



Swinburne Student Union (SSU) Constitution

Reg. No. A0000446Y | ABN 39 774 574 866

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PART TWO – THE ASSOCIATION

2. Name

2.1. The name of the incorporated association is the “Swinburne Student Union” (in this constitution, “the SSU”).

2.2. Under section 23 of the Associations Act, the name and registration number of the SSU must appear in legible characters in all notices,

advertisements and other official publications of the SSU, and in all its business documents.

3. Purpose

The purposes of the SSU are:

3.1. to be the recognised student representative body of the University*;

3.2. to represent students within and outside of the University*;

3.3. to administer funds derived from fees collected from students or funding derived in connection with the University* in accordance with this Constitution;

3.4. to advocate to the University* on the allocation of funds in connection with student services and amenities;

3.5. to provide amenities and services for all Swinburne students (including financial members) and members of the University* community;

3.6. to co-operate with, and affiliate to other persons and bodies in pursuit of its purposes;

3.7. to protect and defend the principles of students to be part of an autonomous and self-governing organisation of students;

3.8. to make representations on matters affecting students to any member or body of the University, and in particular to the Council, the Academic Senate, the Vice-Chancellor (or delegate) and the General Manager; and

3.9. to be an accountable, representative and democratic body for students.

4. Legal Capacity and Powers

4.1. SSU has the legal capacity of an incorporated body.

4.2. SSU has power to do anything incidental or conducive to the attainment of its purpose.

4.3. SSU may only:

- (a) exercise its powers;
- (b) use its income and assets (including any surplus); for its purpose.

4.4. SSU must not distribute any surplus, income or assets directly or indirectly to its members.

4.5. Clause 4.4 does not prevent SSU from paying its members:

- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them.

if this is done in good faith on terms no more favourable than if the member were not a member.

PART THREE – MEMBERSHIP

5. Categories

5.1. SSU has the following categories of membership:

- (a) Student members – see clause 6,
- (b) Financial members – see clause 7, and
- (c) Associate and honorary life members – see clause 8.

5.2. The Student Council may by regulation* create subcategories of membership.

6. Student Members

6.1. Student members for the purposes of this Constitution are persons who:

- (a) are students* of the University;
- (b) are not financial members; and
- (c) are not eligible for application of membership under clause 8.

7. Financial Members

7.1. Financial members of SSU are those students* who:

- (a) apply for membership;
- (b) pay the membership fee (unless otherwise waived by Student Council); and
- (c) are admitted; in accordance with the regulations*.

7.2. All students* are entitled to become financial members unless they have been expelled.

7.3. A financial member* who has been expelled may only become a member again if their application is approved by the Student Council.

8. Associate and Honorary Life Members

8.1. The Associate members of the SSU are those individuals who:

- (a) are not students*;
- (b) apply for membership;
- (c) pay the membership fee; and
- (d) are admitted in accordance with the regulations*.

8.2. The honorary life members of SSU are those individuals who:

- (a) have made an outstanding contribution to SSU; and
- (b) are admitted in accordance with the regulations*.

9. Applications and Admission

9.1. The Student Council must make regulations* for:

- (a) the form of applications for student and associate membership;
- (b) the approval of applications for student and associate membership; and
- (c) the admission of members, including honorary life members.

10. Membership Fees

10.1. The Student Council must by regulation* set the membership fees (which may include an entrance fee).

10.2. The amount of the membership fee and the date for payment may vary according to

criteria set by the Student Council in the regulation*, including the category or subcategory of membership.

10.3. Honorary life members are not required to pay any membership fee.

11. Expiry and Renewal

11.1. The period of membership is from 1 January to 31 December of the year in which it is approved.

11.2. Financial members and associate members who have not renewed their membership by the expiry date are taken to have resigned.

12. Rights, Obligations and Liability

12.1. All financial members are entitled:

- (a) to use the amenities and services of SSU;
- (b) to attend general meetings under clause 23;
- (c) to attend meetings of SSU bodies* under clause 54;
- (d) to have access to the records of SSU under clause 63;
- (e) to vote in elections under clause 36; and
- (f) to stand for and hold office under clause 27.

12.2. All student members are entitled:

- (a) to use amenities and services of SSU specified by the Student Council;
- (b) to speak and vote at general meetings under clause 24;
- (c) to attend meetings of SSU bodies* under clause 54; and
- (d) to vote in elections under clause 36.

12.3. Members who have been suspended under this constitution or the regulations* are not entitled to any of the rights of membership.

