



# University of New England Student Association (UNESA) Constitution

## Overview

The Constitution of the University of New England Student Association (UNESA) follows the model constitution framework prepared under the Associations Incorporation Act, NSW (2009), approved by the NSW Department of Fair Trading. Aspects of the model constitution have been amended and special conditions included to ensure alignment with University of New England policy and procedures or with the Association's particular requirements.

4 June, 2014.

## Scope

This constitution is to be applied to the activities of the UNESA Board and members of the Association. In situations where activities may vary in relation to the constitution, any relevant special conditions will prevail.

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# Part 1 – Purpose, Values and Vision of the Association

## 1. Purpose

The purpose of the University of New England Student Association (UNESA) is to:

- a) represent the interests and welfare of students of the University of New England (UNE);
- b) promote the social and intellectual life of the University;
- c) organise professional and social activities of students and encourage the development of organisations, clubs and societies for students at the University;
- d) operate as a recognised means of communication between students and the University;
- e) liaise, where appropriate, with other student organisations in the tertiary sector including other student bodies, guilds or associations in order to carry out these objectives;
- f) provide the University with advice in regard to expenditure, priorities and disbursement of funds collected by the University in accordance with the provisions of any legislative requirements or where input from students or the Association is required;
- g) promote the interests of students and the broader UNE community; and
- h) act in a transparent and accountable manner.

## 2. Values

The values underpinning activities of the University of New England Student Association are:

- a) to create an environment that respects and develops leadership; and
- b) to respect and value diversity and understand that difference is more.

## 3. Vision

The vision for the University of New England Student Association is:

“To represent without fear or favour, the students of the University of New England. To encourage participation in a fair and just tertiary experience through shared higher thinking.”

## **Part 2 – Membership**

### **4. Membership generally**

4.1 Membership of the Association will be voluntary and open to all current, formally enrolled students of the University of New England.

4.2 UNE students can become members of UNESA in at least one of the following ways:

- a) By choosing the relevant option during their enrolment process;
- b) On request by contacting the Executive Officer of the Association, responsible for maintaining the register of Association members, at any time during the year;
- c) By replying to an invitation sent by the Executive Officer of the Association on behalf of the UNESA Board; or
- d) By registering to vote or voting in an election of the Association.

4.3 Students will be given the option of allowing their membership details (including their email, postal or residential address) to be included on the public register. By default, only the name of each member of the Association shall appear on the public register.

4.4 UNESA may admit affiliate members with non-voting rights and will keep a register of these members.

### **5. Cessation of membership**

A person ceases to be a member of the Association if the person:

- a) Ceases to be an enrolled student at UNE; or
- b) Dies, or
- c) Resigns membership, or
- d) Is expelled from the Association.

### **6. Membership entitlements not transferable**

A right, privilege or obligation that a person has by reason of being a member of the association:

- a) Is not capable of being transferred or transmitted to another person, and
- b) Terminates on cessation of the person's membership.

### **7. Resignation of membership**

7.1 A member may resign from membership of the Association by first giving to the Executive Officer written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign (either by email or by way of hard copy correspondence) and, on the expiration of the period of notice, the member ceases to be a member.

7.2 If a member of the Association ceases to be a member under subclause 7.1, and in every other case where a member ceases to hold membership, the Executive Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 8. Register of members

- 8.1 The Executive Officer of the Association must establish and maintain a public register of members of the Association specifying the name of each person who is a member of the Association together with the date on which the person became a member.
- 8.2 The register of members must be kept in New South Wales:
- a) At the main premises of the Association, or
  - b) If the Association has no premises, at the Association's official address.
- 8.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 8.4 A member of the Association may obtain a copy of any part of the public register on payment of a fee of not more than \$1 for each page copied.
- 8.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 8.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - b) Any other purpose necessary to comply with a requirement of the Act or the Regulation.

## 9. Membership and subscription fees

Membership and any ongoing subscriptions to the Association, if not free, will be subject to a fee as the Board may, from time to time, determine.

