

# Deakin University Student Association Incorporated

Reg. No. A0040625Y, ABN 95 022 653 791

## CONSTITUTION

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## PART 2 – NAME AND PURPOSE

### 2. Name

- 2.1 The name of the incorporated association is “Deakin University Student Association Incorporated” (in this constitution “DUSA”).
- 2.2 The name and registration number of DUSA must appear in legible characters in all notices, advertisements and other official publications of DUSA, and in all its business documents.

*See Section 23 of the Act\*.*

### 3. Purpose

The purpose of DUSA is to advance the education of the students\* of Deakin University by:

- (a) enhancing the learning experience of students\* while at the University\*;
- (b) promoting the interests and welfare of students\*;

- (c) representing students\* within and outside the University\*;
- (d) co-ordinating and supporting the activities of students\*; and
- (e) providing amenities and services for members, students\*, other members of the University\* community and the public.

### 4. Legal Capacity and Powers

- 4.1 DUSA has the legal capacity of an incorporated body.

*See section 29(2) of the Act\*.*

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

*See section 30(d) of the Act\*.*

- 4.3 DUSA may only:

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

for its purpose.

### 5. Not for Profit Organisation

- 5.1 DUSA must not distribute any surplus, income or assets directly or indirectly to its members.

*See section 33 of the Act\*.*

- 5.2 Clause 5.1 does not prevent DUSA 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.

*See section 4 of the Act\*.*

### PART 3 – MEMBERSHIP

#### 6. Categories

- 6.1 DUSA has the following categories of membership:
- (a) student members – see clause 7,
  - (b) associate members – see clause 8, and
  - (c) honorary life members – see clause 9.
- 6.2 The Student Council may by regulation\* create subcategories of membership.

#### 7. Student Members

- 7.1 The student members of DUSA are those students\* who:
- (a) apply for membership;
  - (b) pay the membership fee; and
  - (c) are admitted;
- in accordance with the regulations\*.
- 7.2 All students\* are entitled to become student members, unless they have been expelled.
- 7.3 A student\* who has been expelled may only become a member again if their application is approved by the Student Council.

#### 8. Associate Members

- The associate members of DUSA 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\*.

#### 9. Honorary Life Members

- The honorary life members of DUSA are those individuals who:
- (a) have made an outstanding contribution to DUSA; and
  - (b) are admitted in accordance with the regulations\*.

#### 10. Applications and Admission

- 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.

#### 11. Membership Fees

- 11.1 The Student Council must by regulation\* set the membership fees (which may include an entrance fee).
- 11.2 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.
- 11.3 Honorary life members are not required to pay any membership fee.

#### 12. Expiry and Renewal

- 12.1 The membership of a member (other than an honorary life member) expires one year after the member:
- (a) was admitted as a member, or
  - (b) paid their membership fee,
- whichever is later?
- 12.2 Student members and associate members may renew their membership by paying the membership fee no later than 3 months after the expiry date.
- 12.3 Student members and associate members who have not renewed their membership by the expiry date are taken to have resigned.
- 12.4 If renewal occurs during the three-month period between the date of expiry and the end of the renewal period, upon renewal, the lapsed student members and associate

members hold the status of renewing members.

- 12.5 During the three-month period, the lapsed student members and associate members are not entitled to any benefits bestowed upon paying DUSA members.

**13. Rights, Obligations and Liability**

- 13.1 All members are entitled:
- (a) to use the amenities and services of DUSA;
  - (b) to attend general meetings under clause 24;
  - (c) to attend meetings of DUSA bodies\* under clause 53; and
  - (d) to have access to the records of DUSA under clause 67.

*See sections 53, 57, 60 and 61 of the Act\*.*

- 13.2 Only student members are entitled:
- (a) to be given notice of general meetings under clause 21;
  - (b) to speak and vote at general meetings under clause 24;
  - (c) to vote in elections under clause 35; and
  - (d) to stand for and hold office under clause 27.

*See section 61 of the Act\*.*

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

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

- 13.5 All members must comply with the constitution and regulations\*.

- 13.6 This constitution is an enforceable contract between DUSA and each member.