12.4. The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 16.

12.5. All members must comply with the constitution and regulations*.

12.6. This constitution is an enforceable contract between SSU and each stumember.

12.7. Members (including Student Council members) are not liable to contribute to the debts and liabilities of SSU only because of their membership.

13. Disciplinary Action

13.1. The Student Council must make regulations* for the disciplining of members, including student representatives and members of SSU bodies*.

13.2. The discipline regulations must provide for the suspension and expulsion of members, and the removal of officers and members of SSU bodies* for:

- (a) failure to comply with the constitution or regulations*; or
- (b) conduct prejudicial to SSU.

13.3 The discipline regulations must require that:

- (a) the member concerned is:
 - i. informed of the grounds for the proposed disciplinary action; and
 - ii. given a reasonable opportunity to be heard;
- (b) the disciplinary procedure is conducted by an unbiased decision-maker; and
- (c) the disciplinary procedure is completed as soon as is reasonably practicable.

13.4. SSU must not take disciplinary action under this clause against a member who is a party to the grievance procedure under clause 17 until the grievance procedure has been completed.

13.5. SSU may not fine members.

14. Resignation

14.1. Members may resign in writing* to SSU.

14.2. Financial members and associate members who have not renewed their membership by the expiry date are taken to have resigned.

15. Cessation

15.1. Members cease to be members on resignation, expulsion or death.

15.2. If a member ceases to be a member:

- (a) the date of ceasing to be a member must be entered in the register of members; and
- (b) the address and date of becoming a member of the former member must be removed from the register of members, within 14 days.

16. Register of Members

16.1. SSU must keep a register containing:

(a) for current members:

- i. the name of the member,
- ii. the email address last given by the member,
- iii. the category of membership, and
- iv. the date of becoming a member;

and (b) for former members:

- i. the name of the member, and
- ii. the date of ceasing to be a member.

16.2. Members may inspect the register in accordance with clause 63.

17. Grievance Procedure

17.1. The grievance procedure in this clause applies to disputes under this constitution between:

- (a) a member and another member, and
- (b) a member and SSU.

17.2. The parties must first attempt to resolve the dispute themselves.

17.3. If the parties are unable to resolve the dispute, the Student Council must appoint a conciliator and arbitrator (in this clause, “conciliator”).

17.4. The conciliator:

- (a) must not have a personal interest in the dispute;

(b) must not be biased in favour of or against any party;

(c) may be a member or former member of SSU; and

(d) if possible, must be appointed with the agreement of all parties.

17.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.

17.6. The parties must in good faith attempt to resolve the dispute by conciliation.

17.7. The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.

17.8. If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members.

17.9. A determination of a conciliator under clause 17.8 is binding on the parties and all members.

17.10. A party may appoint another person to act on its behalf in the grievance procedure.

17.11. A member who is the subject of a disciplinary procedure under clause 13 must not initiate the grievance procedure under this clause until the disciplinary procedure has been completed.

17.12. The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

PART FOUR – GENERAL MEETINGS

18. Annual General Meeting

18.1 The Student Council must by resolution convene* an annual general meeting each year to be held between March and May.

18.2 The resolution must state any motion or motions to be considered by the annual general meeting.

18.3 At the annual general meeting, the Student Council must submit to the members:

(a) the financial statements for the last financial year prepared in accordance with clause 59; and

(b) the accompanying audit report under clause 60.

18.4 The ordinary business of the annual general meeting is:

(a) to verify the minutes of:

- i. the last annual general meeting, and
- ii. any special general meetings since the last annual general meeting;

(b) to consider the annual report of the Student Council on the activities of SSU during its last financial year; and

(c) to consider the financial statements and accompanying audit report.

18.5. The annual general meeting may only consider other business of which notice has been given in accordance with clause 20.4(c).

18.6 At, or as soon as practicable after, the conclusion of the annual general meeting, an officer must certify in the form approved by the Registrar* that:

- (a) the officer attended the annual general meeting; and
- (b) the financial statements were submitted to the members at the annual general meeting.

18.7. The registered contact* must lodge with the Registrar*:

- (a) an annual statement in the form approved by the Registrar*,
- (b) the financial statements and accompanying audit report, and
- (c) a statement of the terms of any resolution passed at the annual general meeting concerning the financial statements, within 1 month after the annual general meeting.

19. Special General Meeting

19.1. The Student Council may by resolution convene* a special general meeting.

19.2. The resolution must state the motion or motions to be considered by the special general meeting.

19.3. The Student Council must convene* a special general meeting if requested in writing* by at least 5% of financial members or 250 financial members (whichever is fewer).

