRC elections;

b. attend board meetings as an observer, but not vote;

c. subject to clause 9.3 and 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.

4. The board, subcommittees and delegation

4.1. Membership of board

4.1.1. The board of the SRC must have at least three members and no more than nine members.

4.1.2. A board member must be a member of the SRC in accordance with clause 1.3.

4.2. Terms of office

4.2.1. Subject to clause 4.2.2, the term of office for board members is two years.

4.2.2. A person elected as a SRC board member in accordance with this constitution shall hold office for 24 months from 1 November in the year

of election until 31 October of the second year following the year of their election.

4.2.3. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, whereby approximately one half of the board members retire in each year.

4.2.4. There is no maximum number of terms for which a board member may hold office.

4.3. The secretary of the SRC

4.3.1. The Student Associations Manager of the University, or equivalent, shall be the secretary of the SRC.

4.3.2. The secretary shall have the right to attend all board meetings and shall have rights of audience and debate.

4.3.3. The secretary is not entitled to vote at board meetings or in SRC elections or referenda.

4.3.4. The functions of the secretary of the SRC include, without limitation:

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.

4.3.5. If the secretary is unable to attend a board meeting, the secretary may appoint another person to perform the duties of the secretary at that meeting.

4.4. Functions and duties of board

4.4.1. Subject to this constitution, any regulations made under this constitution or any direction given by the University 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.

4.4.2. 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.

4.4.3. The duties of each member of the board is a matter to be determined by the members of the board provided that any allocation of duties is in accordance with any direction given by the University.

4.4.4. The board must take all reasonable steps to ensure that the SRC complies with its obligations under the Act and this constitution.

4.4.5. The board may exercise all the powers of the SRC except any powers that the Act or this constitution requires the SRC to exercise at a general meeting.

4.4.6. The board has the power to enforce the observance of all clauses in this constitution and any regulations made by the board.

4.4.7. A board member must not improperly use their position, or information obtained as a board member, to:

a. gain a benefit or material advantage; or

b. cause detriment to the SRC.

4.4.8. Board members have a duty to prevent insolvent trading.

4.5. Delegation

4.5.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:

a. the power to delegate; or

b. its powers in relation to the making of regulations or policy; or

c. a function that is a duty imposed on the board by the Act or by any other law.

4.5.2. 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.

4.6. Appointment of subcommittees

4.6.1. The board may create and dissolve any subcommittees considered appropriate by the board to help with the conduct of the SRC's operations.

4.6.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.

4.6.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.

4.6.4. A member of a subcommittee who is not a board member is not entitled to vote at a board meeting.

4.6.5. Subject to the board's absolute control and supervision, each subcommittee of the SRC may manage its own affairs but must make regular reports to the board, or otherwise as the board may require from time to time. Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the board.

4.6.6. A subcommittee of the SRC must, in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.

4.6.7. At the first meeting during its term in office, the members of each subcommittee shall appoint an SRC staff member to be the secretary of the respective subcommittee.

4.6.8. Any board member may, by virtue of their office, be an ex-officio member of any subcommittee.

4.7. Acts not affected by defects or disqualifications

4.7.1. An act performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.

4.7.2. Clause 4.7.1 applies even if the act was performed when:

a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or

b. there was an irregularity in the convening or conduct of any meeting that was not discovered until after the conclusion of that meeting; or

c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

5. Election, appointment and vacancies on board

5.1. Electing the board

5.1.1. General elections for the positions of board members of the SRC 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.

5.1.2. The board, in consultation with the University, shall appoint a returning officer to conduct the annual elections in accordance with this constitution and any regulations made under this constitution.

5.1.3. 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 election in the previous five years.

5.1.4. The returning officer is:

a. not eligible to vote in any SRC elections in which they are appointed as returning officer; and

b. responsible for the conduct of the SRC elections in accordance with this constitution, any direction given by the University for the conduct of such elections or any regulations for the holding of elections made in accordance with this constitution.