*See sections 46 and 67 of the Act\*.*

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

*See section 52(1) of the Act\*.*

**14. Disciplinary Action**

- 14.1 The Student Council must make regulations\* for the disciplining of members, including student representatives, officers and members of DUSA bodies\*.

- 14.2 The discipline regulations must provide for the suspension and expulsion of members, and the removal of student representatives, officers and members of DUSA bodies\* for:
- (a) failure to comply with the constitution or regulations\*; or
  - (b) conduct prejudicial to DUSA.

- 14.3 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.

*See section 54(3) of the Act\*.*

- 14.4 DUSA must not take disciplinary action under this clause against a member who is a party to the grievance procedure under clause 18 until the grievance procedure has been completed.

- 14.5 DUSA may not fine members.

**15. Resignation**

- 15.1 Members may resign in writing\* to DUSA.
- 15.2 Members (other than honorary life members) who fail to renew their membership within 3 months of the expiry date are taken to have resigned.

**16. Cessation**

- 16.1 Members cease to be members on resignation, expulsion or death.
- 16.2 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.

*See sections 56(3) and 56(4) of the Act\*.*

**17. Register of Members**

- 17.1 DUSA 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.

*See section 56 of the Act\*.*

- 17.2 Members may inspect the register in accordance with clause 67.

*See section 57 of the Act\*.*

**18. Grievance Procedure**

- 18.1 The grievance procedure in this clause applies to disputes under this constitution between:
  - (a) a member and another member, and
  - (b) a member and DUSA.
- 18.2 The parties must first attempt to resolve the dispute themselves.
- 18.3 If the parties are unable to resolve the dispute, the Student Council must appoint a conciliator and arbitrator (in this clause, “conciliator”).
- 18.4 The conciliator:
  - (a) must not have a personal interest in the dispute;
  - (b) must not be biased in favour of or against any party;

*See section 55(3)(b) of the Act\*.*

  - (c) may be a member or former member of DUSA; and
  - (d) if possible, must be appointed with the agreement of all parties.
- 18.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.

*See section 55(3)(a) of the Act\*.*
- 18.6 The parties must in good faith attempt to resolve the dispute by conciliation.
- 18.7 The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.
- 18.8 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.

18.9 A determination of a conciliator under clause 18.8 is binding on the parties and all members.

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

*See section 55(2) of the Act\*.*

18.11 A member who is the subject of a disciplinary procedure under clause 14 must not initiate the grievance procedure under this clause until the disciplinary procedure has been completed.

*See section 54(4) of the Act\*.*

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

#### **PART 4 – GENERAL MEETINGS**

#### **19. Annual General Meeting**

19.1 The Student Council must by resolution convene\* an annual general meeting each year to be held on an academic day\* in March, April or May.

*See sections 63(1) and 63(4) of the Act\*.*

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

19.3 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 64, and
- (b) the accompanying audit report under clause 65.

*See sections 94, 97 and 100 of the Act\*.*

19.4 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 DUSA during its last financial year; and
- (c) to consider the financial statements and accompanying audit report.

19.5 The annual general meeting may only consider other business of which notice has been given in accordance with clause 21.4(c).

19.6 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.

*See sections 94(3), 97(3) and 100(3) of the Act\*.*

19.7 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.

*See section 102 of the Act\*.*

#### **20. Special General Meetings**

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

- 20.2 The resolution must state the motion or motions to be considered by the special general meeting.
- 20.3 The Student Council must convene\* a special general meeting if requested in writing\* by at least 5% of student members or 250 student members (whichever is fewer).
- 20.4 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 student members making the request; and
  - (d) must be given to the General Secretary or another officer.
- 20.5 If a special general meeting is requested in accordance with clauses 20.3 and 20.4:
- (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 by resolution passed by an absolute majority\* reword for the purpose of clarification only 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.
- 20.6 Special general meetings may only consider business of which notice has been given in accordance with clause 21.4(c).

## 21. Notice

- 21.1 Notice of general meetings must be given by email to each student member.

*See section 60 of the Act\*.*

- 21.2 Notice must also be given:
- (a) on the DUSA website, and
  - (b) by being posted outside the DUSA office on each campus\*.

- 21.3 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.

