



Constitution

Updated August 2013

PART 1 – CONTENTS

1. Contents

The Contents of this constitution are:

PART 1 – CONTENTS

1. Contents

PART 2 – NAME AND STATEMENT OF PURPOSE

2. Name
3. Purpose
4. Legal Capacity and Powers

PART 3 – MEMBERSHIP

5. Members
6. Associate and Honorary Life Members and Patron
7. Subscriptions
8. Rights, Obligations and Liability
9. Register of Members
10. Cessation of membership

PART 4 –MEMBER DISCIPLINE

11. Discipline

PART 5 –GRIEVANCE PROCEDURE

12. Application
13. Parties must attempt to resolve the dispute
14. Appointment of mediator
15. Mediation process
16. Failure to resolve dispute by mediation

PART 6 – GENERAL MEETINGS

17. Annual General Meeting
18. Special General Meetings
19. Day, Time and Place
20. Notice
21. Quorum
22. Chairing
23. Voting
24. Minutes
25. Referendums

PART 7 – THE COUNCIL

26. Membership
27. Responsibilities
28. Powers
29. Meetings
30. Regulations
31. Councillors

PART 8 – THE SECRETARIAT

32. Membership
33. Responsibilities and Powers
34. Meetings

PART 9 – EDUCATION BOARD

35. Membership
36. Responsibilities and Powers
37. Meetings

PART 10 – SERVICES MANAGEMENT BOARD

38. Membership
39. Responsibilities and Powers
40. Meetings

PART 11 – COMMITTEES

41. Establishment
42. Campus Standing Committees
- 42A. Other Standing committees

PART 12 – COMMITTEES GENERALLY

43. Applicability of This Part
44. Duties of Officers and Members of Committees
45. Indemnity of Officers and Members of Committees
46. Convening of Meetings
47. Notice of Meetings
48. Quorum
49. Non-Attendance
50. Chairing
51. Attendance
52. Voting
53. Disclosure of Interest

54. Minutes

PART 13 – OFFICERS

55. President

56. Education Officer

57. Welfare Officer

58. General Secretary

58A. Other Officers

59. Campus Chairs

60. Executive Officer

PART 14 – ELECTIONS

61. Conduct

62. By-elections

63. Term of Office

64. Vacancies

65. Validation

PART 15 – FINANCIAL AND LEGAL

66. Financial Year

67. Sources of Funds

68. Budget

69. Management of Funds

70. Cheques

71. Audit

72. Records and inspection

73. Common Seal

74. Secretary

75. Amendment of Constitution

78. Winding Up

79. Interpretation

PART 2 – NAME AND STATEMENT OF PURPOSE

2. Name

The name of the incorporated association is “Swinburne Student Union Incorporated” (“the Union”).

3. Purpose

The purpose of the Union is to advance the education of the students of the University by:

- (1) promoting a co-operative spirit and sense of solidarity amongst the student body of the University;
- (2) fostering the welfare, social life and cultural activities of the student body of the University;
- (3) providing services for the student body of the University;
- (4) representing and protecting members of the student body of the University in matters;
- (5) promoting equal opportunity and affirmative action in its policies and activities;
- (6) affiliating and associating clubs and societies and other organisations of students within the university; and supporting and co-ordinating the activities of those bodies;
- (7) providing a recognised means of communication between the student body of the University and the University, other student organisations, educational bodies and the wider community
- (8) co-operating with, affiliating to and joining other organisations having similar purposes in whole or part;
- (9) co-ordinating student representation on all University decision making bodies; and
- (10) striving for greater recognition and appreciation of the standard of the academic awards made by the University.

4. Legal Capacity and Powers

- (1) The Union has:
 - (a) the legal capacity and powers of an incorporated body, and
 - (b) all the powers of an individual,subject to this clause.
- (2) The Union may only

- (a) exercise its powers; and
 - (b) use its income, assets and profit;
- for its purposes.
- (3) The Union must not distribute any of its profit, income or assets directly or indirectly to members.
 - (4) Subclause (3) does not prevent the Union from paying members:
 - (a) reimbursement for expenses properly incurred by them; and
 - (b) for services or goods supplied by them;if this is done in good faith on terms of no more favourable than if the member had not been a member.
 - (5) Subclause 3(3) does not preclude the Union from providing services to the staff and graduates of the University, the public and others, so long as this is ancillary to the other activities of the Union.

PART 3 – MEMBERSHIP

5. Members

1. Student Members

Those persons enrolled as Students in a higher education course, TAFE course or otherwise approved by the University, except for those Students who have indicated that they do not wish to become or remain Members

2. Financial Members

The financial members of the Student Union are those student members who:

- (a) apply for membership;
- (b) pay the subscription; and
- (c) are admitted;

in accordance with the regulations.

6. Associate and Honorary Life Members and Patron

- (1) The associate members of the Student Union are those individuals who:
 - (a) are not students;
 - (b) apply for membership;

(c) pay a subscription set by Council; and

(d) are admitted;

in accordance with the regulations.

- (2) The Council may by resolution passed by an absolute majority grant honorary life membership in recognition of outstanding service to the Union.
- (3) The Council may by resolution passed by an absolute majority invite the Chancellor of the University or some other distinguished public figure to accept appointment as patron of the Union.

7. Subscriptions

- (1) There is no compulsory subscription or entrance fee payable by students to the Student Union for membership.
- (2) Any subscription or entrance fee payable for financial membership of the Student Union shall be determined annually by the Council.

8. Rights, Obligations and Liability

- (1) All members are entitled to use the services of the Union, subject to parts 3 and 4.
- (2) The rights of student and financial members are not transferable, and end when the member ceases to be a member.
- (3) Student and financial members (except for the President and General Secretary under (a)) cease to be members when they cease to be an enrolled student
 - (a) The General Secretary may remain in their position when they cease to be an enrolled student in the case of a vacancy of the Executive Officer for more than 14 days, and receives an absolute majority approval to do so from Council
 - (b) Financial members are able to remain as associate members upon ceasing enrolment up to the end of the financial year in which they have paid their membership or subscription
- (4) Associate members cease to be members if they fail to pay any amount set under paragraph 6.
- (5) Members must at all times comply with this constitution and the regulations.
- (6) This constitution is an enforceable contract between each member and the Union.

