

Western Sydney University Student Union Ltd

A Company Limited by Guarantee

---

# CONSTITUTION

JULY 2025

|           |  |           |
|-----------|--|-----------|
| <b>1.</b> | <b>INTRODUCTORY PROVISIONS</b>                             | <b>4</b>  |
| 1.1.      | DEFINITIONS  | 4         |
| 1.2.      | NAME   | 5         |
| 1.3.      | TYPE OF COMPANY  | 5         |
| 1.4.      | LIMITED LIABILITY OF MEMBERS                               | 5         |
| 1.5.      | THE GUARANTEE  | 6         |
| 1.6.      | CORPORATIONS ACT AND ACNC ACT                              | 6         |
| 1.7.      | EFFECT OF THIS CONSTITUTION                                | 6         |
| 1.8.      | INTERPRETATION   | 6         |
| 1.9.      | ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS          | 6         |
| <b>2.</b> | <b>OBJECTS AND POWERS</b>                                  | <b>7</b>  |
| 2.1.      | OBJECTS  | 7         |
| 2.2.      | POWERS   | 8         |
| <b>3.</b> | <b>MEMBERSHIP</b>  | <b>8</b>  |
| 3.1.      | COMPANY MEMBER   | 8         |
| 3.2.      | MEMBER REPRESENTATIVE                                      | 8         |
| 3.3.      | REGISTER OF MEMBERS  | 8         |
| 3.4.      | USE OF INFORMATION ON REGISTER OF MEMBERS                  | 8         |
| 3.5.      | DISPUTE RESOLUTION   | 8         |
| <b>4.</b> | <b>THE BOARD</b>   | <b>9</b>  |
| 4.1.      | FUNCTIONS OF BOARD   | 9         |
| 4.2.      | DUTIES OF DIRECTORS  | 9         |
| 4.3.      | BOARD COMPOSITION  | 10        |
| 4.4.      | REMUNERATION FOR STUDENT DIRECTORS AND EXTERNAL DIRECTORS  | 10        |
| 4.5.      | TERMS OF OFFICE FOR DIRECTORS                              | 10        |
| 4.6.      | ELECTION AND APPOINTMENT OF DIRECTORS                      | 11        |
| 4.7.      | ELECTION OF BOARD CHAIR                                    | 11        |
| 4.8.      | MATERIAL PERSONAL INTERESTS                                | 11        |
| 4.9.      | RESIGNATION, REMOVAL OR VACATION OF OFFICE OF A DIRECTOR   | 12        |
| 4.10.     | REQUEST FOR MEETING OF STUDENTS TO REMOVE STUDENT DIRECTOR | 13        |
| 4.11.     | QUORUM FOR MEETING OF STUDENTS                             | 13        |
| 4.12.     | PROCEDURE FOR MEETING OF STUDENTS                          | 14        |
| 4.13.     | MINUTES OF MEETING OF STUDENTS                             | 14        |
| 4.14.     | VACANCIES ON BOARD   | 14        |
| <b>5.</b> | <b>DELEGATION AND COMMITTEES</b>                           | <b>15</b> |
| 5.1.      | DELEGATION   | 15        |
| 5.2.      | COMMITTEES   | 15        |
| <b>6.</b> | <b>MEETINGS OF THE BOARD</b>                               | <b>16</b> |
| 6.1.      | BOARD MEETINGS   | 16        |
| 6.2.      | MINUTES OF BOARD MEETINGS                                  | 17        |
| 6.3.      | QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING              | 17        |
| 6.4.      | RESOLUTIONS OF BOARD WITHOUT MEETING                       | 17        |
| 6.5.      | SENIOR EMPLOYEE ATTENDANCE AT BOARD MEETINGS               | 17        |
| <b>7.</b> | <b>MEETINGS OF COMPANY MEMBER</b>                          | <b>18</b> |
| 7.1.      | GENERAL MEETINGS   | 18        |
| <b>8.</b> | <b>COMPANY SECRETARY</b>                                   | <b>18</b> |
| 8.1.      | APPOINTMENT OF COMPANY SECRETARY                           | 18        |
| 8.2.      | SUSPENSION AND REMOVAL OF COMPANY SECRETARY                | 18        |
| 8.3.      | POWERS, DUTIES AND AUTHORITIES OF COMPANY SECRETARY        | 19        |