- 21.4 The notice must state:
- (a) the date, time and place (or places) of the meeting,

*See section 60(a) of the Act\*.*

- (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\*.

*See section 64(3) of the Act\*.*

## 22. Quorum

- 22.1 The quorum for:
- (a) the annual general meeting, or
  - (b) a special general meeting convened by the Student Council,

is the presence in person of at least 10 student members.

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

**23. Chairing**

- 23.1 The President is entitled to chair general meetings.
- 23.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 23.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the meeting must elect another student member to chair.

**24. Participation**

- 24.1 All members are entitled to attend general meetings.  
  
*See section 61 of the Act\*.*
- 24.2 Only student members are entitled to speak and vote at general meetings.

**PART 5 – POSITIONS**

**25. Student Representatives**

- 25.1 Each campus\* has a minimum of 10 student representatives, plus 1 student representative for every 2000 students\* enrolled at that campus\*, rounded up or down to the nearest whole number.
- 25.2 Student representatives must be elected at the annual elections in accordance with clause 35.

**26. Officers**

- 26.1 DUSA has the following officers:
  - (a) the President,
  - (b) the Vice-President,
  - (c) the General Secretary,
  - (d) the Assistant General Secretary,
  - (e) the Education Officer,
  - (f) the Welfare Officer,
  - (g) the Social Engagement Officer,
  - (h) the Community Engagement Officer,
  - (i) the International Officer,
  - (j) the Queer Officer, and
  - (k) a Campus Co-Ordinator for each campus\*,

(in this constitution, “officers”).

- 26.2 The officers must be elected each year by the Electoral College in accordance with clause 36.2 (except for the International Officer and the Queer Officer).
- 26.3 The International Officer must be directly elected each year in accordance with the regulations\* by and from those student members who are international students.
- 26.4 The Queer Officer must be directly elected each year in accordance with the regulations\* by and from those student members who identify as queer.
- 26.5 Officers may be paid an honorarium in accordance with the regulations\*.
- 26.6 Officers, including those paid an honorarium, are not in that capacity employees of DUSA.

**27. Eligibility**

- 27.1 Only student members are eligible to stand for and hold student representative and officer positions, subject to clause 27.2.
- 27.2 An officer who has ceased to be a student member may continue to be a student representative and officer if they are an associate member.
- 27.3 Permanent employees\* of DUSA or the University\* are not eligible to stand for or hold student representative and officer positions.
- 27.4 Student members may only stand for student representative and officer positions of the campus\* at which they are primarily enrolled.
- 27.5 Only student representatives are eligible to stand for and hold

officer positions (except for the International Officer and the Queer Officer).

27.6 Only student representatives of that campus\* are eligible to stand for and hold a Campus Co-Ordinator position.

27.7 Only student representatives of that campus\* are eligible to stand for a Campus Co-ordinator position.

27.8 A student may not stand for a role on Student Council if they have been elected an office bearer in that same role at the Annual Elections for 3 terms or more.

**28. Term of Office**

28.1 Student representatives hold office from the time of their election until their successors take office.

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

28.3 Members of DUSA bodies\* other than student representatives and officers have the terms of office specified in the regulation\* or resolution establishing the body.

28.4 Student representatives, officers and members of DUSA bodies\* filling vacancies hold office for the remainder of the term of office of the position being filled.

**29. Vacancies**

29.1 The position of a student representative, officer or member of a DUSA 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 27;

- (c) without leave of absence under clause 56, fail on 3 consecutive occasions 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 DUSA 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 clause 14;
- (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.

*Compare section 78(2) of the Act\*.*

29.2 Clause 29.1(c) applies to student representatives and officers who are members of DUSA bodies\* by virtue of their position, in which case their position also becomes vacant.

29.3 The position of an officer also becomes vacant if they cease to be a student representative other than by the expiry of their term of office under clause 28.1 (except for the International Officer and the Queer Officer).

29.4 The position of a Campus Co-ordinator also becomes vacant if they cease to be a student

representative of that campus\* other than by the expiry of their term of office under clause 28.1.