19.4. The request:

- (a) must state the motion or motions to be considered by the special general meeting;
- (b) may consist of multiple copies of the same document;
- (c) must include the names, email addresses and signatures of the financial members making the request; and
- (d) must be given to the General Secretary or another officer.

19.5. If a special general meeting is requested in accordance with clauses 19.3 and 19.4:

- (a) the Student Council must convene the special general meeting within 10 academic days* of the request having been received;
- (b) the Student Council may re-word for the purpose of clarification, by Resolution passed by an absolute majority*, the motion or motions to be considered; and
- (c) if a special resolution* is to be considered, the special general meeting must be held within 20 academic days* of being convened; or
- (d) otherwise, the special general meeting must be held within 10 academic days* of being convened.

19.6. Special general meetings may only consider business of which notice has been given in accordance with clause 20.4(c).

20. Notice

20.1. Notice of general meetings must be given by email to each financial member.

20.2. Notice must also be given on the SSU website.

20.3. If a special resolution* is to be considered:

- (a) notice must be given at least 15 academic days* before the meeting,
- (b) otherwise, notice must be given at least 5 academic days* before the meeting.

20.4. The notice must state:

- (a) the date, time and place (or places) of the meeting.
- (b) if the meeting is to be held at more than 1 place, the technology that will be used,
- (c) the motion or motions to be considered, and
- (d) for any motion that is a special resolution*, the intention to propose the motion as a special resolution.

21. Quorum

21.1. The quorum for:

- (a) the annual general meeting is 10 financial members, or
- (b) a special general meeting convened by the Student Council, is the presence in person of at least 30 financial members.

21.2. The quorum for a special general meeting convened on the request of financial members is the presence in person of at least 5% of financial members or 250 financial members (whichever is fewer).

22. Chairing

22.1. The President is entitled to chair general meetings.

22.2. If the President is not present, or does not wish to chair the meeting, the General Secretary is entitled to chair.

22.3. If neither the President nor the General Secretary are present, or if neither wishes to chair the meeting, the meeting must elect another Officer to chair.

22.4. If no Officers are present, or no Officer wishes to chair the meeting, the meeting must elect a student member to chair.

23. Participation

23.1. All members are entitled to attend general meetings.

24.2. Only financial and student members are entitled to speak and vote at general meetings.

PART FIVE – OFFICEBEARERS AND REPRESENTATIVES

24. Officers

24.1. The SSU has the following officers that constitute the Student Council:

- (a) the President,
- (b) the General Secretary,
- (c) Welfare Officer,
- (d) Education Officer,
- (e) Activities Officer,
- (f) Communications Officer; and
- (g) up to 16 additional Officers to be defined by regulations.

24.2. Regulations* must define the total number and position/s of each additional Officer to fulfil the requirement set out under 24.1(g) and clause 24.3.

24.3. There will be a minimum of 10 and a maximum of 22 officers that constitute the Student Council.

24.4. The officers must be elected each year by students* of the University* in accordance with clause 33.1.

24.5. Officers may be paid an honorarium in accordance with the regulations*.

24.6. Officers, including those paid an honorarium, are not in that capacity employees of SSU.

25. Eligibility

25.1. Only financial members are eligible to stand for and hold an Officer position, subject to clause 25.2.

25.2. An Officer who has ceased to be a financial member may continue to be an officer if they are an associate member.

25.3. Permanent employees* of SSU or the University* are not eligible to stand for or hold an officer position.

25.4. No financial member may hold more than one Officer position at one time.

26. Term of Office

26.1. Officers hold office from 1 November following their election until their successors take office.

26.2. Members of SSU bodies* other than Officers have the terms of office specified in the regulations* or resolution establishing the body.

26.3. Officers and members of SSU bodies* filling vacancies hold office for the remainder of the term of office of the position being filled.

27. Vacancies

27.1. The position of a Officer or member of a SSU body* becomes vacant if they:

(a) resign by writing* to the General Secretary (or, in the case of the General Secretary, to the President);

(b) cease to be eligible to hold the position under clause 25;

(c) without leave of absence under clause 51, fails on 3 consecutive occasions in total during their term of office, to attend within 30 minutes of the time of which at least 7 days-notice in writing* has been given to them of a meeting of a SSU body* of which they are a member;

(d) are removed by resolution of the Student Council passed by an absolute majority* on the ground that they have been certified by a registered medical practitioner to be incapable of carrying out the responsibilities of the position because of injury or illness;

(e) are removed by special resolution* at a general meeting;

(f) are removed by disciplinary action under this Constitution;

(g) become insolvent under administration, or see section 38 of the

Victorian Interpretation of Legislation Act 1984;

(h) become a represented person under the Victorian Guardianship and Administration Act 1986.