- (7) Members are not liable to contribute to the debts and liabilities of the Union by reason only of their membership.
- (8) It is a condition with the payment of membership that financial members must vote in annual elections

9. Register of Members

- (1) The General Secretary must ensure that the Union keeps an accurate and up-to-date register of Members.
- (2) For the purposes of subclause (1) the General Secretary and the Union may rely on the records kept by the University.

10. Cessation of membership

- (1) Any person may resign from the Student Union through notification in writing to the General Secretary of the Student Union.
- (2) The General Secretary, and in the vacation of a General Secretary the President is required to keep a roll of all those persons who have resigned their membership of the Student Union.
- (3) Those who have resigned their membership of the Student Union shall not be eligible to vote in any of the Student Union's proceedings or stand for election to any position within the Student Union. Such people will be struck from the roll of eligible voters.

PART 4 –MEMBER DISCIPLINE

11. Discipline

- (1) If the Council considers that a Member should be suspended or expelled from the Membership of the Union because of:
 - (a) failure to comply with or observe, or commission of a breach of this Constitution or any Regulation; or
 - (b) if the member has caused serious disruption to the use of services by other members; or
 - (c) conduct which is prejudicial or detrimental to the interests of the Union,
- (2) The General Secretary shall send to the Member concerned a written notice specifying:
 - (a) the proposed suspension or expulsion;
 - (b) the time, date and place of the Council meeting at which the question of the suspension or expulsion will be considered; and

- (c) particulars of the Member's conduct which is the subject of the notice, not less than 15 academic days prior to the date of such Council meeting.
- (3) At the Council meeting referred to in subclause (1), the Students' Council may, after having afforded the Member concerned a reasonable opportunity to be heard by, or to make written representations to, the Council, expel, suspend, or decline the suspension or expulsion of a Member from Membership of the Union for the duration of the calendar year in which the decision was made, and shall communicate the decision in writing to the Member within seven days of the Council meeting at which the decision is made.
- (4) The Member who is expelled under subclause (2) from Membership of the Union ceases to be a Member with effect from 14 clear days after the date on which the decision to expel the Member is communicated to the Member in accordance with subclause (2).
- (5) That members who have been expelled or suspended by Council are still eligible to nominate in the Union's elections

PART 5 –GRIEVANCE PROCEDURE

12. Application

- (1) The grievance procedure set out in this Part applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Council;
 - (c) a member and the Union.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

13. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

14. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subsection 13, the parties must within 10 clear days—
 - (a) notify the Council of the dispute; and
 - (b) agree to or request the appointment of a mediator; and

- (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Council; or
 - (ii) if the dispute is between a member and the Council or the Union—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Council may be a member or former member of the Union but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

15. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

16. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 6 – GENERAL MEETINGS

17. Annual General Meeting

- (1) The Council must convene an annual general meeting each year, to be held between March to May.
- (2) The ordinary business of the annual general meeting is to consider:

- (a) the minutes of the previous annual general meeting and any subsequent special general meetings; and
- (b) the audited financial statements submitted to members
 - (i) the income and expenditure of the Union during its last financial year,
 - (ii) the assets and liabilities of the Union at the end of the last financial year
 - (iii) the mortgages, charges and securities of any description affecting any of the property of the Union at the end of its last financial year, and
 - (iv) the same details in respect of each trust of which the Union was trustee during any part of the last financial year.
- (3) The annual general meeting may only consider other business of which notice has been given in accordance with subclause 20(2)
- (4) The Secretary must give Consumer Affairs Victoria a statement of the annual general meeting within 1 month of the annual general meeting

18. Special General Meetings

- (1) The Council may by resolution convene a special general meeting.
- (2) The Council must convene a special general meeting if requested by a number of students equal or greater than 10% of the number of financial members, or 20, whichever is the larger. Students who are not financial members count towards reaching this number.
- (3) The request:
 - (a) must be in writing, signed by the students;
 - (b) must state the motion or motions to be considered by the meeting;
 - (c) may consist of more than one document; and
 - (d) must be given to the General Secretary or the President.
- (4) The Council must convene the special general meeting to be held:
 - (a) unless a special resolution is to be considered – within 15 academic days;
 - (b) if a special resolution is to be considered – within 25 academic days;
 of the request being received.

19. Day, Time and Place

General Meetings may only be held:

- (1) on academic days,
- (2) At a time reasonably convenient for students to attend, and
- (3) on a campus of the university.

20. Notice

- (1) The Council must give:
 - (a) unless a special resolution is to be considered – at least 5 clear academic days
 - (b) if a special resolution is to be considered – at least 15 academic days;notice of general meetings to members.
- (2) The notice must include the date, time and place of the meeting, and the business to be considered
- (3) Notice must be given by placing a copy on campus noticeboards and in designated Union publications. For the purposes of this clause the Union's website, social media pages and email bulletins are considered publications.

21. Quorum

- (1) There is no minimum quorum for the ordinary business of the annual general meeting.
- (2) The quorum for all other business at general meetings, except for special resolutions, is the presence in person of 50 students or a number equal to 5% of the number of financial members whichever is the greater.
- (3) The quorum for consideration of a special resolution is the presence in person of 100 students or a number equal to 10% of the number of financial members whichever is the greater.
- (4) If quorum is not present within 30 minutes of the time of which notice has been given, the meeting may not proceed.