29.5 Vacancies must be filled within 28 days:

- (a) in the case of student representatives – by the Campus Committee of which that student representative was a member; and
- (b) in the case of officers elected by the Electoral College – by the Electoral College; and
- (c) in the case of the International Officer and the Queer Officer – in accordance with the regulations\*, subject to clause 29.6.

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

29.7 DUSA bodies\* may continue to act despite vacancies in their membership.

**30. Responsibilities and Direction**

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

30.2 All officers are subject to direction by the Student Council and the Executive.

30.3 Campus Co-ordinators are also subject to direction by the Campus Committee.

**31. Duties**

31.1 Student representatives, officers and members of DUSA 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 DUSA.

*Compare section 83 of the Act\*.*

31.2 Student representatives, officers and members of DUSA bodies\* must exercise their powers and discharge their duties with reasonable care and diligence.

*Compare section 84 of the Act\*.*

31.3 Student representatives, officers and members of DUSA bodies\* must exercise their powers and discharge their duties:

- (a) in good faith in the best interests of DUSA; and
- (b) for a proper purpose.

*Compare section 85 of the Act\*.*

31.4 Student representatives, officers and members of DUSA bodies\* must not behave in a manner that would be in breach of the Victorian *Equal Opportunity Act 2010* if those persons were subject to that Act.

**32. Indemnity**

DUSA indemnifies student representatives, officers and members of DUSA bodies\* against any liability incurred in good faith by them in the course of performing their duties.

*Compare section 87 of the Act\*.*

**33. Validation**

Even if it is subsequently found that a person who has acted as a student representative, officer or member of a DUSA 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 DUSA bodies\* in which that person has participated,

is not affected.

## PART 6 – ELECTIONS

### 34. Conduct

- 34.1 The Student Council must make regulations\* for the conduct of elections.
- 34.2 All elections must be by secret ballot.
- 34.3 All elections must use the quota-preferential proportional representation method of election, with optional preferencing.

### 35. Annual Elections

- 35.1 The student representatives under clause 25 must be elected each year at the annual elections.
- 35.2 Only student members are entitled to vote for student representatives.
- 35.3 The annual elections must be held in September or October on the academic days\* set in the regulations\*.
- 35.4 Voting must be held:
  - (a) over no more than 2 weeks,
  - (b) for campuses\* at which at least 10% of students\* are enrolled – on at least 2 consecutive academic days\*,
  - (c) for campuses\* at which less than 10% of students\* are enrolled – on at least 1 academic day,
  - (d) for at least 5 hours on each day of voting,
  - (e) at at least 1 polling place on each campus\*, and
  - (f) at separate polling places at the Waurin Ponds and Waterfront campuses.
- 35.5 For Online students\*, voting must be held online or by post in accordance with the regulations\*.
- 35.6 Voting may also be held online for other students\*.
- 35.7 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 student member.

- 35.8 Notice must also be given:
  - (a) on the DUSA website, and
  - (b) by being posted outside the DUSA office on each campus\*.

- 35.9 In this clause, “campus” does not include the Cloud campus\*.

### 36. Electoral College

- 36.1 The members of the Electoral College are the student representatives.
- 36.2 After the annual elections and before 1 November, the Electoral College must elect the officers required by clause 26.2, subject to clause 36.3.
- 36.3 Only student representatives of that campus\* may vote for the Campus Co-ordinator positions.
- 36.4 The Electoral College must fill casual vacancies under clause 29.3(b).
- 36.5 The Student Council must make regulations\* for the conduct of elections (including the filling of casual vacancies) by the Electoral College.

## PART 7 – THE STUDENT COUNCIL

### 37. Membership

- 37.1 The voting members of the Student Council are the officers elected by the Electoral College other than the Campus Co-ordinators.
- 37.2 The non-voting members of the Student Council are the Campus Co-ordinators and those officers not elected by the Electoral College.

### 38. Status, Responsibilities and Powers

- 38.1 The Student Council is the governing body of DUSA.