|            |                               |           |
|------------|-------------------------------|-----------|
| <b>9.</b>  | <b>FINANCE</b>                | <b>19</b> |
| 9.1.       | FINANCIAL YEAR                | 19        |
| 9.2.       | FINANCIAL RECORDS AND AUDIT   | 19        |
| 9.3.       | NOT-FOR-PROFIT                | 19        |
| <b>10.</b> | <b>DOCUMENTS AND LEGAL</b>    | <b>20</b> |
| 10.1.      | EXECUTION OF DOCUMENTS        | 20        |
| 10.2.      | NOTICES                       | 20        |
| 10.3.      | AMENDMENTS TO CONSTITUTION    | 21        |
| 10.4.      | REGULATIONS                   | 21        |
| 10.5.      | INDEMNITY                     | 21        |
| 10.6.      | INSURANCE                     | 22        |
| <b>11.</b> | <b>WINDING UP</b>             | <b>22</b> |
| 11.1.      | EXCESS PROPERTY ON WINDING UP | 22        |



PO Box 2092  
Sunshine Plaza Q 4558  
P: 1800 100 204

E: [info@cprgroup.com.au](mailto:info@cprgroup.com.au)

W: [www.cprgroup.com.au](http://www.cprgroup.com.au)

## 1. Introductory provisions

---

### 1.1. Definitions

1.1.1. In this constitution:

- a. **ACNC** means the Australian Charities and Not-for-profits Commission;
- b. **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*;
- c. **ASIC** means the Australian Securities and Investments Commission;
- d. **board** means the directors for the time being constituted as provided for in this constitution;
- e. **casual vacancy**, on the board, means a vacancy that happens when a director resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected or appointed to any vacant board position;
- f. **company** means Western Sydney University Student Union Ltd, a company limited by guarantee which is established to be, and to continue as, a charity;
- g. **company member / member** means Western Sydney University;
- h. **Corporations Act** means the *Corporations Act 2001(Cth)*;
- i. **director** means a director of the company and includes elected directors and appointed directors;
- j. **external director** means a director who is not a student and not an employee of the University and who is appointed as a director in accordance with clause 4.6.4;
- k. **general election** means the annual election of student directors, as provided for in the regulations;
- l. **general meeting** means a meeting of the company member;
- m. **member representative** means the person who has been appointed as such by the company member in accordance with this constitution;
- n. **most senior employee** means the employee of the company who holds the highest-ranking operational position, as determined by the board from time to time;
- o. **officer** means a director, company secretary, other officer or employee of the company;
- p. **quorum** means the minimum number of eligible voting people who must be present at a meeting in order to constitute a valid meeting;
- q. **regulations** means the regulations of the company, made or altered by the board from time to time;
- r. **signed** means agreed in writing;

- s. **special resolution** means a resolution that is passed:
    - by the company member's authorised representative at a general meeting; or
    - by the company member recording the special resolution and signing it.
  - t. **student** means a person who has been admitted to a program or non-award study and has an active registration in subjects at the University, provided also that a person who has graduated or is on an approved leave of absence may still be considered a student for the purposes of serving as a student director under clause 4.5.3;
  - u. **student director** means a director who is a student, elected in accordance with clause 4.6.2;
  - v. **surplus assets** means the assets and property after payment of the debts and liabilities remaining on a winding-up of the company and the costs, charges and expenses of the winding-up;
  - w. **University** means Western Sydney University, established under the *Western Sydney University Act 1997 (NSW)*, and which is the sole member of the company;
  - x. **University director** means a director who is an employee of the University and appointed as a director by the University in accordance with clause 4.6.3;
  - y. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats;
  - z. **WSUSU** means Western Sydney University Student Union Ltd.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

## 1.2. Name

- 1.2.1. The name of the company is Western Sydney University Student Union Ltd.

## 1.3. Type of company

- 1.3.1. WSUSU is a not-for-profit public company limited by guarantee.

## 1.4. Limited liability of members

- 1.4.1. The liability of members is limited to the amount of the guarantee in clause 1.5.

## **1.5. The guarantee**

- 1.5.1. The company member must contribute an amount not more than \$1 (the guarantee) to the property of the company if the company is wound up, and this contribution is required to pay for the:
  - a. debts and liabilities of the company incurred before the member stopped being a member; or
  - b. costs of winding up.