22. Chairing

- (1) The President is entitled to chair general meetings.
- (2) If the President is not present, or does not wish to chair the meeting (or part of that meeting), the members of the Secretariat present must elect a member of the Secretariat to chair. If no member of the Secretariat is present or wishes to chair the meeting (or part of the meeting), the meeting must elect another student to chair.
- (3) The chair of the meeting has a deliberative vote, but does not have casting vote.

23. Voting

- (1) Student members and financial members are entitled to vote at general meetings.
- (2) Associate and honorary life members and the Patron may attend and speak at general meetings.
- (3) Each eligible voter present has 1 vote.
- (4) Eligible voters may only vote in person and not by proxy.
- (5) At any general meeting of the Union, a declaration by the chairperson that the resolution has been passed is conclusive proof of the fact.
- (6) Subject to subsection (5), the chairperson may declare that the resolution has been passed on the show of hands or on the voices of those present.
- (7) If any member of the association present at the meeting demands that the vote of each member entitled to vote at the meeting be counted, the chairperson may not make a declaration under subsection (5) unless those votes are counted.
- (8) Other than in the case of a special resolution, if an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

24. Minutes

Under subparagraph 58)2)a)ii)a, the General Secretary is responsible for ensuring the accurate and complete minutes are taken and kept of all general meetings.

25. Referendums

- (1) Any decision that may be made at a general meeting may be made by referendum, subject to subclause (2).
- (2) Special resolutions may only be passed at general meetings, and not by referendums. Decisions that require a special resolution may not be submitted to referendum.
- (3) Decisions by referendums override decisions at general meetings.
- (4) The Council may by resolution decide to hold a referendum
- (5) The Council must hold a referendum if requested by at least 200 students.
- (6) The request:
 - (a) must be in writing, signed by the students
 - (b) must state the question or questions to be put to the referendum;
 - (c) may consist of more than 1 document; and

- (d) must be given to the General Secretary or the President.
- (7) The Council must call the referendum to be held within 15 academic days of the request being received
- (8) If held in conjunction with the annual election polling for a Referendum must occur over the entire time for the election.
- (9) If not held in conjunction with the annual election Referendums must be held over at least two and no more than five consecutive academic days.
- (10) The poll must be open on the Hawthorn campus of the University for at least 6 hours each day between 8:00 a.m. and 8:00 p.m., and for at least 6 hours in total on each other campuses.
- (11) each student is entitled to 1 vote
- (12) the Council may make regulations for the conduct of referendums

PART 7 – THE COUNCIL

26. Membership

- (1) The members of the Council are:
 - (a) the President,
 - (b) the Education Officer,
 - (c) the Welfare Officer,
 - (d) the General Secretary,
 - (e) the Campus Chairs,
 - (f) the TAFE student representative of the University,
 - (g) the Post-graduate student representative of the University,
 - (h) the International student representative of the University,
 - (i) the Health/Disability representative,
 - (j) the Indigenous representative,
 - (k) the Queer representative,
 - (l) the Women’s officer,
 - (m) all other officers under clause 61A, and

- (n) 3 general student representatives
- (2) The students referred to in paragraphs (1) (e-l) and (m) if applicable must be elected at the annual elections from the students in that category. Where it is practical to determine the eligibility of students, only those students who are members of these categories may vote for these positions.

27. Responsibilities

- (1) The Council is the governing body of the Union.
- (2) The Council is responsible for ensuring the proper management of the Union and its services.
- (3) The Council also has specific responsibility:
 - (a) for considering matters relating to the rights and interests of the students of the University
 - (b) for making policy on matters affecting the students of the University;
 - (c) for considering reports from the standing and special purpose committees on their activities;
 - (d) for affiliating and associating clubs and societies and other organisations of students within the University in accordance with subclause 3(6)
 - (e) for employing an Executive Officer in accordance with subclause 60(1);
 - (f) for appointing annually a returning officer
 - (g) for filling vacancies in elected positions in accordance with subclauses 64(4) and (5);
 - (h) for setting the annual budget for the Union in accordance with subclause 68(1);
 - (i) for appointing annually an auditor in accordance with subclause 71(1), and ensuring that the accounts are audited in accordance with subclause 71(2);
 - (j) for interpreting this constitution and the regulations in accordance with subclause 79(6); and
 - (k) for deciding finally, any matter that is within the power of the Union.
- (4) A general meeting may by resolution direct the Council on any matter within its responsibilities and powers.

28. Powers

- (1) The Council may exercise all powers of the Union on its behalf.
- (2) The Council has specific power:

- (a) to establish standing committees in accordance with clause 41;
- (b) to establish special purpose committees and special interest groups by resolution or regulation;
- (c) to create other officer positions in accordance with clause 58A
- (d) to create portfolios and, with their acceptance, appoint its members to them; and
- (e) to delegate its powers to any body or individual as it thinks appropriate.

29. Meetings

- (1) Ordinary meetings of the Council must be held at least 6 times each year.
- (2) The President is entitled to chair meetings of the Council.

30. Regulations

- (1) The Council may by resolution passed by an absolute majority make regulations to give effect to this constitution.
- (2) Members must at all times comply with the regulations as if they formed part of this constitution.
- (3) All current regulations must be included as schedules to this constitution, but do not form part of it.

31. Councillors

Councillors are responsible:

- (1) for regular attendance at meetings of the Council;
- (2) for presenting a written report to each meeting of the Council on their activities since the last meeting;
- (3) if nominated by the Council in accordance with paragraph 41(2)(b) – for chairing standing committees
- (4) if appointed by the Council in accordance with paragraph 28(2)(d) – for matters within their portfolios;
- (5) in the case of officers and members holding portfolios under clause 61A and paragraph 28(2)(d) – for regularly convening meetings to consult with the students interested in these portfolios;
- (6) in the case of the student representatives referred to in paragraphs 20(1)(e)-(l) and (m) if applicable – for regularly convening meetings to consult with the students they represent; and

- (7) for representing the policies made by the Council and student committees to University and outside bodies.