- 38.2 The Student Council is responsible for both the governance and management of DUSA.
- 38.3 The Student Council must by regulation\* delegate the management of DUSA to the General Manager\*.
- 38.4 Without limiting clauses 38.1 and 38.2, the Student Council is responsible for:
- (a) making regulations under clause 40,
  - (b) deciding the policy of DUSA,
  - (c) strategic planning for DUSA,
  - (d) ensuring that all officers carry out their duties and responsibilities,
  - (e) the acquisition and disposal of property on behalf of DUSA,
  - (f) the expenditure and investment of the funds of DUSA,
  - (g) setting the budget of DUSA in accordance with clause 62, and
  - (h) borrowings by DUSA.
- 38.5 The Student Council may exercise all powers of DUSA on its behalf.
- 38.6 A general meeting may by resolution direct the Student Council on any matter within its responsibilities and powers.

**39. Meetings**

- 39.1 The Student Council must meet at least once each month except January.
- 39.2 The President is entitled to chair Student Council meetings.
- 39.3 If the President is not present, or does not wish to chair the meeting (or part of the meeting), the Vice-President is entitled to chair.
- 39.4 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the Student Council must elect another Student Council member to chair.

**40. Regulations**

- 40.1 The Student Council may by resolution passed by an absolute majority\* make regulations to give effect to this constitution.
- 40.2 At least 7 days notice in writing\* of the proposed making of regulations must be given to each Student Council member.
- 40.3 The notice must state the proposed regulations or change to the regulations.
- 40.4 Members must at all times comply with the regulations as if they formed part of this constitution.

**PART 8 – THE EXECUTIVE**

**41. Membership**

The members of the Executive are:

- (a) the President,
- (b) the Vice-President,
- (c) the General Secretary, and
- (d) the Assistant General Secretary.

**42. Status, Responsibilities and Powers**

- 42.1 The Executive is a committee of the Student Council, exercising delegated powers from the Student Council under clause 42.2.
- 42.2 The Executive is responsible on behalf of the Student Council for:
- (a) the governance of DUSA between meetings of the Student Council,
  - (b) the implementation of policy made by the Student Council,
  - (c) monitoring the finances of DUSA,
  - (d) the employment of staff by DUSA,
  - (e) all legal, contractual and media matters on behalf of DUSA,
  - (f) preparation of a draft budget for DUSA in accordance with clause 62.2, and
  - (g) any other matters delegated by the Student Council.

**43. Meetings**

- 43.1 The Executive must meet at least once each fortnight from mid-November to mid-October.
- 43.2 Executive meetings must be chaired on the same basis as Student Council meetings.

**PART 9 – COMMITTEES**

**44. Campus Committees**

- 44.1 Each campus\* has a Campus Committee.
- 44.2 The members of each Campus Committee are the student representatives of that campus\*.
- 44.3 Each Campus Committee is a committee of the Student Council, exercising delegated powers from the Student Council under clause 44.4
- 44.4 Each Campus Committee is responsible on behalf of the Student Council for:
  - (a) the oversight of DUSA’s activities on that campus\*;
  - (b) representing the students\* on that campus\* in matters relating to that campus\*; and
  - (c) any other matters delegated by the Student Council.
- 44.5 Each Campus Committee must meet at least once each month except January.
- 44.6 The Campus Co-ordinator is the chair of the Campus Committee.

**45. Other Committees**

- 45.1 The Student Council may by regulation\* or resolution establish other standing and ad hoc committees as it considers appropriate.
- 45.2 Other DUSA bodies\* may by resolution establish committees as they consider appropriate.
- 45.3 The regulations\* and resolutions under clauses 45.1 and 45.2 must specify:

- (a) the responsibilities of the committee,
- (b) any powers delegated to the committee,
- (c) the membership of the committee, and
- (d) who the chair of the committee is to be, or how the chair is to be elected or appointed.

45.4 In this clause, “committee” includes subcommittee.

**46. Delegation**

Each DUSA body\* may delegate its responsibilities and powers as it considers appropriate.

**PART 10 – MEETINGS**

**47. Applicability**

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

**48. Convening**

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 or the Assistant General Secretary.

**49. Notice**

49.1 Each member of the body must be given at least 7 days notice in writing\* of meetings, subject to clause 49.2.

49.2 In cases of urgency a meeting may be held without the notice required by clause 49.1 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\*.

49.3 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.