5.1.5. A board member may only be elected as follows:

a. the secretary calls for nominations for board positions at least 28 days before the election is to be held;

b. any member of the SRC (the ***candidate***) may be nominated to serve as a board member;

c. nominations must be:

i in writing; and

ii signed by the candidate; and

iii received by the returning officer least seven days before the election is to be held; and

iv comply with any other requirements for nomination contained in regulations adopted by the board under clause 5.1.8 or a direction given by the University.

d. the returning officer shall make available to students a list of the names of candidates for election to the SRC, in order determined by lot, at least 5 days before the election;

e. if there is only one candidate for any position, the candidate is declared elected unopposed and no election for that position shall be held;

f. if there are two or more candidates for a vacant board position and two or more candidates receive an equal highest number of votes, voting is determined by lot between the candidates who have received the equal highest number of votes;

g. each student may vote for one candidate for each vacant position on the board;

h. if no candidate is elected to any vacant board position, a casual vacancy is deemed to have occurred in that position.

5.1.6. SRC 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 have a reasonable opportunity to cast a vote in the SRC elections;

d. in accordance with any direction given by the University for the conduct of such elections.

5.1.7. A person may be a candidate only if the person:

a. is a student; and

b. is eligible to be elected as a board member in accordance with this constitution, any regulations made under this constitution and any direction given by the University.

5.1.8. The board may set regulations for the holding of SRC elections, subject to those regulations being consistent with this constitution and any direction given by the University.

5.2. Resignation, removal or vacation of office of board member

5.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.

5.2.2. The resignation takes effect at:

a. the time the notice is received by the secretary; or

b. if a later time is stated in the notice, the later time.

5.2.3. A board member shall vacate office if that person:

a. dies; or

b. ceases to be a student of the University; or

c. becomes disqualified from being a board member under the Act; or

d. is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or

e. is dismissed from office by a resolution of the board under clause 5.2.4 of this constitution;

f. is convicted of an indictable offence or is made bankrupt; or

g. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the SRC; or

h. is absent from three consecutive board meetings without approval of the board; or

i. becomes an employee of the SRC; or

j. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the member to undergo a criminal history check.

k. does not otherwise comply with the requirements of this constitution.

5.2.4. Should at least two thirds of the board agree that a board member has conducted themselves in a manner deemed by the board to be injurious or prejudicial to the character or interests of the SRC, then:

a. the board shall, 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 board member;

b. the board member shall 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 the board, the board shall as soon as practicable thereafter give the member notice in writing of the decision and the reasons for that decision;

d. the board member's term of office shall end on the day stated in the notice for that purpose.

5.2.5. Subject to clause 5.2.6, a member of the board has no right of appeal against the member's removal from office under clause 5.2.3.

5.2.6. A member of the board has the right of appeal against the member's removal from office under clause 5.2.4.

5.2.7. A member of the board who is removed from office under clause 5.2.4 is ineligible to stand for re-election for the remainder of that term in office and for the following term in office.

5.2.8. In this clause, conduct considered to be injurious or prejudicial to the character or interests of the SRC may include without limitation:

a. contravening or failing to comply with any of the provisions of this constitution, any regulations made under this constitution or any lawful order of the board or the University;

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 a board member under this clause;

e. being non-contactable by the board for 14 days without having given prior notice to the board.

5.3. Appeal rights of a board member removed from the board

5.3.1. A board member who has been removed under clause 5.2.4 may give the secretary written notice of their intention to appeal against the decision.

5.3.2. A notice of intention to appeal must be given to the secretary within seven days after the member receives written notice of the decision.

5.3.3. Within seven days of the secretary receiving a notice of intention to appeal, the board shall appoint an appeals panel comprising three

people, other than board members, who are in no way conflicted or biased in relation to the appeal, to hear and decide the appeal.