PART 8 – THE SECRETARIAT

32. Membership

The members of the Secretariat are:

- (1) the President,
- (2) the Education Officer,
- (3) the Welfare Officer,
- (4) the General Secretary,
- (5) the Campus Chairs,
- (6) the International student representative, and
- (7) the Postgraduate student representative

33. Responsibilities and Powers

- (1) The Secretariat is responsible for ensuring the proper management of the Union between meetings of the Council, subject to subclause (3).
- (2) The Secretariat also has specific responsibility:
 - (a) for making policy between meetings of the Council, subject to ratification by the Council;
 - (b) for recommending policy to the Council;
 - (c) for ensuring that policy made by the Council is implemented;
 - (d) for ensuring that policy made and directions given by the Council are complied with by all Union bodies;
 - (e) for strategic planning, including the development of mission statements;
 - (f) for monitoring regularly the budget, finances and administration of the Union;
 - (g) for ensuring that a draft budget is prepared for consideration by the Council in accordance with paragraph 27(3)(g) and subclause 68(1); and
 - (h) for ensuring that the Council meets regularly, and carries out its responsibilities; subject to subclause (3)

- (3) The Secretariat is not responsible for services, which are the responsibility of the Services Management Board under clause 39.
- (4) In carrying out its responsibilities, the Secretariat may exercise all powers of the Council, subject to this clause.
- (5) A general meeting or the Council may by resolution direct the Secretariat on any matter within its responsibilities and powers.

34. Meetings

- (1) Ordinary meetings of the Secretariat must be held at least once every 2 months.
- (2) The President is entitled to chair meetings of the Secretariat.

PART 9 – EDUCATION BOARD

35 Membership

- (1) The Members of the Education Board are:
 - (a) the Education Officer,
 - (b) the Education Officer elected by each Campus Standing Committee, or in the absence of such a person being chosen, the Campus Chair
 - (c) the President,
 - (d) the Welfare Officer,
 - (e) the General Secretary,
 - (f) the TAFE student representative member of the Council, and
 - (g) the postgraduate student representative member of the Council.
 - (h) There shall be one student representative from each faculty
 - (i) Faculty representatives shall be elected annually. Council shall make regulations as to how the faculty representatives shall be elected.
 - (i) Other representatives as determined by absolute majority by the Council

36. Responsibilities and Powers

- (1) The Education Board is the peak academic policy making body of the Union
- (2) The Education Board has specific responsibility:
 - (a) for making the academic policy of the Union, to be reported to the Council;

- (b) for considering matters relating to the rights and interests of the students of the University, in relation to education
 - (c) for ensuring the representation of students on central University bodies;
 - (d) for establishing and maintaining student constituencies in each academic school of the University to address matters of importance to students of that academic school;
 - (e) for ensuring that the student constituencies in each academic school meet regularly and address matters of importance to the students of that academic school;
- (3) In carrying out its responsibilities, the Education Board may exercise all powers of the Council, subject to this clause
 - (4) A general meeting or the Council may by resolution direct the Education board on any matter within its responsibilities and powers.
 - (5) Without limiting subclause (3), the Education Board may by resolution establish education standing committees as it thinks fit. The provisions of part 9 apply to education standing committees in so far as they are applicable and with such modifications as are necessary.

37. Meetings

- (1) Ordinary meetings of the Education Board must be held at least 6 times each year.
- (2) The Education Officer is entitled to chair meetings of the Education Board.
- (3) The quorum for meetings of the Education Board is the presence in person of at least one third of its voting members at the time if the Education Officer is present; otherwise quorum is made up of at least half of its voting members.

PART 10 – SERVICES MANAGEMENT BOARD

38. Membership

- (1) The members of the Services Management Board are:
 - (a) the Executive Officer;
 - (b) the heads of the departments of the Union, subject to subclause (4) and the regulations;
 - (c) a representative of the staff of the Union, elected annually from and of the staff of the Union
 - (d) a representative of the University, nominated annually by the University, and appointed by the Council;

- (e) the members of the Secretariat;
- (2) In the vacancy of a Chair from a particular campus on Secretariat a member of the campus standing committee may be chosen to replace them.
- (3) The Council is entitled not to approve the appointment of a person nominated under paragraph (1)(d), and to request the University to nominate someone else.
- (4) At all times a majority of the members of the Services Management Board must be students.

39. Responsibilities and Powers

- (1) The Services Management Board is responsible for the management of the services provide by the Union.
- (2) The Services Management Board also has specific responsibility:
 - (a) for making policy between meetings of the Council, subject to ratification by the Council;
 - (b) for recommending policy to the Council;
 - (c) for ensuring that policy made by the Council is implemented;
 - (d) for ensuring that policy made and directions given by the Council are complied with by all Union bodies;
 - (e) for strategic planning, including the development of mission statements;
 - (f) for monitoring regularly the budget, finances and administration of the Union;
 - (g) for ensuring that a draft budget is prepared for consideration by the Council in accordance with paragraph 27(3)(g) and subclause 68(1);
 - (h) for ensuring that the Council meets regularly, and carries out its responsibilities;
 - (i) for all matters relating to staff, including human resources, employment and industrial relations; and
 - (j) for all matters relating to buildings and the accommodation of the Union; subject to subclause (3)
- (3) Paragraphs (2)(a)-(h) only apply to the Services Management Board in the area of its services.
- (4) In carrying out its responsibilities, the Services Management Board may exercise all powers of the Council; subject to this clause.

- (5) A general meeting of the Council may by resolution direct the Services Management Board on any matter within its responsibilities and powers.

40. Meetings

- (1) Ordinary meetings of the Services Management Board must be held at least once every two months.
- (2) The Executive Officer is entitled to chair meetings of the Services Management Board. The Executive Officer may nominate another member of the Services Management Board to chair.
- (3) If less than half of the members present at a meeting are students, resolutions may only be passed if all those members vote in favour.