## 10. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required.

## 11. Resolution of disputes

- 11.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 11.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 11.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **12. Disciplining of members**

- 12.1 A complaint may be made to the Board by any person that a member of the Association:
- a) Has refused or neglected to comply with a provision or provisions of this constitution, or
  - b) Has willfully acted in a manner prejudicial to the interests of the Association.
- 12.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3 If the Board decides to deal with the complaint, the Board:
- a) Must cause notice of the complaint to be served on the member concerned, and
  - b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - c) Must take into consideration any submissions made by the member in connection with the complaint.
- 12.4 The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 12.5 If the Board expels or suspends a member, it must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 13.
- 12.6 The expulsion or suspension does not take effect:
- a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b) If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 13, whichever is the later.

## **13. Right of appeal of disciplined member**

- 13.1 A member may appeal to the Association in general meeting against a resolution of the Board under clause 12, within seven (7) days after notice of the resolution is served on the member, by lodging with the Executive Officer a notice to that effect.
- 13.2 The notice may, but not need to, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.3 On receipt of a notice from a member under subclause 13.1, the Board is to convene a general meeting of the Association to be held within 28 days after the date on which the Executive Officer received the notice.
- 13.4 At a general meeting of the Association convened under subclause 13.3;
- a) No business other than the question of the appeal is to be transacted, and
  - b) The Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

## **Part 3 – The Board**

### **14. Powers of the Board**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Board:

- a) Is to control and manage the affairs of the Association in accordance with its vision, values and purpose,
- b) May exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- c) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

### **15. Governing Principles of the Board**

15.1 The Board will equally and fairly represent all cohorts of the student body with rigour, and make decisions in the interests of all with respect for difference in accordance with the purpose, vision and values of the Association.

15.2 In addition to their representative roles, Board members will be expected to take governance training arranged by the Association and to take on other official responsibilities as the Board may allocate or determine. The President will have the additional responsibility of ensuring due diligence is applied in relation to governance issues while the Vice-president will undertake the responsibility of Treasurer outlined at section 20 with the support of the Executive Officer.

### **16. Composition and membership of the Board**

16.1 The Board of the Association is to consist of:

- a) The office-bearers of the Association, and
- b) An Executive Officer, appointed by the University. The Executive Officer will be an ex-officio (non-voting) member of the Board.

16.2 The elected office-bearers listed in the order the roles are to be filled, will be:

- a) The President, elected by and from the current UNE student cohort,
- b) The Vice-president, elected by and from the current UNE student cohort,
- c) One postgraduate representative elected by and from the current UNE postgraduate student cohort,
- d) One undergraduate representative elected by and from the current UNE undergraduate student cohort,
- e) One internal ('on campus') student representative elected by and from the current cohort of students studying on campus at UNE,
- f) One residential college representative elected by and from the current cohort of students living at one of the University's residential colleges,
- g) One Indigenous student representative elected by and from the current cohort of Indigenous students enrolled at UNE,
- h) One international student representative elected by and from the current cohort of international students enrolled at UNE,



- i) Two external ('off campus') student representatives elected by and from the current cohort of students enrolled at UNE but studying as an external (or 'off campus') student,
  - j) Two general representatives who may be any student enrolled at UNE, elected by and from the current UNE student cohort.
- 16.3 Students may nominate for but will not be appointed to more than one office of the Association. Positions will be filled and office-bearers appointed in the order that roles are listed in clause 16.2 above.
- 16.4 Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

## **17. Standing Advisory Committee**

### **17.1 Purpose**

The role of the Standing Advisory Committee will be to provide institutional memory, support to office-bearing roles, and expertise relating to responsibilities of student representation; as well as offering a means to guide, mediate, resolve conflict and provide advice on constitutional and other matters as the Board or members request.