5.3.4. The appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.

5.3.5. At the appeal meeting:

a. the appellant must be given a full and fair opportunity to show why they should not be removed from the board; and

b. the board must be given a full and fair opportunity to show why the board member should be removed; and

c. the appeal must be decided by a majority vote of the members of the appeals panel.

5.4. Vacancies on board

5.4.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint another eligible person to fill the vacancy.

5.4.2. A member appointed to fill a casual vacancy in accordance with clause 5.4.1 will do so until the next board election when they must retire from office, but are eligible, on nomination, for re-election.

5.4.3. The continuing members of the board may act despite a casual vacancy on the board, provided the number of board members is at least the number required by clause 4.1.1.

5.4.4. If the number of board members is less than the number required by clause 4.1.1, the continuing members of the board may act only to increase the number of board members to the number required by clause 4.1.1.

6. Meetings of the board

6.1. Chairperson of the Board

6.1.1. At the first meeting of the after the election of the board, the board shall elect a chairperson from among the members of the board.

6.1.2. 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 shall elect one of their number to chair the meeting.

6.1.3. The chairperson of the board shall 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 6.1.2 to carry out this function in relation to that particular meeting.

6.2. Board meetings

6.2.1. Subject to this clause, the board may meet and conduct its proceedings, as it considers appropriate, provided that the board must meet on a weekday at least once every two months to exercise its functions.

6.2.2. The board must decide how a meeting is to be called.

6.2.3. At least seven days before a board meeting is due to be held, the secretary 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.

6.2.4. 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.

6.2.5. A board member who participates in the meeting as mentioned in clause 6.2.4 is taken to be present at the meeting.

6.2.6. Board meetings shall be open to students unless the board decides to hold a meeting or part thereof in camera.

6.2.7. Despite any other clause of this constitution, the board may only resolve to hold a meeting in camera by passing a special resolution by members of the board present at the meeting in favour of such a resolution or if the meeting is to deal with confidential or commercial matters.

6.3. Special meeting of the board

6.3.1. If the secretary receives a written request signed by two or more members of the board directing the secretary 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.

6.3.2. A request for a special meeting must state:

a. why the special meeting is called;

b. the business to be conducted at the meeting.

6.3.3. 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.

6.3.4. Only the business listed on the notice of a special meeting of the board may be conducted at the special meeting of the board.

6.3.5. 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.

6.4. Voting

6.4.1. 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.

6.4.2. The chairperson of a meeting of the board does not have a casting vote in addition to their deliberative vote.

6.4.3. A member of the board may assign their 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 secretary;

b. an instrument appointing the proxy is provided in writing to the 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 secretary.

6.5. Resolutions of the board without meeting

6.5.1. A written resolution agreed in writing by a majority of the members of the board is as valid and effectual as if it had been passed at a board meeting that was properly called and held, subject to notice of the proposed written resolution being provided to all members of the board.

6.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.

6.5.3. A resolution mentioned in clause 6.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

6.6. Minutes of board meetings

6.6.1. The secretary 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.

6.6.2. To ensure 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.

6.7. Quorum for, and adjournment of, board meeting

6.7.1. At a board meeting, more than 50% of the members of the board form a quorum.

6.7.2. No business may be conducted at a board meeting unless there is a quorum present.

6.7.3. 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.

6.7.4. 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.

6.7.5. If a meeting is adjourned under clause 6.7.4 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

6.7.6. 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.

6.7.7. 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.

6.7.8. Proxy votes received under clause 6.4.3 contribute towards quorum at a board meeting.

6.7.9. If, at an adjourned meeting mentioned in clause 6.7.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

6.8. Material personal interests

6.8.1. The secretary shall cause to be kept and updated from time to time a register of declared material personal interests of board members.

6.8.2. A board member who has a material personal interest in a matter being considered at a board meeting must:

a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the board;

b. not be present while the matter is being considered at the board meeting; and

c. not vote on the matter.