PART 11 – COMMITTEES

41. Establishment

- (1) The Council may by regulation establish standing committees of the Union as it thinks appropriate.
- (2) The regulation establishing a standing committee must include:
 - (a) its membership,
 - (b) its chair and convenor,
 - (c) its responsibilities and powers, and
 - (d) any special provisions as to its meetings;unless already provided for in this constitution.
- (3) The regulation establishing a standing committee may establish standing subcommittees of that committee.
- (4) Standing committees may by resolution establish a special purpose subcommittees within their areas of responsibility
- (5) All standing committees are accountable to the Council for the proper carrying out of their responsibilities and powers.
- (6) Standing subcommittees are accountable:
 - (a) in the first instance – to their parent committee; and
 - (b) ultimately, to the Councilfor the proper carrying out of their responsibilities and powers.
- (7) Members of standing committees must be elected at the annual elections, subject to subclauses 64(4) and (5), except where the committee is to be elected

from a subsection of the student population in which case Council must make regulations as to how this is to occur.

- (8) Standing committees are part of the Union, and not separate legal entities. Accordingly, standing committees cannot enter into contracts, employ staff, own property or hold assets in their own right.

42. Campus Standing Committees

- (1) The Council must establish a Campus Standing committee for each campus of the University in accordance with clause 41.
- (2) Campus Standing Committees have responsibility:
 - (a) for encouraging and enhancing student participation in active life;
 - (b) for informing students about developments on campus;
 - (c) for considering all matters relating to the rights and interests of the students of that campus, particularly in relation to education;
 - (d) for making policy recommendations to the Council, Education Board, Welfare Board and Services Management Board on matters that particularly affect the students of that campus;
 - (e) for ensuring that any standing and special purpose subcommittees meet regularly and carry out their responsibilities;
 - (f) for considering reports from any standing and special purpose subcommittees on their activities; and
 - (g) for sharing information with the other Campus Standing Committees about matters of mutual interest.
- (3) Campus Standing Committees have power:
 - (a) to negotiate with the local University administration on matters of a local nature; and
 - (b) to act locally on all matters;but subject always to the policies of the Union.
- (4) The Campus Chair is entitled to chair meetings of the Campus Standing Committee.

42A. Other Standing committees

- (1) The Council must establish:
 - (a) a Postgraduate Students Standing Committee, and

(b) an International Students Standing Committee;

in accordance with clause 41.

- (2) The standing committees referred to in subclause (1) have responsibility in relation to the group of students they represent:
- (a) for encouraging and enhancing the participation of those students in campus life;
 - (b) for informing those students about developments that effect them;
 - (c) for considering all matters relating to the rights and interests of those students
 - (d) for making policy recommendations to the Council, Education Board, Welfare Board and Services Management Board on matters that particularly affect those students;
 - (e) for ensuring that any standing and special purpose subcommittees meet regularly and carry out their responsibilities;
 - (f) for considering reports from any standing and special purpose subcommittees on their activities; and
 - (g) for sharing information with other bodies about matters of mutual interest.

PART 12 – COMMITTEES GENERALLY

43. Applicability of This Part

- (1) This Part applies to all bodies established by or under this constitution and the regulations, unless a specific provision of this constitution, the regulations or the resolution establishing the committee provides otherwise.
- (2) In this Part “committee” includes:
- (a) the Council, the Secretariat, the Education Board, the Welfare Board and the Services Management Board; and
 - (b) standing committees, special purpose committees, subcommittees and other bodies, however described;

subject to subclause (1).

44. Duties of Officers and Members of Committees

All officers and members of committees owe the Union duties:

- (1) to act honestly and in good faith;

- (2) not to make improper use of their position or of information obtained in their position; and
 - (3) to exercise reasonable care and diligence;
- as officers and members of subcommittees.

45. Indemnity of Officers and Members of Committees

The Union indemnifies all officers and members of committees against any liability incurred by them in that capacity, unless the liability arises out of conduct involving a breach of their duties to the Union.

46. Convening of Meetings

- (1) At its first meeting after 1 December, each committee must by resolution set the dates, times and places of ordinary meetings for its term of office.
- (2) A committee may by resolution subsequently alter the dates, times and places of ordinary meetings.
- (3) The designated chair of committee or an absolute majority of its members may convene a special meeting of the committee.

47. Notice of Meetings

- (1) Each member of a committee must be given at least 5 clear days' notice in writing of its meetings.
- (2) The notice must include:
 - (a) the date, time and place of the meeting;
 - (b) in the case of special meetings – the business to be considered.
- (3) Notice must be given by placing a copy on University noticeboards, including designated official Union noticeboards.
- (4) A special meeting may only consider business of which notice has been given in accordance with paragraph 2(b).

48. Quorum

- (1) The quorum for meetings of a committee is the presence in person of at least half its voting members at the time.
- (2) IF quorum is not present within 30 minutes of the time of which notice has been given, the meeting may not proceed.

49. Non-Attendance

If a member of a committee:

- (1) fails on 3 consecutive occasions to attend within 30 minutes of the time of which notice has been given of an ordinary meeting of the committee; and

- (2) does not have a reasonable excuse that is accepted by the resolution of the committee;

their position on that committee automatically becomes vacant.

50. Chairing

- (1) If the designated chair of a committee is not present, or does not wish to chair the meeting (or part of the meeting), the committee must elect another of its members to chair.
- (2) The chair of the meeting has a deliberative vote, but does not have a casting vote.

51. Attendance

- (1) All students and members may attend all meetings of all committees, unless the committee decides by resolution passed by an absolute majority to proceed in camera.
- (2) Members of Council and the Executive Officer may attend and speak at all meetings of all committees of which they are not members, unless the committee decides by resolution passed by an absolute majority to proceed in camera.
- (3) A committee may decide to invite a person who is not a member of the committee to attend while the meeting is proceeding in camera.
- (4) A motion to proceed in camera must be considered in camera.