## **1.6. Corporations Act and ACNC Act**

- 1.6.1. In this constitution, unless the context requires otherwise, a word or expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act or the ACNC Act, the same meaning as in that provision of the respective Act.
- 1.6.2. Where there is any inconsistency between a clause in this constitution and the Corporations Act or the ACNC Act, the respective Act prevails to the extent of the inconsistency.
- 1.6.3. The provisions of the Corporations Act that apply as replaceable rules are displaced by this constitution and accordingly do not apply to the company.

## **1.7. Effect of this constitution**

- 1.7.1. This constitution has effect as a contract and is legally binding between:
  - a. WSUSU and the company member; and
  - b. WSUSU and each director and company secretary.

## **1.8. Interpretation**

- 1.8.1. The board has authority to interpret the meaning of this constitution and any matter relating to the company on which the constitution is silent, but any interpretation must have regard to the ACNC Act and the Corporations Act.
- 1.8.2. Reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act.

## **1.9. Acts not affected by defects or disqualifications**

- 1.9.1. An act performed by the board, a committee or a person acting under the direction of the board is taken to have been validly performed.

- 1.9.2. Clause 1.9.1 applies even if the act was performed when:
- a. there was a defect, informality or irregularity in the appointment of a director, committee or person acting under the direction of the board; or
  - b. there was an irregularity in the convening or conduct of any board meeting or committee meeting that was not discovered until after the conclusion of that meeting; or
  - c. a director, committee member or person acting under the direction of the board was disqualified from acting in that capacity.

## **2. Objects and powers**

---

### **2.1. Objects**

- 2.1.1. The objects of WSUSU are to advance education by undertaking all or any of the following activities:
- a. placing the voice of students at the centre of decision-making and advocating for their rights, interests and aspirations;
  - b. supporting and enhancing the educational experience, academic outcomes and personal growth of students;
  - c. advocating for high standards of teaching, learning and the student experience;
  - d. promoting and facilitating student engagement in cultural, social, recreational and extracurricular activities that foster connection and belonging;
  - e. encouraging and supporting the professional and leadership development of students;
  - f. supporting the establishment, coordination and operation of student-led clubs, societies and representative groups;
  - g. promoting and upholding the principles of equity, fairness, accessibility, diversity and equal opportunity and fostering a student community grounded in inclusion and belonging;
  - h. supporting the advancement, representation and empowerment of Aboriginal and Torres Strait Islander students and contributing to truth-telling, self-determination and Indigenous-led initiatives;
  - i. providing and maintaining services, facilities and amenities for the benefit of students;
  - j. collaborating with the University and other stakeholders to improve the quality of student life; and
  - k. undertaking any other activities that are incidental or conducive to the achievement of the above objects.

## **2.2. Powers**

- 2.2.1. Solely for furthering the objects under clause 2.1, the company has all the powers of a company limited by guarantee under the Corporations Act.

## **3. Membership**

---

### **3.1. Company member**

- 3.1.1. The University is the sole member of WSUSU.

### **3.2. Member representative**

- 3.2.1. In accordance with Section 250D of the Corporations Act, the University shall appoint an authorised representative to exercise all or any of the powers the company may exercise:
  - a. at a general meeting; and
  - b. relating to resolutions of members passed without meetings.

### **3.3. Register of members**

- 3.3.1. The company must keep a register of members.
- 3.3.2. The register must contain the following information about the company member:
  - a. the member's name and address; and
  - b. the date on which the entry of the member's name in the register is made.

### **3.4. Use of information on register of members**

- 3.4.1. Subject to the Corporations Act, confidentiality considerations and privacy laws, the register of members may be used solely to further the objects of the company.