27.2. Vacancies must be filled within 28 days:

(a) in the case of an Officer – by the Student Council; and

(b) in the case of a member of SSU body*– by the Secretariat.

27.3. A vacancy that occurs after 1 September may be left unfilled.

27.4. SSU bodies* may continue to act despite vacancies in their membership.

28. Responsibilities and Direction

28.1. The Student Council must by regulation* specify the responsibilities of each officer.

28.2. All officers are subject to direction by the Student Council and the Secretariat.

28.3. All members of SSU bodies* are subject to the direction by the Student Council.

29. Duties

29.1. Officers and members of SSU bodies* and former holders of those positions must not make improper use of:

(a) their position, or

(b) information acquired by virtue of holding their position, so as:

(c) to gain an advantage for themselves or any other person, or

(d) to cause detriment to SSU.

29.2 Officers and members of SSU bodies* must exercise their powers and discharge their duties with reasonable care and diligence.

29.3. Officers and members of SSU bodies* must exercise their powers and discharge their duties:

(a) in good faith in the best interests of SSU; and

(b) for a proper purpose.

30. Indemnity

30.1. SSU indemnifies Officers and members of SSU bodies* against any liability incurred in good faith by them while performing their duties.

31. Validation

31.1 Even if it is subsequently found that a person who has acted as an Officer or member of a SSU body* was not properly elected or appointed, the validity of:

- (a) the acts of that person in that capacity, and
- (b) decisions of meetings of SSU bodies* in which that person has participated, is not affected.

PART SIX – ELECTIONS

32. Conduct

32.1 The Student Council must make regulations* for the conduct of elections.

32.2 All elections must be held by secret ballot.

32.3 Elections for Officers and SSU bodies* must use the quota-preferential proportional representation method of election, with optional preferencing.

33. Annual Elections

33.1. Officers under clause 24 must be elected each year at the annual elections.

33.2. Members of SSU bodies* set out in regulations under clause 32 must also be advertised for election during the annual election.

33.3. Only student and financial members are entitled to vote for Officers.

33.4. The annual elections must be held during semester two of the Higher Education academic year on the academic days* set in the regulations*.

33.5. Voting must be held:

- (a) over no more than 2 weeks,
- (b) on campuses* where at least 10% of financial members* are enrolled – on at least 2 consecutive academic days*; and

(c) for at least four academic days overall.

33.6. Voting may also be held online or by postal vote, subject to the regulations set out under clause 32*.

33.7. At least 5 academic days* notice of:

- (a) the close of nominations, and
- (b) the dates, times and places of voting, must be given by email to each financial member; and
- (c) given by email to each student member (where practicable).

33.8. Notice must also be given on the SSU website.

33.9. In this clause, “campus” does not include Swinburne Online students*.

PART SEVEN – THE STUDENT COUNCIL

34. Membership

34.1. The voting members of the Student Council are the officers set out in accordance with clause 24.

35. Status, Responsibilities and Powers

35.1. The Student Council is the governing body of SSU.

35.2. The Student Council is responsible for both the governance and management of SSU.

35.3. The Student Council must by regulation* delegate the management of SSU to the General Manager*.

35.4. Without limiting clauses 35.1 and 35.2, the Student Council is responsible for:

- (a) making regulations under clause 37,
- (b) deciding the policy of SSU,
- (c) strategic planning for SSU,
- (d) ensuring that all officers carry out their duties and responsibilities,
- (e) the acquisition and disposal of property on behalf of SSU,

(f) the expenditure and investment of the funds of SSU,

(g) setting the budget of SSU in accordance with clause 57, and

(h) borrowings by SSU.

35.5. The Student Council may exercise all powers of SSU on its behalf.

35.6. A general meeting may by resolution direct the Student Council on any matter within its responsibilities and powers.

36. Meetings

36.1. The President is entitled to chair Student Council meetings.

36.2. If the President is not present, or does not wish to chair the meeting (or part of the meeting), the General Secretary is entitled to chair.

36.3. If neither the President nor the General Secretary is present, or if neither wishes to chair the meeting, the Student Council must elect another Student Council member to chair.

37. Regulations

37.1. The Student Council may by resolution passed by an absolute majority* make regulations to give effect to this constitution.

37.2. At least 7 days notice in writing* of the proposed making of regulations must be given to each Student Council member.