6.8.3. The interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared material personal interests of board members.

6.8.4. Clause 6.8.1 does not apply to a material personal interest that:

a. exists only because the member belongs to a class of person for whose benefit the SRC is established; or

b. the member has in common with all, or a substantial proportion of, the students of the University.

6.8.5. Clause 6.8.2 does not apply if the board, other than the members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may:

a. be present while the matter is being considered at the meeting; or

b. vote on the matter.

6.8.6. If the board decides under clause 6.8.5 that a board member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the board must ensure that:

a. the decision is recorded in the minutes of the board meeting; and

b. details of the decision are given to a student of the University, if requested by the student.

7. Finance

7.1. Funding of the SRC

7.1.1. 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.

7.1.2. 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.

7.2. General financial matters

7.2.1. Subject to clause 7.1.2 and to the extent permitted by law, the board has the power to use the funds derived by the SRC under clause 7.1 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, any regulations made under this constitution, any direction given by the University or the Act;

b. bring the good name of the SRC or the University into disrepute.

7.2.2. The SRC shall 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.

8. Constitution and Regulations

8.1. Alteration of constitution by the University Council

8.1.1. The University Council may amend or replace this constitution as it sees fit provided that the University Council must make reasonable efforts to consult with the board prior to undertaking any such amendment or replacement.

8.2. Alteration of constitution initiated by the board

8.2.1. 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 a majority of the students that vote in a referendum conducted under clause 8.2.2;

c. the amendment or replacement constitution is approved by the University Council.

8.2.2. A referendum that is required to be held under clause 8.2.1.b must be conducted:

a. at the same time as the elections described in clause 5.1;

b. by the secretary 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; and

f. in accordance with any direction given by the University for the conduct of the referendum.

8.3. Regulations

8.3.1. 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.

8.3.2. Regulations made by the board shall be as valid and effective as though they were part of this constitution.

8.3.3. This constitution prevails if any regulation is inconsistent with this constitution.

9. Documents and legal

9.1. Documents

9.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the SRC.

9.2. Records and audit

9.2.1. The University shall keep such written records, including financial records, in relation to the business of the SRC as directed by the University Council.

9.2.2. The University shall cause the financial records of the SRC to be audited in the manner and at the times directed by the University Council.

9.2.3. 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.

9.3. Financial year

9.3.1. The SRC's financial year will end on 31 December each year.

9.4. Inspection of records

9.4.1. Subject to clause 9.4.2, 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 shall be open for inspection and the persons that are entitled to inspect those records and documents.

9.4.2. A member of the board is entitled to inspect the financial records and other documents of the SRC at any time.

9.5. Notices

9.5.1. A written notice may be given by the SRC to any person either personally, electronically or by sending it by post to the person's last address notified in writing to the SRC.

9.5.2. Any notice period referred to in this constitution shall include the day on which a notice is given.

9.5.3. Where a notice is sent by post:

a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and

b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.6. Common seal and execution of documents

9.6.1. Subject to the Act, the board must ensure the SRC has a common seal.

9.6.2. The common seal must be:

a. kept securely by the board; and

b. used only under the authority of the board.

9.6.3. Each instrument to which the seal is attached must be signed by a board member and countersigned by:

a. the secretary;

b. another board member; or

c. someone authorised by the board.

9.6.4. If the SRC executes a document without using a common seal, the document must be signed by a board member and countersigned by:

a. the secretary;

b. another board member; or

c. someone authorised by the board.

9.7. Indemnity

9.7.1. The SRC shall indemnify its secretary, board members, employees and members against all damages and losses (including legal costs) for which any such person may become liable to any third party in consequence of any act or omission done in good faith for the purpose of exercising the SRC's functions under the Act.

9.7.2. Indemnity under clause 9.7.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

9.8. Insurance

9.8.1. The SRC may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, board member or employee against liability that the person incurs as an officer of the SRC including a liability for legal costs.

10. Winding up

10.1. Distribution of surplus assets

10.1.1. 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 University Council.