### **17.2 Membership**

- a) Membership will consist of up to five (5) who are members of the University community, comprising elected past members of student boards/associations and members with expertise or an interest in student advocacy.
- b) At the Board meeting before the AGM, the Board of the Association will review the membership of the Standing Advisory Committee and provide a recommendation regarding the cohort of members on the Standing Advisory Committee, for the coming year to be confirmed by the incoming Board.

## **18. Election of Board members**

18.1 Nominations of candidates for election as office-bearers of the Association or as ordinary Board members:

- a) Must be made in writing, signed by another member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
- b) Must be delivered to the returning officer of the Association at least seven (7) days before the date fixed for the holding of the election. Nominations shall be open for a period of two weeks.

18.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

18.3 If sufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the meeting.

18.6 A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the Association must be a member of the Association.

18.7 Elections to UNESA will be held as soon as practicable after the beginning of Trimester Two each year and otherwise as required (subject to Council's ability to dissolve the Board and call for a fresh election if required).

18.8 Elections will be conducted according to the standards of behaviour and professional conduct outlined within the [UNE Code of Conduct for staff](#), which will be reviewed and updated from time to time as appropriate.

18.9 The elections are to be conducted via electronic means over a period of two weeks to ensure an equitable level of participation is available to all members in accordance with clause 16.

18.10 The Executive Officer will be the returning officer for elections, coordinating the elections in a timely manner and liaising between relevant officers, Board members and the University community.

18.11 If, in the UNE Council's opinion, the Board is persistently and willfully acting in a manner prejudicial to the purpose, values and/or vision of the Association under clauses 1-3 of this Constitution then, at its discretion, Council may:

- a) send a 'show cause' notice to the Board (with a copy to the members) outlining the prejudicial conduct and require the Board, within a reasonable period, to show cause why Council should not dissolve the Board;
- b) if the Board does not, in the Council's opinion, acting reasonably, remedy the prejudicial conduct, then the Council may dissolve the Board; and
- c) appoint a caretaker committee with limited functions to conduct the affairs of the Association until a new Board can be elected. The caretaker committee shall hold office until the first meeting of the new Board, whichever comes first. A general election shall be called within a fortnight of the dissolution of the Board or, if this happens to fall within an examination or vacation period, the call for and opening of nominations shall be declared one week after the first day of the next internal teaching period, with polling to take place two weeks thereafter over a period of two weeks.

## 19. Executive Officer

19.1 The Executive Officer of the Association shall, as soon as practicable after being appointed, lodge notice with the Association of his or her address.

19.2 The Executive Officer will be the Public Officer of the Association and will assume the role of Secretary to the Association.

19.3 It is the duty of the Executive Officer to keep minutes of:

- a) All appointments of office-bearers and members of the Board, and
- b) The names of members of the Board present at a Board meeting or a general meeting, and
- c) All proceedings at Board meetings and general meetings.

19.4 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19.5 The Executive Officer will assist and provide support to the Treasurer in the maintenance of the financial affairs of the Association, although overall responsibility for the Association's financial administration will be associated with the Treasurer's role in accordance with the Act.

## 20. Treasurer

Responsibilities associated with this office are to be assumed by the Vice-President of the Association.

20.1 It is the duty of the Treasurer of the Association to ensure:

- a) That all money due to the Association is collected and received and that all payments authorised by the Association are made;
- b) That correct books and accounts are kept showing the financial affairs of the Association;
- c) That a full report of the Association's financial activities are prepared and presented at the Annual General Meeting of the association and at least one other meeting in a 12 month period;
- d) That a monthly financial summary is prepared, that discloses assets and liabilities and income and expenditure for the year to date of the association, which shall be available on request to members; and
- e) The Board and the University Council shall have full access to the Association's financial records as required.