37.3. The notice must state the proposed regulations or change to the regulations.

37.4. Members must at all times comply with the regulations as if they formed part of this constitution.

PART EIGHT – THE SECRETARIAT

38. Membership

38.1. The Secretariat is comprised of the following officers:

- (a) The President;
- (b) The General Secretary;
- (c) The Education Officer;

(d) The Welfare Officer;

(e) The Communications Officer, and

(f) one officer appointed from the Student Council, by the Student Council.

39. Status, Responsibilities and Powers

39.1. The Secretariat is a committee of the Student Council that exercises delegated authority from the Student Council.

39.2. The Secretariat has specific responsibilities on behalf of the Student Council for:

- (a) governance of the SSU between meetings of the Student Council;
- (b) implementation of policy by the Student Council;
- (c) monitoring finances of SSU;
- (d) All matters relating to staff, including human resources and employment;
- (e) for preparation of a draft budget for SSU;
- (f) for considering reports from the General Manager of the SSU;
- (g) for all legal, contractual and media matters on behalf of the SSU; and
- (h) any other matters delegated by the Student Council.

39.3. A general meeting or the Student Council may, by resolution, direct the Secretariat on any matter within its responsibilities and powers.

40. Meetings

40.1. The Secretariat must meet at least every eight weeks where practicable.

40.2. Secretariat meetings must be chaired on the same basis as Student Council meetings.

PART NINE – COMMITTEES AND MEETINGS IN GENERAL

41. Establishment of Bodies

41.1. The Student Council, must by regulation, enable the establishment of the following bodies:

- (a) The Education Board;
- (b) Campus Advisory Committee;
- (c) Postgraduate Advisory Committee;
- (d) International Advisory Committee; and
- (e) Any other committee as defined by the Student Council.

41.2. Student Council must, by regulation*, set out the following upon the establishment of a body under this clause:

- (a) The Chair of the committee;
- (b) quorum for the Committee (unless specified under clause 46);
- (c) the responsibilities and membership of the committee.

42. Applicability

42.1. This part applies to general meetings and the meetings of all SSU bodies*, except as otherwise provided by this constitution, or the regulation* or resolution establishing the body.

43. Convening

43.1. Meetings may be convened by:

- (a) the chair of the body,
- (b) one-third or more of the voting members of the body at the time, or
- (c) the General Secretary.

44. Notice

44.1. Each member of the body must be given at least 7 days notice in writing* of meetings, subject to clause 44.2.

44.2. In cases of urgency a meeting may be held without the notice required by clause 44.1 provided that:

- (a) as much notice as practicable is given to each member by the quickest practicable means; and
- (b) resolutions may only be passed by an absolute majority*.

44.3. The notice must state:

- (a) the date, time and place (or places) of the meeting, and

(b) if the meeting is to be held at more than 1 place – the technology that will be used.

44.4. The notice need not include the business to be considered.

44.5. Notice may be given of more than 1 meeting at the same time.

44.6. Members (Officers and members of SSU bodies*) must give SSU their email address for notices, and any change in that address.

44.7. Notice may be given to a member by sending it to the email address last given by the member.

44.8. Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or University* holiday.

44.9. The accidental omission to give notice of a meeting to a member, or the non-receipt of notice of the meeting by a member does not invalidate the meeting.

44.10. In this clause, “member” includes a member of a SSU body* and student members who are not members of SSU.

44.11. clause 44.10 also applies in the event where the University* does not provide access to contact information of student members.

45. Use of Technology

45.1. Meetings may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to communicate clearly and simultaneously with every other such member.

45.2. Meetings may be convened* and held by telephone.

46. Quorum

46.1. Quorum is the presence in person of a majority of the voting members of the body at the time.

46.2. If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

47. Chairing

47.1. The member of the body specified as the chair in this constitution, or the regulation* or

resolution establishing the committee is entitled to chair meetings of the body.

47.2. If that member is not present, or does not wish to chair, the meeting must elect another voting member of the body to chair.

47.3. The chair of the meeting does not have a casting vote.

48. Attendance

48.1. All members of SSU may attend meetings of the SSU Student Council or an SSU body*, unless the body resolves to proceed in camera.

48.2. Meetings of SSU bodies* may only proceed in camera to consider confidential, personal, employment, contractual and legal matters.

49. Voting

49.1. Each voting member present has 1 vote.

49.2. There is no voting by proxy.

49.3. The chair of the meeting must count the votes of each voting member present:

- (a) for those members the chair can see – by a show of hands; and
- (b) for those members the chair cannot see – by asking how they vote in turn; subject to clause 49.4.

