NOTICE OF SPECIAL GENERAL MEETING

Deakin University Student Association Incorporated (DUSA)
Reg. No. A0040625Y    ABN 95 022 653 791

NOTICE OF SPECIAL GENERAL MEETING

Monday 29th July 2019
Commencing at 11:00am

Burwood Corporate Centre, Lvl 2, Council Room*
(*See Reception on arrival)
Waterfront Campus – Room AD1.122
Waurun Ponds Campus – Room JB2.107
Warrnambool Campus – Room D2.30

VMP: 39382
PROCEDURAL MATTERS

1. WELCOME
   To welcome Members present.
   This meeting acknowledges that it meets on the lands of the Wathaurong, Gunditjmara and Wurundjeri people.

2. SPECIAL RESOLUTION
   To consider, and if thought appropriate, pass the special resolution of which notice is given below.
   (See Page 3.)

   ** This is proposed as a special resolution and must be passed by three quarters of the members who are present at the
   meeting and entitled to vote on the resolution, and who do vote, in accordance with section 64 of the Associations
   Incorporation Reform Act 2012 (Vic).

3. MEETING CLOSED
   That the time of cessation of the meeting be announced.

   All inquiries should be directed to the General Secretary, Amogh Chakravarthy - Mob: 0418 611 813 or email amo.chakravarthy@deakin.edu.au
NOTICE OF SPECIAL GENERAL MEETING

Deakin University Student Association Incorporated
Reg. No. A0040625Y, ABN 95 022 653 791

NOTICE OF SPECIAL RESOLUTION

Notice is given that at the Special General Meeting of the Deakin University Student Association Incorporated to be held on Monday 29 July 2019 at 11:00am it is intended that the following motion be proposed as a special resolution:

THAT the constitution of the Deakin University Student Association Incorporated comprising its rules be amended as follows:

PART 4 - GENERAL MEETINGS

1. 25 – Replace ‘Student Representative’s with ‘Electoral Delegates’

14. Disciplinary Action

2. Replace clause 14.1 with:
   14.1 The Student Council must make regulations* for the disciplining of members, including Electoral Delegates, student representatives, officers, and members of DUSA bodies*.

3. Replace clause 14.2 with:
   14.2 The discipline regulations must provide for the suspension and exclusion of members, and the removal of Electoral Delegates, student representatives, officers and members of DUSA bodies* for:
   (a) failure to comply with the constitution or regulations*; or
   (b) conduct prejudicial to DUSA.

23. Chairing

4. Replace clause 23.2 with:
   23.2 If the President is not present, or does not wish to chair the meeting, the General Secretary is entitled to chair.

5. Replace clause 23.3 with:
   23.3 If neither the President or the General Secretary are present, or if neither wishes to chair the meeting, the meeting must elect another student member to chair.

PART 5 - POSITIONS

6. Replace clause 25 with:
   25. Electoral Delegates

7. Replace clause 25.1 with:
   25.1 Each campus* has a minimum of 5 Electoral Delegates, plus 1 Electoral Delegate for every 5% of the membership (as of 10 academic days before the notice of the annual election of clause 36)* enrolled at that campus*, rounded up or down to the nearest whole number.
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8. Replace clause 25.2 with:

25.2 Electoral Delegates must be elected at the annual elections in accordance with clause 36.

26. Officers

9. Replace clause 26.1 with:

26.1 DUSA has the following officers:

(a) the President;
(b) the General Secretary;
(c) the Vice-President Education;
(d) the Vice-President Welfare;
(e) the Assistant General Secretary; and
(f) Student Councillors (5)

(in this constitution, “officers”).

10. Replace clause 26.2 with:

26.2 The officers must be elected each year by the Electoral College in accordance with clause 37.2.

11. Replace clause 26.3 with:

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

12. Replace clause 26.4 with:

26.4 Officers, including those paid an honorarium, are not in that capacity employees of DUSA.

13. Insert new clause 27. Student Representatives and renumber all following clauses

27. Student Representatives

27.1 DUSA has the following Student Representatives:

27.1(a) Eight Burwood Campus General Representatives, as follows:

i. Four specified in the regulations*;
ii. Women’s Representative;
iii. Queer Representative;
iv. Postgraduate Representative
v. International Representative.

27.1(b) Eight Geelong Campus General Representatives, as follows:

i. Four specified in the regulations*;
ii. Women’s Representative;
iii. Queer Representative;
iv. Postgraduate Representative;
v. International Representative.

27.1(c) Four Warrnambool Campus General Representatives, specified in the regulations*;

27.1(d) Four Cloud Campus General Representatives, specified in the regulations*;

27.1(e) a Campus Co-Ordinator for each campus*;

(in this constitution, “Student Representative”).
27.2 A position affected by a change in the regulations prescribed in clause 27.1 will only take effect, and can only be filled through the next annual student elections. Students in affected roles hold their position until the end of their term. Changes must be accompanied by a transitional clause.