### **3.5. Dispute resolution**

- 3.5.1. The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between the company member or a director and:
  - a. one or more directors, or
  - b. the company.
- 3.5.2. Those involved in the dispute shall try to resolve it between themselves within 14 days of knowing about it.
- 3.5.3. If those involved in the dispute do not resolve it within 14 days, they must then, within a further 10 days:
  - a. advise the board about the dispute in writing;

- b. agree or request that a mediator be appointed; and
  - c. attempt in good faith to settle the dispute by mediation.
- 3.5.4. The mediator must:
- a. be chosen by agreement of those involved; or
  - b. where those involved do not agree, a person chosen by either the Commissioner of ACNC or the president of the Law Society of New South Wales.
- 3.5.5. A mediator must not:
- a. have a personal interest in the dispute; or
  - b. be biased towards or against anyone involved in the dispute.
- 3.5.6. When conducting the mediation, the mediator shall:
- a. allow those involved a reasonable chance to be heard;
  - b. allow those involved a reasonable chance to review any written statements; and
  - c. ensure that those involved are given natural justice.

## **4. The board**

---

### **4.1. Functions of board**

- 4.1.1. The business of the company is to be managed by or under the direction of the board.
- 4.1.2. The board operates independently of the University.
- 4.1.3. The board must take all reasonable steps to ensure that the company complies with its obligations under the ACNC Act, Corporations Act and this constitution.
- 4.1.4. The directors may exercise all the powers of the company except any powers that the Corporations Act or the company's constitution require the company to exercise at a general meeting or relating to resolutions of members passed without meetings.

### **4.2. Duties of directors**

- 4.2.1. Directors must comply with their legal duties:
  - a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company;
  - b. to act in good faith in the best interests of the company and to further the charitable purpose of the company;
  - c. not to misuse their position as a director;
  - d. not to misuse information they gain in their role as a director;

- e. to disclose any perceived or actual material personal interest in the manner set out in clause 4.8;
  - f. to ensure that the financial affairs of the company are managed responsibly; and
  - g. not to allow the company to operate while it is insolvent.
- 4.2.2. Directors must comply with relevant University requirements, including the University's:
- a. Code of Conduct;
  - b. Conflict of Interest Policy; and
  - c. Controlled and Associated Entities Governance Framework.
- 4.2.3. In accordance with Section 187 of the Corporations Act, while the University is the sole member of WSUSU, each director may, to the extent permitted by law, act in good faith in the best interests of the University, and if the director does so, the director shall be taken to act in good faith in the best interests of WSUSU.

#### **4.3. Board composition**

- 4.3.1. The board comprises no more than 11 directors, including:
- a. six student directors; and
  - b. three University directors; and
  - c. up to two external directors.
- 4.3.2. No person who is a current employee of WSUSU shall be eligible to hold office as a director.
- 4.3.3. A person may be a director only if the person:
- a. is at least 18 years of age; and
  - b. is eligible to be a director under the Corporations Act and the ACNC Act.
- 4.3.4. WSUSU will endeavour as far as is practical to ensure diversity amongst the directors.

#### **4.4. Remuneration for student directors and external directors**

- 4.4.1. The company may pay remuneration to student directors and external directors for their services as a director, provided the amount and terms are approved by the board.

#### **4.5. Terms of office for directors**

- 4.5.1. Student directors shall take office from 1 January following the general election at which they are elected.
- 4.5.2. The term of office for student directors is two years and no student director may hold office for a cumulative total of more than four years.

- 4.5.3. A student director may continue to serve as a student director for the remainder of their term, even if, during that term, they:
  - a. graduate from the University; or
  - b. take an approved leave of absence from the University.
- 4.5.4. University directors shall hold office on an ongoing basis but may be replaced by the University at any time, including if they resign from the University.
- 4.5.5. The term of office for external directors is two years and there is no maximum number of terms for which an external director may be reappointed.

#### **4.6. Election and appointment of directors**

- 4.6.1. Student directors must be directly elected by students in accordance with the regulations.
- 4.6.2. Subject to the regulations, three student directors are elected in each year to ensure rotational terms.
- 4.6.3. University directors are appointed by the University.
- 4.6.4. External directors are appointed by the board and must be approved by the University.

#### **4.7. Election of board chair**

- 4.7.1. The directors must, at the first board meeting in each calendar year, elect a student director to be the board chair.
- 4.7.2. The student director elected to be the board chair under clause 4.7.1 will, subject to remaining a student director, remain the board chair from the date of their election until the first board meeting in the subsequent calendar year, or until removed as the board chair by the board.
- 4.7.3. A director elected as the board chair under this clause may be re-elected as board chair in following years, so long as they remain a director.