49.4. If there are too many voting members present for the votes to be counted in accordance with clause 49.3, the chair of the meeting must conduct a poll, where the votes of each voting member present are cast in writing* and then counted by the chair.

49.5. 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.

49.6. The declaration by the chair of the meeting of the result of a vote is conclusive evidence of that result.

50. Conflict of Interest

50.1. Members of a body who have a material personal interest in a matter that is being considered at a meeting of the body must:

(a) disclose the nature and extent of their interest:

i. to the body as soon as they become aware of the interest; and

ii. in the case of Student Council members – at the next general meeting

(b) not be present while the matter is being considered at the meeting; and

(c) not vote on the matter.

Clause 50.1 does not apply to material personal interests that:

- (a) exist only because the member of the body is a student*; or
- (b) the member of the body has in common with all or a substantial proportion of the members of SSU.

51. Leave of Absence

51.1. If a member of the body requests, the body may only by resolution grant the member leave of absence from meetings of the body for up to a total of 2 months during their term of office.

51.2. The body may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the member concerned to request leave of absence in advance.

52. Resolutions without Meeting

52.1. A resolution agreed to in writing* by all voting members of the body has the same effect as a resolution passed at a meeting of the body.

52.2. In clause 52.1 “all voting members of the body” does not include those members who:

- (a) would be prohibited by clause 50.1(c) from voting on the matter at a meeting of the body; or
- (b) have leave of absence from meetings of the body under clause 51.

53. Minutes

53.1. The Student Council must ensure that minutes are taken and kept of all general meetings, meetings of SSU bodies* and resolutions without meeting.

53.2. The minutes of annual general meetings must include a copy of the financial statements and the accompanying audit report submitted at the meeting.

53.3. The minutes of special general meetings must include a copy of any financial statements submitted at the meeting.

53.4. Members of SSU may inspect and obtain copies of minutes in accordance with clause 68.

PART TEN – FINANCIAL AND LEGAL

54. Sources of Funds

54.1. The funds of SSU may be derived from:

- (a) the University*, and
- (b) membership fees, sales, interest and any other sources approved by the Student Council.

55. Financial Year

55.1. The financial year of SSU is from 1 January to 31 December, unless the Student Council by regulation* adopts a different financial year.

56. Management of Funds

56.1. The Student Council is responsible for management of the funds of SSU.

56.2. SSU must keep financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared in accordance with clause 64,

56.3. All money received by or on behalf of SSU must be deposited without delay into a bank account in the name of SSU.

57. Budget

57.1. In this clause:

- (a) “incoming” means those members of the body who will take office on 1 November; and
- (b) “outgoing” means those members of the body who will go out of office on 31 October.

57.3 After the annual elections each year the incoming Secretariat, in consultation with the outgoing Secretariat, are responsible for drafting

a new budget for SSU for the following financial year.

57.3. In November or December each year the incoming Student Council must consider the draft budget; and ratify the budget, subject to any amendments it considers appropriate.

57.4. The Student Council may subsequently amend the budget.

58. Payments

58.1. SSU may only make payments:

- (a) from a specific line item in the budget; and
- (b) by resolution of the Student Council; or
- (c) under a delegation from the Student Council by regulation* or resolution.

58.2. All payments must be:

- (a) specifically authorised in writing*, and
- (b) in the case of cheques – signed, by at least 2 persons nominated by the Student Council by regulation* or resolution.

58.3. The Student Council may nominate a list of individuals or positions for the purposes of clause 58.1.

58.4. Signatories must not sign cheques until the payee and amount have been written in.

58.5. This clause does not apply to credit card and petty cash payments where the amount is within limits set by the Student Council by regulation* or resolution.

59. Financial Statements

59.1. As soon as practicable after the end of SSU’s financial year under clause 61, the Student Council must cause financial statements of SSU for that year to be prepared in accordance with this clause.

59.2. The financial statements must be prepared in accordance with the Australian Accounting Standards. This clause applies even if SSU is a tier one association under the Act.

59.3. The financial statements must contain particulars of:

- (a) the income and expenditure of SSU during and at the end of its last financial year,
- (b) the assets and liabilities of SSU at the end of its last financial year,
- (c) the mortgages, charges and securities of any description affecting any property of SSU at the end of its last financial year,
- (d) the same particulars in respect of each trust of which SSU was trustee during any part of its last financial year, and
- (e) any trust, held on behalf of SSU, by a person or body other than SSU, in which funds or assets of SSU are placed.