## 21. Casual vacancies

21.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

21.2 A casual vacancy in the office of a member of the Board occurs if the member:

- a) Dies, or
- b) Ceases to be a member of the Association, or
- c) Becomes an insolvent under administration with the meaning of the *Corporations Act 2001* (Cth), or
- d) Resigns office by notice in writing given to the secretary, or
- e) Is removed from office under clause 22, or
- f) Becomes a mentally incapacitated person, or
- g) Is absent without the consent of the Board from two consecutive meetings of the Board, or
- h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- i) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

## 22. Removal of Board members

22.1 The Association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22.2 If a member of the Board to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the Executive Officer or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Executive Officer or the President must send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **23. Board meetings and quorum**

23.1 The Board must meet at a minimum of six times in each period of 12 months at such place and time as the Board may determine.

23.2 Additional meetings of the Board may be convened by the President at a Board member's request.

23.3 Oral or written notice of a meeting of the Board must be given by the Executive Officer to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

23.4 Notice of a meeting given under subclause 23.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

23.5 Any six members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

23.6 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

23.8 At a meeting of the Board:

- a) The President or, in the President's absence, the Vice-president is to preside, or
- b) If the President and the Vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

23.9 Board members may attend meetings via electronic means, as outlined in clause 46 of this constitution.

## **24. Delegation by Board to sub-committee**

24.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- a) This power of delegation, and
- b) A function which is a duty imposed on the committee by the Act or by any other law.

24.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

24.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument or delegation.

24.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.

24.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

24.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

24.7 A sub-committee may meet and adjourn as it thinks proper.

## **25. Voting and decisions**

25.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

25.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

25.3 Votes may be cast and decisions considered and made via electronic means, as outlined in clause 46 of this constitution; voting by absent members on resolutions known in advance may be allowed at the discretion of the Board.

25.4 Subject to clause 23.5, the Board may act despite any vacancy on the Board.

25.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **Part 4 – General meetings**

### **26. Annual general meetings – holding of**

26.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.

26.2 The Association must hold its annual general meetings:

- a) As soon as possible after the election of the Board and within six months after the close of the Association's financial year, or
- b) Within such later time as may be allowed by the Director General or prescribed by the Regulation.

26.3 Members may attend the annual general meeting via electronic means, as outlined in clause 46 of this constitution.

26.4 The incumbent Board members will conduct the annual general meeting, and will hand over to the new Board at the conclusion of that meeting.

### **27. Annual general meetings – calling of and business**

27.1 The annual general meeting of the Association is, subject to the Act and to clause 28, to be convened on such date and at such place and time as the Board thinks fit.

27.2 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- b) To receive from the Board reports on the activities of the Association during the last preceding financial year,
- c) To receive and consider any financial statement or report required to be submitted to members under the Act.

27.3 An annual general meeting must be specified as such in the notice convening it.

## **28. Special general meetings – calling of**

28.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.

28.2 The Board must, on the requisition in writing of at least five per cent of the total number of members, convene a special general meeting of the Association.

28.3 A requisition of members for a special general meeting:

- a) Must state the purpose or purposes of the meeting, and
- b) Must be signed by the members making the requisition, and
- c) Must be lodged with the Executive Officer, and
- d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.

28.4 If the Board fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the elected Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.

28.5 A special general meeting convened by a member or members as referred to in clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## **29. Notice**

29.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Executive Officer must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

29.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the elected Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 29.1, the intention to propose the resolution as a special resolution.

29.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29.2.

29.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the elected Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **30. Quorum for general meetings**

- 30.1 No item of business is to be transacted at a general meeting unless a quorum of members is present during the time the meeting is considering that item.
- 30.2 Twenty (20) members present, whether at the meeting in person or attending via electronic means, constitute a quorum for the transaction of the business of a general meeting.
- 30.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a) If convened on the requisition of members, is to be dissolved, and
  - b) In any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 30.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least ten (10)) are to constitute a quorum.

## **31. Presiding member**

- 31.1 The President or, in the President's absence, the Vice-president, is to preside as chairperson at each general meeting of the Association.
- 31.2 If the President and the Vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **32. Adjournment**

- 32.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 32.2 If a general meeting is adjourned for 14 days or more, the Executive Officer must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 32.3 Except as provided in subclauses 32.1 and 32.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **33. Making of decisions**

- 33.1 A question arising at a general meeting of the Association is to be determined by either:
- a) A show of hands, or
  - b) by a written ballot if, on the motion of the chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot.
- 33.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands (either by members present in person or attending via

electronic means), been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

33.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33.4 The chairperson may attend meetings and cast their vote via electronic means, as outlined in clause 46 of this constitution.