52. Voting

- (1) All members of committees are voting members, unless otherwise specified.
- (2) Each voting member of a committee present has 1 vote.
- (3) Members may only vote in person and not by proxy.
- (4) Motions and amendments are carried if a simple majority (that is, a majority of those members of the committee who are present and who vote) vote in favour, unless an absolute majority is required.
- (5) If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

53. Disclosure of Interest

- (1) Each member of a committee (including officers) who has a personal or financial interest (whether direct or indirect) in a matter that is to be considered at a meeting of the committee:
 - (a) must not be present while the matter is being considered; and
 - (b) must not vote on the matter;subject to subclause (2).

- (2) A committee may by resolution passed by an absolute majority exempt a member of the committee from paragraph (1)(a) and (b), subject to such conditions as it thinks appropriate.
- (3) Despite paragraph (1)(a) and subclause 39(1), the member concerned may still be counted towards the quorum.

54. Minutes

Under subparagraph 58(2)(a)(ii) the General Secretary is responsible for ensuring that accurate and complete minutes are taken and kept of all meetings of committees.

PART 13 – OFFICERS

55. President

- (1) The President must be elected at the annual elections from and by all students.
- (2) The President is the chief spokesperson for the Union on all matters relating to the rights and interest of the students of the University
- (3) The President is accountable to and may be directed by:
 - (a) in the first instance – the Secretariat; and
 - (b) ultimately – the Council.
 - (c) Despite subclause 61(7), the President must be a full-time position.

56. Education Officer

- (1) The Education Officer must be elected at the annual elections from and by all students
- (2) The Education Officer is responsible:
 - (a) for liaising with the relevant Union staff about significant education issues, as they relate to, and affect the students of the University;
 - (b) for reporting regularly to the Secretariat and the Council on all meetings, and relevant matters arising at, meetings of the Education Board;
 - (c) for reporting to other Union bodies on significant education issues as required; and
 - (d) for co-ordinating student representation on University bodies, and reporting to the Secretariat, Education Board and Council on student representation.
- (3) The Education Officer is accountable to, and may be directed by:
 - (a) in the first instance – the Secretariat;

- (b) next – the Education Board; and
- (c) ultimately – the Council.

57. Welfare Officer

- (1) The Welfare Officer must be elected at the annual elections from and by all students
- (2) The Welfare Officer is responsible:
 - (a) for liaising with the relevant Union staff about significant Welfare issues, as they relate to, and affect the students of the university;
 - (b) for reporting regularly to the Secretariat and the Council on all meetings, and relevant matters arising at, meetings of the Welfare Board;
 - (c) for developing in consultation with the student body, and recommending to the Council in conjunction with Union representatives for adoption of policies on Welfare issues; and
 - (d) for implementing the policies of the Union on Welfare issues.
- (3) The Welfare Officer is accountable to and may be directed by:
 - (a) in the first instance - the Secretariat; and
 - (b) ultimately - the Council.

58. General Secretary

- (1) The General Secretary must be elected at the annual elections from and by all students.
- (2) The General Secretary is responsible:
 - (a) for ensuring that:
 - (i) proper notice is given of the meetings of all Union bodies;
 - (ii) accurate and complete minutes are taken and kept of all:
 - (a) general meetings, and
 - (b) meetings of bodies to which Part 11 applies;
 - (c) a register of Union policies is kept; and
 - (d) the register of members is kept in accordance with Clause 9
 - (b) for liaising with the relevant Union staff about the finances of the Union;

- (c) for reporting regularly to the Secretariat and the Council on the finances of the Union;
 - (d) for reporting to other Union bodies on the finances of the Union as required; and
 - (e) for ensuring that the annual financial statements are:
 - (i) audited in accordance with clause 71; and
 - (ii) presented to the annual general meeting in accordance with subclause 17(2).
- (3) The General Secretary is accountable to and may be directed by:
- (a) in the first instance – the Secretariat;
 - (b) ultimately – the Council

58A. Other Officers

- (1) Before nominations for the annual elections open, the Council may by resolution passed by an absolute majority create up to 4 officer positions additional to the President, Education Officer, Welfare Officer, General Secretary, and the General Representatives subject to this clause.
- (2) All officers must be elected at the annual elections by all students, subject to subclauses 54(4) and 71(5).
- (3) All officers are ultimately responsible to, and may be directed by, the Council.
- (4) The resolution creating the officer position must specify:
 - (a) that the officer is to be elected from all students; or
 - (b) that the officer is to be elected from a specified group of students; and
 - (c) the responsibilities of the position; and
 - (d) what body of bodies (if any) the officer is accountable to, and may be directed by, other than Council
- (5) In this clause, “officer” includes general student representative.

59. Campus Chairs

- (1) The Campus Chair of each campus must be elected at the annual elections from and by all students enrolled on that campus.
- (2) Each campus chair is responsible:
 - (a) for reporting regularly to the Council, the Education Board, the Welfare Board and the Services Management Board on:

- (i) all matters relating to the rights and interests of the students of the campus
 - (ii) all meetings, and relevant matters arising at meetings of the campus committee; and
- (b) for reporting back to the Campus Committee on all meetings, and relevant matters arising at meetings of the Council, the Education Board, the Welfare Board and the Services Management Board.
- (3) Each Campus chair is accountable to, and may be directed by:
- (a) in the first instance – the Campus Committee; and
 - (b) ultimately – the Council.

60. Executive Officer

- (1) The Council shall employ a Executive Officer whenever possible when there is a vacancy in that position.
- (2) The Council must determine the duties, and terms and conditions of employment of the Executive Officer
- (3) The Executive Officer is responsible:
 - (a) for the employment and management of Union staff in accordance with the policies made by the Council;
 - (b) for the management of Union services and facilities in accordance with the policies made by the Council;
 - (c) for the efficient and effective implementation of the policies made by, and resolution of, the Council and the Services Management Board.
- (4) The Executive Officer is accountable to, and may be directed by:
 - (a) in the first instance – the Services Management Board; and
 - (b) ultimately – the Council.