59.4. The financial statements must also deal with any matters prescribed by the regulations*.

59.5. The financial statements must have a certificate attached in the form prescribed under the Act* signed by 2 officers in accordance with a resolution of the Student Council certifying that the financial statements give a true and fair view of the financial position and performance of SSU during and at the end of its last financial year.

59.6. The Student Council must submit the financial statements (including the attached certificate) to the annual general meeting under clause 18.3(a).

60. Audit

60.1. The Student Council must:

- (a) have the financial statements audited in accordance with the Act*; and
- (b) submit the audit report to the annual general meeting under clause 18.3(b).

60.2 An auditor may only be removed by a general meeting in accordance with the procedure set out in the Act*.

60.3 This clause applies even if SSU is not a tier three association under the Act*.

61. Retention of Records

61.1. The Student Council must provide for the safe keeping of the records of SSU.

61.2. SSU must keep its financial records for at least 7 years after the transactions covered by the records are completed.

61.3. SSU must keep the financial statements submitted to the annual general meeting for at least 7 years after the annual general meeting.

61.4. SSU must keep the certificate referred to in clause 18.6 for at least 7 years after the certificate was signed. S

61.5. SSU. must keep all its other records for at least 7 years after the record was created.

61.6. A person who is no longer entitled to custody of records of SSU must return them to the Student Council within 28 days.

62. Access to Records

62.1. All members of SSU may on request inspect:

- (a) the register of members,
- (b) the minutes of general meetings,
- (c) a copy of any trust deed, and
- (d) subject to clause 68.2, the other records of SSU, including the minutes of meetings of SSU bodies*, at any reasonable time.

62.2. Members may not inspect the records of SSU that relate to confidential personal, employment, commercial and legal matters, except as permitted by the Student Council.

62.3. SSU must make copies of the constitution and regulations* available for download by members on its website.

62.4. SSU must within 7 days of request make copies of:

- (a) the register of members (subject to clause 62.5), and
- (b) the minutes of general meetings, available to members without charge.

62.5. A member may request that access to their personal information in the register of members be restricted in accordance with the Act*, if there are special circumstances that justify doing so.

63. Use of Register of Members

63.1. A person must not use or disclose information from the register of members to contact or send material to members unless this is:

- (a) directly related to the management or purpose of SSU; and
- (b) authorised by the Student Council.

64. Publication of Material

64.1. All persons producing material for SSU publications must ensure that the material is not defamatory.

64.2. The General Secretary or nominee:

- (a) is entitled to have access to all material prior to publication; and
- (b) may on legal advice stop publication of the material.

64.3. In any legal action against SSU, SSU reserves the right to join any officer or other person responsible for the publication or production of the material the subject of the action.

65. Signing of Documents

65.1. SSU may sign contracts and other documents either:

- (a) by using a common seal – see clause 66; or
- (b) by having the document signed by 2 officers.

65.2. A document may only be signed by 2 officers if authorised by resolution of the Student Council.

66. Common Seal

66.1. SSU may have a common seal.

66.2. Clauses 66.3 – 66.7 only apply if SSU has a common seal.

66.3. The name of SSU must appear in legible characters on the common seal.

66.4. A document may only be sealed with the common seal if authorised by resolution of the Student Council.

66.5. The sealing must be witnessed by the signatures of at least 2 officers nominated by the Student Council by regulation* or resolution.

66.6. The Student Council may nominate a list of individuals or positions to be signatories for the purpose of clause 66.5.

66.7. The Student Council must provide for the safe keeping of the common seal.

67. Registered Contact

67.1. In this constitution, “registered contact”:

- (a) means the secretary of SSU for the purposes of the Act* only; and
- (b) does not mean the General Secretary.

67.2. The General Manager* is the registered contact* of SSU.

67.3. If there is a vacancy in the position of General Manager*, the Student Council:

- (a) may appoint another person to be the registered contact* until the position of General Manager* is filled; and
- (b) must do so if the position of registered contact* would otherwise be vacant for more than 14 days.

67.4. The registered contact* must notify the Registrar* within 14 days of appointment. See section 74 of the Act*.

67.5. The registered contact* ceases to be the registered contact* if they:

- (a) resign by writing* to the General Secretary;
- (b) are removed by special resolution* at a general meeting;
- (c) die;
- (d) become insolvent under administration; See section 38 of the Victorian Interpretation of Legislation Act 1984.
- (e) become a represented person under the Victorian Guardianship and Administration Act 1986; or
- (f) cease to reside in Australia.

67.6. The registered contact* whose appointment was last notified to the Registrar* remains the registered contact* of SSU in some circumstances under the Act* until the appointment of a new registered contact* is notified.