## **34. Special resolutions**

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

## **35. Voting**

35.1 On any question arising at a general meeting of the Association a member has one vote only.

35.2 Votes can be accepted at the meeting, in person or via electronic means as outlined within clause 46 of this constitution.

35.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

35.3 A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

## **36. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

## **37. Postal or electronic ballots**

37.1 The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 13 of this constitution).

37.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 – Miscellaneous**

## **38. Insurance**

The Association may effect and maintain insurance.



## **39. Funds – source**

39.1 The funds of the Association are to be derived from donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

39.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

39.3 The Association must, as soon as practicable after receiving any funds or cash, follow standard practice regarding the issuance of receipts.

## **40. Funds – management**

40.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the President, or in their absence the Vice-president, and one other member of the Board.

## **41. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Board member.

## **42. Custody of books etc.**

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## **43. Inspection of books etc.**

43.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- a) Records, books and other financial documents of the Association,
- b) This constitution,
- c) Minutes of all Board meetings and general meetings of the Association.

43.2 A member of the Association may obtain a copy of any of the documents referred to in clause 43.1 on payment of a fee of not more than \$1 for each page copied.

## **44. Service of notices**

44.1 For the purpose of this constitution, a notice must be in writing and may be served on or given to a person:

- a) By delivering it to the person personally, or
  - b) By sending it by pre-paid post to the address of the person, or
  - c) By sending it by facsimile transmission or some form of electronic transmission (including email) to an address specified by the person for giving or serving the notice.
- 44.2 For the purpose of this constitution, a notice is taken, unless the contrary is provided, to have been given or served:
- a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - c) In the case of a notice sent by facsimile transmission or some other form of electronic transmission (including email), on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **45. Financial year**

The financial year of the Association is:

- a) The period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- b) Each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

## **46. Attendance at meetings and voting via electronic means**

Members of the Board can attend any or all meetings and vote via electronic means (for example, via video or teleconferencing facilities).

## **47. Conflict of Interest (Col)**

47.1 No member of the Board will participate in the debate or discussion concerning a matter before the Board or a General Meeting in which that member has a personal interest leading to a possible conflict of interest unless he/she has made a full disclosure and filed a disclosure statement on the Conflict of Interest Register before or immediately following the disclosure provided that on no account shall he/she be entitled to vote on the matter.

47.2 No member of a Committee, whether a standing or sub-committee of the Association will participate in the debate or discussion concerning a matter before a meeting of the Board, in which that member has a personal interest leading to a possible conflict of interest unless he/she has made a full disclosure and filed a disclosure statement on the Conflict of Interest Register before or immediately following the disclosure provided that on no account shall he/she be entitled to vote on the matter.

## Definitions

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Executive Officer** is the University of New England's representative serving the Association. The Executive Officer also absorbs the responsibility of secretary to the association as well as being the Association's public officer.

**External student representative** means a student studying primarily 'off-campus'.

**Internal student representative** means a student studying primarily 'on-campus'.

**Ordinary Board member** means a member of the Board who is not the office-bearer of the association.

**Member** means an ordinary member of the Association.

**Special general meeting** means a general meeting of the association other than an annual general meeting.

**Student** means a current, formally enrolled student of the University of New England.

**The Act** means the *Associations Incorporation Act, 2009*.

**The Association** means the University of New England Student Association (UNESA).

**The University** means the University of New England, Australia, formed under *The University of New England Act, 1993 (NSW)*.


**The Regulation** means the Associations Incorporation Regulation 2010.

**In this constitution:**

- a. A reference to a function includes a reference to a power, authority and duty, and
- b. A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## Administration

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