- 49.4 The notice need not include the business to be considered.
- 49.5 Notice may be given of more than 1 meeting at the same time.
- 49.6 Members (including student representatives, officers and members of DUSA bodies\*) must give DUSA their email address for notices, and any change in that address.
- 49.7 Notice may be given to a member by sending it to the email address last given by the member.
- 49.8 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.
- 49.9 Despite clauses 49.1 and 49.2, 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.
- 49.10 In this clause, “member” includes a member of a DUSA body\* who is not a member of DUSA.

**50. Use of Technology**

50.1 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.

*Compare sections 62 and 79 of the Act\*.*

50.2 Without limiting clauses 49.2(a) and 50.1, meetings may be convened\* and held by telephone.

**51. Quorum**

- 51.1 Quorum is the presence in person of a majority of the voting members of the body at the time.
- 51.2 If a quorum is not present within 30 minutes of the time of which

notice has been given, the meeting must not proceed.

**52. Chairing**

- 52.1 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.
- 52.2 If that member is not present, or does not wish to chair, the meeting must elect another voting member of the body to chair.
- 52.3 The chair of the meeting does not have a casting vote.

**53. Attendance**

- 53.1 All members of DUSA may attend meetings of DUSA bodies\*, unless the body resolves to proceed in camera.
- 53.2 Meetings of DUSA bodies\* may only proceed in camera to consider confidential, personal, employment, contractual and legal matters.

**54. Voting**

- 54.1 Each voting member present has 1 vote.
- 54.2 There is no voting by proxy.
- 54.3 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 54.4.

*Compare sections 65(2) and 65(3) of the Act\*.*

54.4 If there are too many voting members present for the votes to be counted in accordance with clause 54.3, 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.

- 54.5 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.
- 54.6 The declaration by the chair of the meeting of the result of a vote is conclusive evidence of that result.

*Compare section 65(1) of the Act\*.*

**55. Conflict of Interest**

- 55.1 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.

*Compare sections 80 and 81 of the Act\*.*

- 55.2 Clause 55.1 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 DUSA.

*Compare sections 80 and 81 of the Act\*.*

**56. Leave of Absence**

- 56.1 If a member of the body requests, the body must by resolution grant the member leave of absence from meetings of the body for up to 2 months.
- 56.2 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.

**57. Resolutions without Meeting**

- 57.1 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.
- 57.2 In clause 57.1 “all voting members of the body” does not include those members who:
- (a) would be prohibited by clause 55.1(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 56.

**58. Minutes**

- 58.1 The Student Council must ensure that minutes are taken and kept of all general meetings, meetings of DUSA bodies\* and resolutions without meeting.

*Compare item 14 of Schedule 1 of the Act\*.*

- 58.2 The minutes of annual general meetings must include a copy of the financial statements and the accompanying audit report submitted at the meeting in accordance with clause 19.3.

*See sections 94(4), 97(4) and 100(4) and item 15 of Schedule 1 of the Act\*.*

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

*See item 15 of Schedule 1 of the Act\*.*

- 58.4 Members of DUSA may inspect and obtain copies of minutes in accordance with clause 67.

## PART 11 – FINANCIAL AND LEGAL

### 59. Sources of Funds

The funds of DUSA may be derived from:

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

### 60. Financial Year

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

### 61. Management of Funds

61.1 The Student Council is responsible for management of the funds of DUSA.

61.2 DUSA 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 63.5.

*See section 89(1) of the Act\*.*

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

### 62. Budget

62.1 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.

62.2 After the annual elections each year the incoming Executive, in consultation with the outgoing Executive, are responsible for drafting a new budget for DUSA for the following financial year.

62.3 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.

62.4 The Student Council may subsequently amend the budget.

### 63. Payments

63.1 DUSA 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.

63.2 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.

63.3 The Student Council may nominate a list of individuals or positions for the purposes of clause 63.1.

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

63.5 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.

### 64. Financial Statements

64.1 As soon as practicable after the end of DUSA’s financial year under clause 60, the Student Council must cause financial statements of DUSA for that year to be prepared in accordance with this clause.