PART 14 – ELECTIONS

61. Conduct

- (1) The Council must make regulations for the conduct of elections, subject to this clause.
- (2) Only enrolled students of the University may stand and vote in elections.
- (3) All elections must be conducted by an attendance poll using a secret ballot

- (4) In the case of general representatives the optional preferential proportional representation method of election is adopted
- (5) Persons who genuinely cannot attend a polling booth may be granted a postal vote
- (6) The annual elections must be held:
 - (a) in second semester at a time when classes are generally being held in both the higher Education and TAFE divisions of the University; and
 - (b) over at least 5 consecutive academic days, being a Monday to a Friday.
- (7) Before nominations for the annual elections open, the Council must decide by resolution, in respect of each officer position to be elected:
 - (a) what time commitment will be expected; and
 - (b) what honorarium (if any) will be paid.
- (8) The polls must be open on the Hawthorn campus of the University for at least 6 hours between 8:00 a.m. and 8:00 p.m. on each day.
- (9) Each day one campus other than Hawthorn must host polling for at least six hours.
- (10) Each campus must host polling for at least one day for at least 6 hours between 8:00 a.m. and 8:00 p.m.
- (11) The Council must appoint the returning officer for the annual elections. The returning officer must not be a student or an office-bearer within the past two years.

62. By-elections

- (1) A by-election is an election other than the annual election
- (2) The election must be held a time when classes are generally being held in both the Higher Education and TAFE divisions of the University
- (3) The polls must be open on the Hawthorn campus of the University for at least 6 hours between 8:00 a.m. and 8:00 p.m. for at least two days within the same academic week.
- (4) In the case of a campus chair, polling shall be for 6 hours between 8:00 a.m. and 8:00 p.m. only at the respective campus for at least one day

63. Term of Office

- (1) Students elected to positions at the annual elections hold office from the following 1 January to 31 December, subject to subclause 64(1).

- (2) Except as provided in subclause (1), persons elected or appointed to positions hold office from the time of their election or appointment until their successor takes office, subject to subclauses 64(1)-(3).

64. Vacancies

- (1) The office of a person elected, appointed or nominated to a position in the Union (other than a member of staff) becomes vacant, if the person holding the position:
 - (a) gives a signed resignation to the General Secretary (or, in the case of the General Secretary, to the President);
 - (b) in the case of positions for which only students are eligible (except for the President and the General Secretary)- ceases to be an enrolled student of the University;
 - (c) is removed for non-attendance at meetings in accordance with clause 49.
 - (d) is removed by special resolution passed at a general meeting or by referendum; or
 - (e) ceases to have legal capacity or has died.
- (2) The office of a person elected by the Council also becomes vacant if the Council by resolution passed by an absolute majority removes that person from the position.
- (3) The office of a person appointed or nominated to a position in the Union also becomes vacant if the person or body making the appointment or nomination removes the person appointed from the position or withdraws the nomination.
- (4) The process to fill a vacancy must begin within fifteen academic days, with Council to meet and determine the process to be followed:
 - (a) in the case of members of the Council – by a by-election being held, subject to subclause (5);
 - (b) in the case of other elected positions – by election by the Council; or
 - (c) in the case of positions that are not elected – by another appointment or nomination being made
 - (d) A member of Council may lose their position on Council through their non-attendance of Secretariat, the Services Management Board or the Education Board if so required as per outlined in subsection 49.
- (5) If a vacancy occurs in the position of a member of the Council within 2 months before the annual elections, the vacancy may be filled by appointment by the Council.

- (6) Persons filling vacancies hold those positions for the remainder of the term of office, subject to this clause.

65. Validation

- (1) Even if it is later found that a person who has acted in a position in the Union was not properly elected or appointed, the validity of:
 - (a) the acts of that person in that capacity; and
 - (b) decisions of the meetings in which that person has participated;is not affected.

PART 15 – FINANCIAL AND LEGAL

66. Financial Year

The financial year of the Union is 1 January to 31 December.

67. Sources of Funds

The funds of the Union may be derived from:

- (a) fees collected from students or grants from the University;
- (b) revenue from trading activities; and
- (c) any other sources approved by the Council.

68. Budget

- (1) The Council must no later than 30 November set the budget for the Union for the following year.
- (2) The budget may only subsequently be altered by the Council by resolution passed by an absolute majority

69. Management of Funds

- (1) The Council is responsible for ensuring the proper management of the fund of the Union.
- (2) The Council must ensure that true and fair accounts of the Union are kept.
- (3) The Council must ensure that the capital; reserves of the Union are only used for the purchase of capital items, subject to subclause (4).
- (4) The capital reserves of the Union may only be expended on non-capital items if:
 - (a) a recommendation to the Council that sets out:
 - (i) the precise purpose for which the expenditure is to be made, and

- (ii) the exceptional circumstances that justify the expenditure being made from capital reserves

is made by resolution passed by an absolute majority of the body concerned; and

- (b) the recommendation is adopted by the Council by resolution passed by an absolute majority.

70. Cheques

- (1) all cheques must be signed by 2 persons nominated by the Council by regulation or resolution.
- (2) The Council may nominate a list of persons or positions to be signatories for the purpose of subclause (1)
- (3) Signatories must not sign cheques until the payee and amount have been written in.

71. Audit

- (1) The Council must in December each year appoint a suitably qualified accountant as auditor.
- (2) The Council must ensure that the accounts for the last financial year are audited before being submitted to the annual general meeting in accordance with subclause 17(2).