#### **4.8. Material personal interests**

- 4.8.1. In accordance with sections 191 and 192 of the *Corporations Act*, a director must disclose any material personal interest in a matter that relates to the affairs of the company:
  - a. at the first board meeting after their appointment; and
  - b. at the first board meeting after the director becomes aware of a new material personal interest arising during their term.
- 4.8.2. The disclosure must include details of the nature and extent of the director's material personal interest and details of how that interest relates to the affairs of the company.

- 4.8.3. A director who has a material personal interest in a matter that is considered at a board meeting:
- a. must not be present while the matter is being considered at the meeting; and
  - b. must not vote on the matter, and, if the director does vote, the director's vote must not be counted.
- 4.8.4. Clause 4.8.3 does not apply if:
- a. the board has passed a resolution that identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company, and states that those other directors voting for the resolution are satisfied that the interest should not disqualify the director from voting or being present; or
  - b. ASIC has declared or ordered in accordance with section 196 of the Corporations Act that the director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- 4.8.5. The board shall maintain a register of declared interests.

#### **4.9. Resignation, removal or vacation of office of a director**

- 4.9.1. A director may resign from the board by giving written notice of resignation to the company secretary.
- 4.9.2. The resignation takes effect at:
- a. the time the notice is received by the company secretary; or
  - b. if a later time is stated in the notice, the later time.
- 4.9.3. A student director can be removed from office at a meeting of students in accordance with clause 4.12.
- 4.9.4. A University director can be removed from office:
- a. by the board if at least 75% of the directors present at a board meeting vote in favour of removing the University director from office; or
  - b. by the University.
- 4.9.5. An external director can be removed from office by the board if a majority of the directors present at a board meeting vote in favour of removing the external director from office.
- 4.9.6. A director shall immediately vacate office if that person:
- a. dies; or
  - b. becomes disqualified from being a director under the Corporations Act; or
  - c. is convicted of an indictable offence or is made bankrupt; or
  - d. does not have a current Director ID registered with Australian Business Registry Services; or

- e. fails to disclose in accordance with the Corporations Act the nature of any material personal interest in a matter that relates to the affairs of the company; or
  - f. is found guilty of a serious breach of the WSUSU code of conduct;
  - g. is expelled from the University as a sanction for misconduct;
  - h. in the case of a student director, has held office for a cumulative total of four years;
  - i. is absent from two consecutive board meetings without approval of the board; or
  - j. becomes an employee of the company; or
  - k. does not participate in any orientation, induction or training program required by the board;
  - l. does not agree to undergo a criminal history check or is disqualified as a result of such a check.
- 4.9.7. A director has no right of appeal against their removal or vacation of office under clauses 4.9.3 - 4.9.6.

#### **4.10. Request for meeting of students to remove student director**

- 4.10.1. The board must call a meeting of students to consider removal of a student director from office within 21 days of receiving a written request signed by at least 100 students.
- 4.10.2. The written request:
- a. must state the name of the student director proposed to be removed; and
  - b. may consist of multiple identical documents, each signed by one or more of the requesting students.
- 4.10.3. The meeting must be held within two months after the board receives the written request.
- 4.10.4. Notice of the meeting must be made available to all students at least 21 days before the meeting date.
- 4.10.5. The notice must specify the business of the meeting and include the date, time and location of the meeting.

#### **4.11. Quorum for meeting of students**

- 4.11.1. The quorum for a meeting of students is at least 100 students.
- 4.11.2. If a quorum is not present within 30 minutes of the scheduled start time, the meeting will be adjourned to the same time and place on the same day the following week, or to another date, time or place decided by the board.
- 4.11.3. If the required quorum is not present at the adjourned meeting, the meeting lapses.

#### **4.12. Procedure for meeting of students**

- 4.12.1. A meeting of students may be held in person, online, or both, provided that the technology used allows students to participate in the meeting and vote in real time.
- 4.12.2. The board chair shall preside as chairperson at a meeting of students. If the board chair is absent, unwilling to act, or is the student director concerned, the students present may elect another person to chair the meeting.
- 4.12.3. Before a vote is taken, the student director concerned must be given a full and fair opportunity to do all or any of the following:
  - a. address the meeting personally;
  - b. submit a written statement to be presented at the meeting either personally or on their behalf;
  - c. nominate another person to speak on their behalf at the meeting.
- 4.12.4. Other directors and students present must also be given a fair opportunity to speak on the matter.
- 4.12.5. Each student is entitled to one vote only.
- 4.12.6. The student director is removed if a majority of students present and voting at the meeting vote in favour of the removal.
- 4.12.7. The chairperson's declaration of the result of a vote is taken as a resolution of the meeting. The number or proportion of votes for or against does not need to be recorded.