*See sections 92(1), 95(1) and 98(1) of the Act\*.*

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

*Compare sections 92(2)(a), 95(2)(a) and 98(2)(a) of the Act\**

64.3 The financial statements must contain particulars of:

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

*See section 101(1) of the Act\*.*

64.4 The financial statements must also deal with any matters prescribed by the regulations under the Act\*.

*See sections 92(2)(b), 95(2)(b) and 98(2)(b) of the Act\*.*

64.5 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 DUSA during and at the end of its last financial year.

*Compare sections 94(2)(b), 97(2)(b) and 100(2)(b) of the Act\*.*

64.6 The Student Council must submit the financial statements (including the attached certificate) to the annual general meeting under clause 19.3(a).

*See sections 94, 97 and 100 of the Act\*.*

## **65. Audit**

65.1 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 19.3(b).

*Compare sections 99 and 100(2)(c) of the Act\*.*

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

*See sections 106 and 107 of the Act\*.*

65.3 This clause applies even if DUSA is not a tier three association under the Act\*.

## **66. Retention of Records**

66.1 The Student Council must provide for the safe keeping of the records of DUSA.

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

*See section 89(2) of the Act\*.*

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

*See section 105(1) of the Act\*.*

66.4 DUSA must keep the certificate referred to in clause 19.6 for at least 7 years after the certificate was signed.

*See section 105(2) of the Act\*.*

- 66.5 DUSA must keep all its other records for at least 7 years after the record was created.
- 66.6 A person who is no longer entitled to custody of records of DUSA must return them to the Student Council within 28 days.

*See section 88 of the Act\*.*

**67. Access to Records**

- 67.1 All members of DUSA may on request inspect:
- (a) the register of members,
  - (b) the minutes of general meetings,
  - (c) a copy of any trust deed referred to in clause 64.3(e), and
  - (d) subject to clause 67.2, the other records of DUSA, including the minutes of meetings of DUSA bodies\*,
- at any reasonable time.

*See sections 53(1), 57 and 101(2) and items 13, 15 and 16 of Schedule 1 of the Act\*.*

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

*See items 13 and 16 of Schedule 1 of the Act\*.*

- 67.3 DUSA must make copies of the constitution and regulations\* available for download by members on its website.

*Compare section 53 of the Act\*.*

- 67.4 DUSA must within 7 days of request make copies of:
- (a) the register of members (subject to clause 67.5), and
  - (b) the minutes of general meetings,
- available to members without charge.

*Compare section 53(2) and see items 13 and 15 of Schedule 1 of the Act\*.*

- 67.5 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.

*See section 59 of the Act\*.*

**68. Use of Register of Members**

- 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 DUSA; and
  - (b) authorised by the Student Council.

*See section 58 of the Act\*.*

**69. Publication of Material**

- 69.1 All persons producing material for DUSA publications must ensure that the material:
- (a) is not defamatory; and
  - (b) would not be in breach of the Victorian *Equal Opportunity Act 2010* if DUSA were subject to that Act.
- 69.2 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.
- 69.3 In any legal action against DUSA, DUSA reserves the right to join any officer or other person responsible for the publication or production of the material the subject of the action.

**70. Signing of Documents**

- 70.1 DUSA may sign contracts and other documents either:
- (a) by using a common seal – see clause 71; or
  - (b) by having the document signed by 2 officers.

*See section 38 of the Act\*.*

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

## 71. Common Seal

71.1 DUSA may have a common seal.

*See section 29(2)(b) of the Act\*.*

71.2 Clauses 71.3 – 71.7 only apply if DUSA has a common seal.

71.3 The name of DUSA must appear in legible characters on the common seal.

*See section 23(1)(a) of the Act\*.*

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

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

71.6 The Student Council may nominate a list of individuals or positions to be signatories for the purpose of clause 71.5.

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

## 72. Registered Contact

72.1 In this constitution, “registered contact”:  
(a) means the secretary of DUSA for the purposes of the Act\* only; and  
(b) does not mean the General Secretary under clause 26.1(c).

72.2 The General Manager\* is the registered contact\* of DUSA.

72.3 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.

*See section 73 of the Act\*.*

72.4 The registered contact\* must notify the Registrar\* within 14 days of appointment.

*See section 74 of the Act\*.*

72.5 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.