72. Records and inspection

- (1) The Council must provide for the safe keeping of the records of the Union.
- (2) A Member is entitled to inspect the documents and securities of the Union on reasonable notice to the General Secretary.
- (3) A Member is not entitled to inspect documents:
 - (a) which contain personal information, (including staff files);
 - (b) concerning or relevant to any legal proceedings in which the Union is or may be engaged; or
 - (c) which would otherwise cause the Union to be in breach of Privacy Legislation, or any confidentiality or other applicable contractual obligations of the Union.
- (4) If a Member is refused access to a document on the grounds that the Member is not entitled to inspect it, the Member may apply to Council requesting that Council advise the Member:
 - (a) whether the document exists; and

- (b) if the document exists whether the document does appear to be covered by the exemption in subsection (3); and that the document does not disclose any matter of concern.
- (5) In the case that Council under subclause (4)b finding that the request for documentation does not contravene subclause (3), the General Secretary must release the requested documentation within three days.
- (6) If Council determines that by an absolute majority that the documentation is covered under subclause (3), the member is entitled to utilise the grievance procedure as set out under Part 4 if the position is to be appealed

73. Common Seal

- (1) A document may only be sealed with the common seal of the Union if authorised by resolution of the Council
- (2) The sealing must be witnessed by the signatures of 2 persons nominated by the Council regulation or resolution.
- (3) The Council may nominate a list of persons or positions to be signatories for the purpose of subclause (2).
- (4) The Executive Officer is responsible for the safe keeping of the common seal.

74. Secretary

- (1) The Executive Officer is the Secretary of the Union for the purposes of the Act, subject to subclause (2).
- (2) If the position of Executive Officer will be vacant for more than 14 days, the Council must appoint a Secretary to hold office until the position of Executive Officer is filled.
- (3) The Secretary must notify Consumer Affairs Victoria within 14 days of:
 - (a) the appointment as Executive Officer, and
 - (b) any subsequent change of address,
- (4) The person last notified to Consumer Affairs Victoria remains the Secretary until a new person is notified.

75. Amendment of Constitution

- (1) For the purposes of the Act, clauses 3 and 4 of this constitution are the statement of the purposes of the Union, and the other clauses are its rules.
- (2) This constitution may only be amended by special resolution
- (3) The Executive Officer must notify Consumer Affairs Victoria within one month of the passing of a special resolution amending this constitution

- (4) An amendment to this constitution does not take effect until the Secretary is informed that the Constitution has been approved by Consumer Affairs Victoria

76. Commencement of Constitution

This constitution will come into effect on either,

- (1) The day after the Secretary of the Union is notified by the Registrar that it has been approved, or
- (2) If the constitution is approved by the registrar after 1 September 2013, the constitution will take effect on the day after the Secretary of the Union is notified by the Registrar that it has been approved or the day after the annual election results have been formally declared whichever is the later date.

77. Transitional electoral matters

- (1) Any person elected to a position on the Union which exists prior to this constitution under shall be deemed to be elected under this Constitution and shall serve out their full term, if the election was conducted under the electoral regulations in force at the time of their election;
- (2) A person is deemed to have been elected to a position created under this constitution if;
 - (a) Prior to the commencement of this constitution the Council by absolute majority passes a motion calling for the election of those positions;
 - (b) The election is held at the annual elections; and
 - (c) The person is elected under the regulations in force at the time of their election.

78. Winding Up

- (1) the Union may be wound up voluntarily by special resolution
- (2) If the Union is wound up (whether voluntarily or by a court), its remaining assets must not be distributed to any member.
- (3) Instead the remaining assets must be given to:
 - (a) an association of the students of the university that:
 - (i) has a similar purpose to that of the Union;
 - (ii) is also charitable;
 - (iii) is no less representative of the university than the Union; and
 - (iv) also prohibits the distribution of profit, income and assets to its members; or
 - (b) the University to hold on trust for such an association.
- (4) The body to which the assets are to be given should be decided by special resolution.
- (5) If it is impracticable to pass a special resolution, the Council may decide its body.

79. Interpretation

- (1) In this constitution, unless the contrary intention appears:
- (a) “absolute majority” means a majority of the votes of all voting members of the body at the time, whether present at the meeting and voting or not;
 - (b) “academic day” means a day during a University semester that is not a Saturday, Sunday, or University holiday, subject to the regulations;
 - (c) “academic school” means an academic division of the university that administers a related group of courses or programs of study in the University, subject to the regulations
 - (d) “Act” means the *Associations Incorporated Reform Act 2012*;
 - (e) “campus” means a campus of the University that is prescribed by regulation to be a campus for the purposes of this constitution
 - (f) “clear day” means excluding both the day on which notice is given and the day on which the meeting is held;
 - (g) “designated Union notice-board” means a notice-board designated as such for the purpose of this constitution by regulation;
 - (h) “the regulations” means the regulations of the Union made under clause 24, and “regulation” has a corresponding meaning;
 - (i) “special resolution” means a resolution at a general meeting where:
 - (i) at least 21 days’ notice of the proposed resolution has been given to members;
 - (ii) the notice specifies that it intended that the resolution be proposed as a special resolution; and
 - (iii) three-quarters of the members who are present and who vote, vote in favour;in accordance with the Act;
 - (j) “student” means a student member and financial member as defined in Subclause 5, but includes the President, whether an enrolled student or not, and the General Secretary as noted in subsection 8(3)(a);
 - (k) “Union” is defined in clause 2 to mean Swinburne Student Union Incorporated; and
 - (l) “University” means Swinburne University of Technology.
- (2) The headings form part of this constitution.

- (3) The regulations included as schedules to this constitution in accordance with subclause 30(3) do not form part of it.
- (4) Words and expressions used in this constitution have the same meaning as in the statutes and regulations of the University unless otherwise defined.
- (5) The model rules prescribed under the Act do not apply to the Union.
- (6) The Council is responsible for the interpretation of this constitution and the regulations. All interpretations must be by resolution recorded in the minutes.