#### **4.13. Minutes of meeting of students**

- 4.13.1. The board must ensure full and accurate minutes of each meeting of students are recorded.
- 4.13.2. To ensure the accuracy of the minutes, the minutes of each meeting of students must be signed by the chairperson of the meeting, verifying their accuracy.

#### **4.14. Vacancies on board**

- 4.14.1. If a casual vacancy occurs in a student director position:
  - a. within six months of the director's election, the vacancy will be offered to the unelected candidate who received the highest number of votes in that election. If that candidate is unwilling or unable to accept the position, the offer will be made to the next highest-polling candidate, and so on in descending order of votes received, until the vacancy is filled. If there are no eligible candidates remaining, a by-election shall be conducted in accordance with the regulations; or
  - b. more than six months after the director's election, a by-election shall be conducted in accordance with the regulations; and

- c. the newly appointed or elected student director shall remain in office for the remainder of the term for that position.
- 4.14.2. If a casual vacancy occurs in a University director position, a replacement University director shall be appointed by the University.
- 4.14.3. If a casual vacancy occurs in an external director position, the board may appoint another eligible person to fill the vacancy for the remainder of the term for that position, provided that the appointment must be approved by the University.
- 4.14.4. The continuing directors may act despite a casual vacancy on the board. However, if at any time student directors constitute a minority of the board, the continuing directors may act only to:
  - a. increase the number of student directors to achieve a majority of the board; or
  - b. make decisions necessary to ensure the company meets its legal obligations or avoids significant operational or financial harm; or
  - c. address urgent matters affecting the continuity or governance of the company.

## **5. Delegation and committees**

---

### **5.1. Delegation**

- 5.1.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any committee except a function that is a duty imposed on the board by the Corporations Act or by any other law.
- 5.1.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated, and remains accountable for the exercise of those functions at all times.
- 5.1.3. The company must keep appropriate records of any delegations.

### **5.2. Committees**

- 5.2.1. WSUSU includes the following committees:
  - a. Student Representation Committee;
  - b. Audit, Finance and Risk Committee;
  - c. Nominations and Remuneration Committee.
- 5.2.2. The board may create and dissolve any other committees considered appropriate by the board to help with the conduct of the company's operations.
- 5.2.3. Committees shall have such membership, powers and duties as the board or the regulations shall confer on them, or which the board shall delegate to them.
- 5.2.4. A committee may meet and adjourn as it considers appropriate, or as directed by the board.

- 5.2.5. Each committee must provide regular written reports to the board and must also report at such times and in such form as the board may require.
- 5.2.6. Minutes of all committee meetings must be prepared promptly and made available to the board for review.
- 5.2.7. Where practicable, each committee must meet in sufficient time to ensure its reports can be considered by the board at the next scheduled board meeting.
- 5.2.8. A committee must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.

## **6. Meetings of the board**

---

### **6.1. Board meetings**

- 6.1.1. The board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it deems fit, provided that the board must meet:
  - a. within 28 days after the general election of student directors in each year; and
  - b. at least once every two months.
- 6.1.2. A director may call a board meeting by giving reasonable notice to all other directors.
- 6.1.3. Notice of a meeting is to be given in the way decided by the board.
- 6.1.4. The board may hold meetings or permit a director to take part in its meetings by using any technology that reasonably allows all directors participate in the meeting and vote in real time.
- 6.1.5. A director who participates in the meeting as mentioned in clause 6.1.4 is taken to be present at the meeting.
- 6.1.6. Each director present is entitled to one vote only.
- 6.1.7. A question arising at a board meeting is to be decided by a majority vote of the directors voting on the resolution and, if the votes are equal, the question is resolved so as to maintain the status quo.
- 6.1.8. At each board meeting:
  - a. the board chair is to preside as chairperson; and
  - b. if there is no board chair or if the board chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the directors present may choose one of their number to be chairperson of the meeting; and
  - c. the chairperson must conduct the meeting in a proper and orderly way.