68. Registered Address

68.1. SSU must have a registered address for the service of documents on SSU.

68.2. The registered address of SSU is the address of the main SSU office, unless the Student Council by regulation* nominates a different address.

68.3. SSU must notify the Registrar* within 14 days of any change of registered address.

69. Amendment of Constitution

69.1. This constitution may only be amended by special resolution*.

69.2. An amendment to this constitution does not take effect until it has been approved by the Registrar*.

69.3. The registered contact* must apply to the Registrar* for approval of the amendment within 28 days after the special resolution* was passed.

70. Winding Up

70.1. SSU may be wound up voluntarily by special resolution*.

70.2. If SSU is:

- (a) wound up voluntarily or otherwise; or
- (b) its incorporation is cancelled; the surplus assets of SSU must not be distributed to any member.

70.3. The surplus assets must be given to a body that:

- (a) has a similar purpose to SSU; and
- (b) also prohibits the distribution of any surplus income.

70.4. If SSU is wound up voluntarily, the Student Council must by resolution passed by an absolute majority* decide the body to which its surplus assets are to be given.

70.5. The surplus assets of SSU do not include any property supplied by a government department, public authority or municipal council, including the unexpended portion of a grant. On winding up, that property must be returned to the body that supplied it or its nominee.

71. Interpretation

71.1. In this constitution, unless the contrary intention appears:

(a) “absolute majority” means a majority of the votes of all members of the body entitled to vote at the time, whether or not those members are present, and whether or not they vote;

(b) “academic day” means a day in a University* semester on which according to the University* Academic Calendar lectures may be held and that is not a Saturday, Sunday or University* holiday, and includes Swinburne Online, Open Universities Australia and TAFE;

(c) “the Act” means the Victorian Associations Incorporation Reform Act 2012;

(d) “campus” means:

- i. the Hawthorn campus,
- ii. the Croydon campus and,
- iii. the Wantirna campus of the University*;

(e) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;

(f) “SSU” has the meaning given in clause 2.1;

(g) “SSU body” means a body established by or under this constitution, including the Student Council, the Secretariat and committees, and “SSU bodies” has a corresponding meaning;

(h) “General Manager” means the senior employee of SSU;

(i) “Online students” means those students* studying on Swinburne Online and Open Universities Australia linked to the University* and not at the Hawthorn, Wantirna and Croydon campuses*;

(j) “permanent employee” means a full-time or part-time employee, and does not include a

casual employee or a person employed on a short-term contract;

(k) “registered contact” has the meaning given in clause 67.1;

(l) “the Registrar” means the Registrar of Incorporated Associations under the Act*;

(m) “regulations” means regulations of SSU made under clause 37, and “regulation” has a corresponding meaning;

(n) “special resolution” means a resolution:

- i. to amend this constitution;
- ii. to change the name of SSU;
- iii. to remove a Officer or member of a SSU body*see definition in clause 71.1 body*, or the registered contact*;
- iv. to amalgamate SSU with another association incorporated under the Act*; or
- v. to wind up SSU; which may only be passed at a general meeting where:
 - vi. at least 15 days notice of the proposed resolution has been given to all financial and members;
 - vii. the notice specifies that it is intended that the resolution be proposed as a special resolution; and
 - viii. at least three-quarters of those eligible members who vote at the meeting, vote in favour.

(o) “student” means a person enrolled in a course leading to an award of the University*;

(p) “the University” means Swinburne University, and “University” has a corresponding meaning; and

(q) “writing” includes emails and documents sent electronically.

71.2. The headings form part of this constitution.

71.3. In this constitution a period of notice of a meeting expressed in days:

- (a) does not include the day on which notice is given; but
- (b) includes the day on which the meeting is held.

71.4. The explanatory notes inserted in a smaller font size after provisions of this constitution are

for guidance only and do not form part of this constitution.

71.5. Unless the contrary intention appears:

(a) expressions used in this constitution have the same meanings as in the legislation of the University*; and

(b) this constitution is to be interpreted in accordance with the Victorian Interpretation of Legislation Act 1984 as if this constitution were an Act of the State of Victoria.

71.6. The Student Council is responsible for the interpretation of the constitution and regulations*.

71.7. The provisions of this constitution are the rules of SSU for the purposes of the Act*.

71.8. This constitution is intended to make provision for all matters required by the Act*, with the intention that none of the model rules prescribed under the Act* apply to SSU.

72. Transitional Provisions

72.1 Any person elected to a position prior to the date on which this constitution comes into effect shall be deemed to be elected under this Constitution and shall serve out the full term for which they were elected.