27.3 Student Representatives must be elected at the annual elections in accordance with clause 36.

27.4 Student Representatives must be directly elected each year in accordance with the regulations by and from those student members of their respective campus.

27.5 Student Representatives may be paid an honorarium in accordance with the regulations.

27.6 Student Representatives, including those paid an honorarium, are not in that capacity employees of DUSA.

28. Eligibility

14. Replace clause 28.1 with:
   28.1 Only student members are eligible to stand for and hold Electoral Delegate, Student Representative, and officer positions, subject to clause 28.2.

15. Replace clause 28.2 with:
   28.2 An officer, and Student Representative who has ceased to be a student member may continue to be a Student Representative, or officer if they are an associate member.

16. Replace clause 28.3 with:
   28.3 Permanent employees of DUSA or the University are not eligible to stand for or hold Electoral Delegate, Student Representative, or officer positions. Student members may only stand for Electoral Delegate, and Student Representative positions of the campus at which they are primarily enrolled.

17. Replace clause 28.4 with:
   28.4 Student members may only stand for Electoral Delegate, and Student Representative positions of the campus at which they are primarily enrolled.

18. Add clause 28.5:
   28.5 Only Electoral Delegates are eligible to stand for and hold officer positions.

19. Add clause 28.6:
   28.6 A student may not stand for an officer, or student representative role if they have been elected in that same role at the Annual Elections for 3 terms or more.

29. Term of Office

20. Replace clause 29.1 with:
   29.1 Electoral Delegates hold office from the time of their election until the conclusion of the consequent annual elections.

21. Replace clause 29.2 with:
   29.2 Officers, and Student Representatives hold office from 1 November following their election until their successors take office.
22. Replace clause 29.3 with:

29.3 Members of DUSA bodies* other than Electoral Delegates, Student Representatives, and officers have the terms of office specified in the regulations* or resolution establishing the body.

23. Replace clause 29.4 with:

29.4 Electoral Delegates, 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.

30. Vacancies

24. Replace clause 30.1 with:

30.1 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 28;
(c) a Student Representative without leave of absence under clause 57, fails on 3 consecutive occasions or 4 occasions in total during their term of office to attend within 30 minutes of the time of which at least 7 days' notice in writing* has been given to them of a meeting of a DUSA body* of which they are a member;
(d) a Student Council member without leave of absence under clause 57, fails on 3 consecutive occasions or 6 occasions in total during their term of office, to attend within 30 minutes of the time of which at least 7 days' notice in writing* has been given to them of a meeting of a DUSA body* of which they are a member;
(e) 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;
(f) are removed by special resolution* at a general meeting;
(g) are removed by disciplinary action under clause 14;
(h) become insolvent under administration, or see section 38 of the Victorian Interpretation of Legislation 1984;
(i) become a represented person under the Victorian Guardianship and Administration Act 1986.

25. Replace clause 30.2 with:

30.2 Clauses 30.1(c) and 30.1(d) 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.

26. Replace clause 30.3 with:

30.3 The positions of the Student Representative also becomes vacant if they cease to be a Student Member of the campus* of that position, other than by the expiry of their term of office under clause 29.1.

27. Replace clause 30.4 with:

30.4 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;
(b) in the case of officers, by the Student Council; and
(c) in the case of the Electoral Delegate, by the Student Council.

28. Add clause 30.7:

30.7 If a Campus Committee is unable to fill a vacancy within 28 days in accordance with clause 30.4(a), then the vacancy of that Student Representative position must be filled by resolution of the Student Council.

31. Responsibilities and Direction

29. Replace clause 31.2 with:

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

30. Replace clause 31.3 with:

31.3 All Student Representatives are subject to direction by the Campus Committee where it does not conflict with clause 31.2.

32. Duties

31. Replace clause 32.1 with:

32.1 Electoral Delegates, Student Representatives, officers and members of DUSA bodies* and former holders of those positions must not make improper use of:
(a) their positions; 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*.

32. Replace clause 32.2 with:

32.2 Electoral Delegates, 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*.

33. Replace clause 32.3 with:

32.3 Electoral Delegates, 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*.

34. Replace clause 32.4 with:

32.4 Electoral Delegates, 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.
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33. Indemnity

Amend clause 33 to:

DUSA indemnifies Electoral Delegates, 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.

34. Validation

Amend clause 34 to:

Even if it is subsequently found that a person who has acted as an Electoral Delegate, 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

35. Conduct

Amend clause 35.3 to:

Elections for Electoral Delegates must use the quota-preferential proportional representation method of election, with optional preferencing.

38. Amend clause 35.4 to:

Elections for Student Representatives must use the Instant runoff voting method with optional preferencing.

36. Annual Elections

Amend clause 36.1 to:

The Electoral Delegates under clause 25, and Student Representatives under clause 27 must be elected each year at the annual elections.