## **6.2. Minutes of board meetings**

- 6.2.1. The board must ensure a record of all directors present and full and accurate minutes of each board meeting are recorded.
- 6.2.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be confirmed by the directors present at a subsequent board meeting and signed by the chairperson of the meeting, or the chairperson of the subsequent board meeting, verifying their accuracy.
- 6.2.3. Minutes of board meetings are available for inspection by the company secretary, the board and any other person approved by the board.

## **6.3. Quorum for, and adjournment of, board meeting**

- 6.3.1. The quorum for a board meeting is a majority of the total number of directors, provided that the student directors present must constitute at least half of those present.
- 6.3.2. If there is no quorum within 30 minutes after the time fixed for a board meeting:
  - a. the meeting is to be adjourned for at least one day; and
  - b. the directors who are present are to decide the day, time and place of the adjourned meeting.

## **6.4. Resolutions of board without meeting**

- 6.4.1. A written resolution agreed in writing by at least 75% of the directors is as valid and effectual as if passed at a properly convened board meeting, provided that:
  - a. every director has been given an opportunity to read and vote on the resolution; and
  - b. the number of student directors who agree to the resolution is not less than the number of non-student directors who agree to it.
- 6.4.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 6.4.3. A resolution mentioned in clause 6.4.1 may consist of several documents in like form, each agreed in writing by one or more directors.

## **6.5. Senior employee attendance at board meetings**

- 6.5.1. The company's most senior employee is entitled to attend and speak at board meetings but is not a director and is not entitled to vote.
- 6.5.2. The board may request the most senior employee to be absent from part or all of a board meeting where necessary.

## **7. Meetings of company member**

---

### **7.1. General meetings**

- 7.1.1. WSUSU is not required to hold annual general meetings unless required by law or requested by the University.
- 7.1.2. A general meeting may be convened at any time by the board or at the request of the University in accordance with the Corporations Act.
- 7.1.3. The company secretary must give notice of any general meeting to the company member, the directors and the auditor, in accordance with the Corporations Act.
- 7.1.4. The quorum for a general meeting is the member representative.
- 7.1.5. At a general meeting:
  - a. the board chair is to preside as chairperson; and
  - b. if there is no board chair or if the board chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the member representative may choose another person to be chairperson of the meeting.
- 7.1.6. The member may pass a resolution without a general meeting being held, by signing a document containing the resolution, in accordance with section 249B of the Corporations Act.
- 7.1.7. The board must ensure full and accurate minutes of each general meeting are recorded.
- 7.1.8. To ensure the accuracy of the minutes, the minutes of each general meeting must be signed by the chairperson of the meeting, verifying their accuracy.

## **8. Company secretary**

---

### **8.1. Appointment of company secretary**

- 8.1.1. The company must have at least one company secretary, who must be an individual:
  - a. ordinarily residing in Australia; and
  - b. at least 18 years of age;
  - c. not disqualified from managing a corporation.
- 8.1.2. The company secretary is appointed by the board.

### **8.2. Suspension and removal of company secretary**

- 8.2.1. The board may at any time suspend or remove a person appointed by the board as the company secretary.

### **8.3. Powers, duties and authorities of company secretary**

- 8.3.1. The company secretary holds office on the terms and conditions and with the powers, duties and authorities, delegated to them by the board.
- 8.3.2. The company secretary must consent in writing to holding the position of company secretary. The company must keep the consent and must notify ASIC of the appointment within 28 days.

## **9. Finance**

---

### **9.1. Financial year**

- 9.1.1. The company's financial year will commence on 1 January and end on 31 December, unless the board passes a resolution to change the company's financial year.

### **9.2. Financial records and audit**

- 9.2.1. The board must cause written financial records to be kept with respect to the company's financial affairs in accordance with the Corporations Act and the ACNC Act.
- 9.2.2. The financial records will be kept at the office or at such other place as the board thinks fit. The company must at all reasonable times make its financial records available in writing for inspection by directors and any other persons authorised or permitted by or under the Corporations Act, the ACNC Act or any other law to inspect such records.
- 9.2.3. The company must provide the company member with the financial reports required under Part 2M.3 of the Corporations Act within five months after the end of the company's financial year.
- 9.2.4. The board will ensure an auditor is appointed in accordance with the Corporations Act. The auditor's duties will be regulated in accordance with the Act, and the board will agree on remuneration.