*See section 78(2) of the Act\*.*

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

*See section 215 of the Act\*.*

## 73. Registered Address

73.1 DUSA must have a registered address for the service of documents on DUSA.

*See sections 28 and 217 of the Act\*.*

73.2 The registered address of DUSA is the address of the main DUSA office, unless the Student Council by regulation\* nominates a different address.

73.3 DUSA must notify the Registrar\* within 14 days of any change of registered address.

*See section 28(3) of the Act\*.*

#### **74. Amendment of Constitution**

74.1 This constitution may only be amended by special resolution\*.

*See section 50(1) of the Act\*.*

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

*See section 50(2) of the Act\*.*

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

*See section 50(3) of the Act\*.*

#### **75. Winding Up**

75.1 DUSA may be wound up voluntarily by special resolution\*.

*See section 125 of the Act\*.*

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

*See section 132(4) of the Act\*.*

75.3 The surplus assets must be given to a body that:  
(a) has a similar purpose to DUSA; and  
(b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as DUSA; subject to clause 75.5.

75.4 If DUSA 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.

75.5 The surplus assets of DUSA 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.

*See section 132(3) of the Act\*.*

#### **76. Interpretation**

76.1 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\* trimester on which according to the University\* Academic Calendar lectures may be held and that is not a Saturday, Sunday or University\* holiday;
- (c) “the Act” means the Victorian *Associations Incorporation Reform Act 2012*;
- (d) “campus” means:
  - i. the Burwood campus of the University\*;
  - ii. the Geelong campus – see clause 76.1(i);
  - iii. the Warrnambool campus of the University\*;
  - iv. the Cloud campus – see clause 76.1(e);
- (e) “the Cloud campus” means the Online students\* taken together;

- (f) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
- (g) “DUSA” has the meaning given in clause 2.1;
- (h) “DUSA body” means a body established by or under this constitution, including the Student Council, the Executive and committees, and “DUSA bodies” has a corresponding meaning;
- (i) “the Geelong campus” means the Waurm Ponds and Waterfront campuses of the University\* taken together;
- (j) “General Manager” means the senior employee of DUSA;
- (k) “Online students” means those students\* studying online at the University\* and not at the Burwood, Geelong or Warrnambool campuses\*;
- (l) “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;
- (m) “registered contact” has the meaning given in clause 72.1;
- (n) “the Registrar” means the Registrar of Incorporated Associations under the Act\*;
- (o) “regulations” means regulations of DUSA made under clause 40, and “regulation” has a corresponding meaning;
- (p) “special resolution” means a resolution:
  - i. to amend this constitution;
  - ii. to change the name of DUSA;
  - iii. to remove a student representative, officer or member of a DUSA body\*, or the registered contact\*;

- iv. to amalgamate DUSA with another association incorporated under the Act\*; or
  - v. to wind up DUSA;
- 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 student 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 student members who vote at the meeting, vote in favour;

*See section 64 of the Act\*.*

- (q) “student” means a person enrolled in a course leading to an award of the University\*;
- (r) “the University” means Deakin University, and “University” has a corresponding meaning; and
- (s) “writing” includes emails and documents sent electronically.

76.2 The number of students\* enrolled at each campus\* must be calculated in accordance with the regulations\*.

76.3 The headings form part of this constitution.

76.4 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.

76.5 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.

76.6 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.

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

76.8 The provisions of this constitution are the rules of DUSA for the purposes of the Act\*.

76.9 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 DUSA.

*See section 48(3) and Schedule 1 of the Act\*.*

## **77. Transitional**

77.1 In this clause, “the old constitution” means the constitution of DUSA before the amendment of clauses 28, 29, 43 and 62.

77.2 The officers elected on 6 October 2017 will serve their terms in line with the old constitution dated 30/11/2016:  
(a) for the purposes of this clause, the filling of any vacant positions occurring during the 2018 term will be governed by the old constitution dated 30/11/2016;

(b) Office Bearers elected at the 2018 annual Electoral College Elections will not commence their terms until 1 January 2019, and will then only serve in their positions until October 31 of the same year.

77.3 Clause 27.8 will not come into effect until the end of the 2019 Student Council term of office, and will apply retrospectively for the purposes of the 2019 Annual Elections.

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