36.2 Only student members are entitled to vote for Electoral Delegates, and Student Representatives.

37. Electoral College

Amend clause 37.1 to:

The members of the Electoral College are the Electoral Delegates.

Amend clause 37.2 to:

After the annual elections and before 1 November, the Electoral College must elect the officers required by clause 26.2, subject to clause 37.3.

Add clause 37.3 and delete other clauses:

The Student Council must make regulations for the conduct of elections by the Electoral College.
PART 7 – THE STUDENT COUNCIL

38. Membership

Amend clause 38 to:

38 The voting members of the Student Council are the officers elected by the Electoral College.

39. Status, Responsibility and Powers

Replace clause 39.4 with:

39.4 Without limiting clauses 39.1 and 39.2, the Student Council is responsible for:
(a) making regulations under clause 41;
(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 63; and
(h) borrowings by DUSA.

40. Meetings

Amend clause 40.2 to:

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

Amend clause 40.3 to:

40.3 If neither the President or General Secretary is present, or if neither wishes to chair the meeting, the Student Council must elect another Student Council member to chair.

PART 8 – THE EXECUTIVE

42. Membership

Amend clause 42 to:

42 The members of the Executive are:
(a) the President;
(b) the General Secretary;
(c) the Vice-President Education;
(d) the Vice-President Welfare; and
(e) the Assistant General Secretary.

43. Status, Responsibilities and Powers

Amend clause 43.1 to:

43.1 The Executive is a committee of the Student Council, exercising delegated powers from the Student Council under clause 43.2.
PART 9 – COMMITTEES

50. Amend clause 45.2 to:
   45.2 The members of each Campus Committee are the Student Representatives of that campus*.

51. Amend clause 45.3 to:
   45.3 Each Campus Committee is a committee of the Student Council, exercising delegated powers from the Student Council under clause 45.4.

52. Amend clause 45.4(a) to:
   45.4 (a) the oversight and direction of DUSA’s activities on that campus*;

53. Amend clause 46.3 to:
   46.3 The regulations* and resolutions under clauses 46.1 and 46.2 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.

PART 10 – MEETINGS

50. Notice

54. Amend clause 50.1 to:
   50.1 Each member of the body must be given at least 7 days-notice in writing* of meetings, subject to clause 50.2.

55. Amend clause 50.2 to:
   50.2 In cases of urgency a meeting may be held without the notice required by clause 50.1 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*.

56. Amend clause 50.6 to:
   50.6 Members (including Electoral Delegates, Student Representatives, officers and members of DUSA bodies*), must give DUSA their email address for notices, and any change in that address.

57. Amend clause 50.9 to:
   50.9 Despite clauses 50.1 and 50.2, 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.

51. Use of Technology

58. Amend clause 51.2 to:
   51.2 Without limiting clauses 50.2(a) and 51.1, meetings may be convened* and held by telephone.
55. Voting

59. Amend clause 55.3 (b) to:

55.3 (b) for those members the chair cannot see – by asking how they vote in turn;

subject to clause 55.4.

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

60. Amend clause 55.4 to:

55.4 If there are too many voting members present for the votes to be counted in accordance with clause 55.3, 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.

56. Conflict of Interest

61. Amend clause 56.2 to:

56.2 Clause 56.1 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*.

58. Resolutions without a Meeting

62. Amend clause 58.2 to:

58.2 In clause 58.1 “all voting members of the body” does not include those members who:

(a) would be prohibited by clause 56.1 (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 57.

59. Minutes

63. Amend clause 59.4 to:

59.4 Members of DUSA may inspect and obtain copies of minutes in accordance with clause 68.

PART 11 – FINANCIAL AND LEGAL

62. Management of Funds

64. Amend clause 62.2 (b) to:

62.2 (b) would enable true and fair financial statements to be prepared in accordance with clause 64.5.

64. Payments

65. Amend clause 64.3 to:

64.3 The Student Council may nominate a list of individuals or positions for the purposes of clause 64.1.
65. Financial Statements

66. Amend clause 65.1 to:

65.1 As soon as practicable after the end of DUSA’s financial year under clause 61, 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*

68. Access to Records

67. Amend clause 68.1 (c) and 68.1 (d) to:

68.1 (c) a copy of any trust deed referred to in clause 65.3 (e); and
(d) subject to clause 68.2, 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*

68. Amend clause 68.4 (a) to:

68.4 (a) the register of members (subject to clause 68.5);
77. Amend clause 77.1 (p) iii to:

77.1 (p) iii to remove a Student Representative, officer or member of a DUSA body*, or the registered contact*,

78. Transitional

78. Amend clause 78.1 to:

78.1 In this clause, “the old constitution” means the constitution of DUSA before the amendment of clauses 29, 30, 44 and 63.

79. Amend clause 78.3 to:

78.3 Clause 28.8 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.

PART 12 – INDEX

80. Amend Student Representatives to Electoral Delegates