### **9.3. Not-for-profit**

- 9.3.1. The income and property of the company must be applied solely towards the promotion of the objects of the company as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any individual.
- 9.3.2. Notwithstanding clause 9.3.1, nothing in this constitution shall prevent the payment in good faith of:
  - a. remuneration of any person in return for services actually rendered to the company; or
  - b. payment of a director in carrying out the company's charitable purpose; or
  - c. repayment for out-of-pocket expenses incurred on behalf of the company; or

- d. payment for sale or hire of goods or payment of rent for premises let to the company; or
- e. interest to any person in respect of money advanced by that person to the company or otherwise owing by the company to the person, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:
  - i the financial institution of the company; or
  - ii if there is more than one financial institution of the company, the financial institution nominated by the board.

## **10. Documents and legal**

---

### **10.1. Execution of documents**

- 10.1.1. If the company has a common seal, the common seal shall:
  - a. set out the name and ABN of the company;
  - b. be kept securely by the board; and
  - c. be used only under the authority of the board.
- 10.1.2. Each instrument to which the seal is attached shall be signed by a director and countersigned by:
  - a. the company secretary; or
  - b. another director; or
  - c. someone authorised by the board.
- 10.1.3. The company may execute a document (including a deed) without using the common seal if that document is signed by a director and countersigned by:
  - a. the company secretary; or
  - b. another director; or
  - c. someone authorised by the board.

### **10.2. Notices**

- 10.2.1. A written notice may be given by the company to the company member, a director or the auditor either personally, electronically or by sending it by post to the last address notified in writing to the company.
- 10.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.
- 10.2.3. Where a notice is sent by post:
  - a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
  - b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### **10.3. Amendments to constitution**

- 10.3.1. Subject to the Corporations Act, non-material amendments to this constitution may be approved by a special resolution.
- 10.3.2. Subject to the Corporations Act, material amendments to this constitution may be approved by a special resolution only following approval of the University Board of Trustees.
- 10.3.3. Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the special resolution.

### **10.4. Regulations**

- 10.4.1. The board may at any time make regulations, not inconsistent with either the Corporations Act or this constitution, with respect to any matter that is:
  - a. the subject of this constitution; or
  - b. necessary, convenient or desirable in relation to the management and control of the business and affairs of WSUSU.
- 10.4.2. In relation to any such regulation:
  - a. the regulation has the same force and effect as a clause in this constitution;
  - b. the regulation may at any time be altered or repealed by the board;
  - c. the regulation takes effect from the date of its adoption by the board, or from any later date specified by the board; and
  - d. if there is an inconsistency between the constitution and the regulation, this constitution prevails to the extent of the inconsistency.

### **10.5. Indemnity**

- 10.5.1. This clause applies to every person who is or has been an officer of the company.
- 10.5.2. To the extent allowed by the Corporations Act, the company will indemnify each person mentioned in clause 10.5.1 out of the property of the company against any liability that the person incurs in that capacity.
- 10.5.3. Clause 10.5.2 does not apply to any liability arising from conduct that involves:
  - a. fraud or dishonesty;
  - b. wilful misconduct or gross negligence;
  - c. a breach of the officer's duty to act in good faith in the best interests of the company; or
  - d. any other conduct for which indemnification is not permitted by law.

## **10.6. Insurance**

- 10.6.1. The company may at any time pay a premium for a contract insuring an officer against a liability that the officer incurs as an officer of the company including a liability for legal costs.
- 10.6.2. The liability insured against under clause 10.6.1 must not include that which the Corporations Act prohibits.

## **11. Winding up**

---

### **11.1. Excess property on winding up**

- 11.1.1. If upon winding up or cancellation of the company there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed to any individual.
- 11.1.2. Any surplus assets must be given up or transferred to one or more other charities:
  - a. that have charitable purposes similar to or inclusive of the objects of the company; and
  - b. which prohibit the distribution of their income, property and surplus assets among individuals to an extent at least as great as is imposed on the company under or by virtue of this constitution.
- 11.1.3. The charity or charities will be determined by the company member at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter.