

Constitution of  
UNIVERSITY OF THE SUNSHINE COAST  
STUDENT GUILD  
ABN 99 377 891 320

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Approved by the University of the Sunshine Coast Council on 6 December 2016 and by special resolution at a Special General Meeting of the Student Guild held on 7 April 2017 under the terms of its then-current constitution.

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17 June 2003                      Approved by University Council resolution

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## **OUR MISSION**

The University of the Sunshine Coast Student Guild is an organisation directed by elected students which aims to provide high quality representation, support services and relevant non-academic activities; while working with the University community and promoting the interest of life, progress and empowerment of students.

## **Recognition of Original Custodians**

The University Student Guild acknowledges the Traditional Custodians of the land on which we live, work and study. The Student Guild pays its respect to local indigenous Elders past, present and emerging and recognises the strength, resilience and capacity of all Aboriginal and Torres Strait Islander people.

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## PART 1 PRELIMINARY

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### C1 NAME

- 1.1 The name of the body is the “University of the Sunshine Coast Student Guild”.

### C2 APPLICATION

- 2.1 This Constitution applies to the body corporate established by the *University of the Sunshine Coast Act 1998* (Qld) as the University of the Sunshine Coast Student Guild.
- 2.2 This constitution and any amendments thereto shall take effect on the date of approval by University Council of the University of the Sunshine Coast or such later date as may be specified in that approval.
- 2.3. This Constitution is subject to the provisions of the Act and the subordinate legislation made pursuant to that Act.
- 2.4. Where any provisions of this Constitution conflicts with or is inconsistent with any provisions of the Act, that provision will be read and interpreted as being subject to the provisions of the Act and will be ineffective, but only to the extent of any conflict or inconsistency.
- 2.5. Where any provisions of this Constitution require clarification or reference to other legislation that reference is to the *Associations Incorporation Act 1981* (Qld) and the *Associations Incorporation Regulation 1993* (Qld).

### C3 OBJECTS

- 3.1 The objects of the Student Guild are:
- 3.1.1 act in the common interest of its members and conduct its affairs for the benefit of its members;
  - 3.1.2 represent the collective interests of all students and the interests of specific groups of students by providing student services and amenities of a non-academic nature;
  - 3.1.3 monitor, protect, encourage and promote the welfare, culture, education and well-being of its members;
  - 3.1.4 advocate for, and where appropriate establish, operate and maintain facilities and services for the benefit of its members;
  - 3.1.5 provide a means of representation and communication for its members within the University, other student organisations, and the wider community;
  - 3.1.6 provide information resources and referral assistance for its members and stimulate and encourage awareness and discussion and resolution of issues affecting all students and particular groups of students;
  - 3.1.7 play an active part in the decision-making and governance processes of the University by seeking and maintaining adequate student representation on the University Council and University committees;
  - 3.1.8 nominate ordinary members, as required, to serve on any committees of the Student Guild or committees of the University or the outside community which have provision for such membership;

- 3.1.9 join with the University or other body in providing such educational, cultural, sporting, recreational, social, commercial and welfare amenities and /or services to students at the discretion of the Committee of Management;
  - 3.1.10 promote and assist with the improvement or reform of any aspect of education within the Commonwealth of Australia or the State of Queensland;
  - 3.1.11 provide, conduct and manage educational, cultural, sporting, welfare, recreational, social and commercial facilities at the discretion of the Committee of Management of the Student Guild;
  - 3.1.12 examine, recommend and negotiate improvements on matters concerning students;
  - 3.1.13 promote the implementation, observation and maintenance of sound environmental practices among University students, Student Guild members, Student Guild Employees and University Employees;
  - 3.1.14 be independent of religious or political organisations or any affiliations to such organisations; and
  - 3.1.15 undertake any activities deemed necessary to carry out any of the objectives of the Student Guild.
- 3.2 Do all and things as may be deemed reasonably necessary or incidental to the achievement of similar objects.

#### **C4 POWERS**

- 4.1 The powers of the Student Guild are:
- 4.1.1 to use and disburse its income, however derived, in the purchase of equipment, goods, materials and stock for, purpose or use as may be necessary to carry out the objects of the Student Guild;
  - 4.1.2 to invest and deal with the monies of the Student Guild which are not immediately required from time to time in secured investments;
  - 4.1.3 to operate banking accounts and to transact such financial business as may be necessary to carry out the objects of the Student Guild;
  - 4.1.4 to borrow or raise or secure the payment of money for any of the objects of the Student Guild in such manner and upon such terms as determined and to secure the repayment thereof by any mortgage or charge of any property present or future of the Student Guild or to secure any guarantee by any other person, firm, corporation or unincorporated association in respect of the repayment of such money or to secure the repayment of such money in any other manner;
  - 4.1.5 to enter into contracts;
  - 4.1.6 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and to sell, lease, mortgage, or otherwise dispose of it;
  - 4.1.7 to establish and supervise all affiliated bodies, clubs and societies and to make grants thereto for approved purposes;
  - 4.1.8 to engage and dismiss persons or hire agents in its service and to remunerate a student in cash, or otherwise, for services rendered;
  - 4.1.9 to hold licences under any legislation for the time being in force;

- 4.1.10 to carry on business of any kind, type or description whether in partnership with or under any arrangements as to the sharing of profits or otherwise;
  - 4.1.11 to establish, operate, maintain, whether on the property of the Student Guild or elsewhere, any physical facilities or services for student accommodation, refectories, commercial and recreational amenities and all other things without restriction of any kind for the benefit of students, provided that any such physical amenities and facilities which are established on campuses must first be approved by the University;
  - 4.1.12 to generally act in any matter authorised in the Act or this Constitution or as necessary or convenient for giving effect to this Constitution; and
  - 4.1.13 without limiting the powers set out in 4.1.1 to 4.1.12 all of the powers of an individual.
- 4.2 The Committee of Management, on behalf of the Student Guild, may exercise these powers but only in furtherance of the Student Guild's objects, and in all cases subject to the Act, this Constitution and any statutes, rules, policies, procedures or guidelines of the University.
- 4.3 The income and property of the Student Guild must be used solely in promoting the Student Guild's objects and exercising the Student Guild's powers.

## C5 PROMOTION OF OBJECTS/NOT FOR PROFIT

### 5.1 Benefit of the Student Guild

5.1.1 The income and property of the Student Guild must be applied solely for the benefit and promotion of the Student Guild's objects and no part of the income or property will be:

5.1.1.1 paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the members; or

5.1.1.2. paid to the Committee Members as fees or other remuneration or other benefit in money or money's worth.

### 5.2 Exception

5.2.1 Nothing in Rule 5.1 precludes:

5.2.1.1 payment in good faith of reasonable and proper remuneration to any Committee Member, officer or employee of the Student Guild or to any member in return for any services rendered to the Student Guild;

5.2.1.2 in the case of any Committee Member who is engaged by the Student Guild as a consultant or employee, any reasonable and proper remuneration for services provide to the Student Guild; and

5.2.1.3 the repayment of reasonable out-of-pocket expenses, properly incurred by any Committee Member.


### 5.3 Committee of Management's prior approval

5.3.1 Any payment authorised under Rule 5.2 may be made only with the prior written approval of the Committee of Management.


## PART 2 MEMBERSHIP

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### C6 MEMBERS

-  The Committee of Management shall maintain a register of members of the Student Guild including ordinary members, associate members, life members and honorary members.
- 6.2 All enrolled students of the University may register to become a member of the Student Guild.
- 6.3 Membership registration will be undertaken in a manner determined appropriate by the Committee of Management. All such registered students shall be ordinary members of the Student Guild.
- 6.4 Students can withdraw their membership from the Student Guild by making a request to the Secretary in writing.
- 6.5 The liability of a member of the Student Guild towards the payment of debts and liabilities of the Student Guild shall be limited to the amount, if any, of unpaid membership fees.

### C7 MEMBERSHIP CATEGORIES

- 7.1 Ordinary member
-  Ordinary members are persons who are currently enrolled as a student. Ordinary membership ceases when the student's enrolment at the University ceases or is otherwise withdrawn, suspended, or terminated.
- 7.1.2 Ordinary members will not incur fees or charges for membership.
- 7.2 Associate member
- 7.2.1 Associate members are persons who are financial members of the Student Guild but not a student.
- 7.2.1 Associate members shall not be eligible to vote and shall not be eligible to hold any office but may otherwise enjoy the privileges of the Student Guild.
- 7.3 Life member
- 7.3.1 The following persons shall be eligible for life membership upon application or nomination and by resolution of the Committee of Management for recognition of special services rendered to the Student Guild:
- 7.3.1.1 Student members of the University Council;
- 7.3.1.2 Student Guild members who have made a significant contribution to the Student Guild or the University.
- 7.3.2 Life members shall not be eligible to vote and shall not be eligible to hold any office but may otherwise enjoy the privileges of the Student Guild.
- 7.3.3 Nothing in this rule precludes a life member also being an ordinary member.
- 7.4. Honorary member
- 7.4.1 Honorary members are persons admitted as an honorary member of the Student Guild by resolution of the Committee of Management for a period not exceeding 12 months.



7.4.2 Honorary members shall not be eligible to vote and shall not be eligible to hold any office but may otherwise enjoy the privileges of the Student Guild.

7.4.3 Nothing in this rule precludes an Honorary Member also being an ordinary member.

7.5 Membership is personal to a member and is not transferable.

## C8 ENTITLEMENTS OF MEMBERS

8.1 Only members may use the amenities and services of the Student Guild.

8.2 Only ordinary members may stand as, vote for, and nominate or second candidates in elections.

8.3 All members of the USC Student Guild are bound by all University policies and procedures relating to students.

## PART 3 FINANCE AND LEGAL

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### C9 FINANCIAL YEAR

9.1 The financial year of the Student Guild is from 1 January to 31 December.

### C10 FUNDS AND ACCOUNTS

10.1 The funds of the Student Guild must be kept in accounts in the name of the Student Guild with a reputable financial institution as determined by the Committee of Management.

10.2 In order to receive funding from the University, the Student Guild must adhere to and must submit bi-annual reports on activities, plans and initiatives for the forthcoming 6 month period in addition to the terms and conditions in the funding agreement, between the University and the Student Guild.

10.2.1 Must be submitted to the Pro Vice Chancellor (Students) 

10.3 Accounts and associated records must be kept in the English language and in sufficient detail as required to properly explain and justify all transactions in relation to the funds and assets of the Student Guild. The Treasurer is responsible for keeping the books of account and associated records.

10.4 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

10.5 A payment by the Student Guild greater than a limit determined by the Committee of Management must be made by cheque or electronic funds transfer.

10.6 All payments greater than a limit determined by the Committee of Management must be approved by two persons authorised by the Committee of Management.

10.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

10.8 Every petty cash account must be kept in the financial institution, and the Committee of Management and Treasurer must determine the amount of petty cash to be kept in the account.

10.9 The Student Guild shall produce for audit, draft financial statements by 31 March and shall provide to the University Council no later than 30 June each year, one copy of the audited annual account relating to the preceding Financial Year.

- 10.10 The Student Guild must provide to University Council by 30 June, a list of activities for the previous year and a plan for the current year.






#### C11 ANNUAL BUDGET

- 11.1 An annual budget for expenditure of the Student Guild's funds shall be prepared for each Financial Year.
- 11.2 The annual budget shall be submitted to a meeting of the Committee of Management for adoption before the commencement of the Financial Year.

### PART 4 COMPOSITION AND MEMBERSHIP OF THE COMMITTEE OF MANAGEMENT

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#### C12 THE COMMITTEE

-  The Committee of Management is to consist of:
- 12.1.1 the office-bearers of the Student Guild, and
  - 12.1.2 four (4) ordinary members, each of whom is to be elected at the annual general meeting of the Student Guild.
- 12.2 The total number of Committee Members is to be nine (9).
-  The office-bearers of the Student Guild, who must also be ordinary members, are as follows:
- 12.3.1 the president;
  - 12.3.2 the vice-president (Clubs and Societies);
  - 12.3.3 the vice-president (Marketing and Events);
  - 12.3.3 the Treasurer; and
  - 12.3.4  the Secretary.
- 12.4 A Committee Member may hold up to two (2) offices (other than both president and vice-president).
-  Each member of the Committee of Management is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 12.6 The office-bearers are to be responsible for:
- 12.6.1 making decisions consistent with policy and by-laws between meetings of the Committee of Management;
  - 12.6.2  the day to day operation of the Student Guild;
  - 12.6.3 making decisions where no policy or by-laws exist, between meetings of the Committee of Management, for ratification by the Committee of Management at its next meeting.



#### C13 BYLAWS, CODE OF CONDUCT ETC

- 13.1 The Committee of Management may at any time and from time to time issue and/or impose a code of conduct, rules and/or any other by-laws, regulations or standards for the Student

Guild which may deal with any matter within the power of the Committee of Management including (without limitation):

- 13.1.1 regulating the internal management of the Student Guild;
  - 13.1.2 the admission and/or disqualification or termination of members;
  - 13.1.3 any fees and levies payable by members (as previously approved by the University Council);
  - 13.1.4 conditions of membership;
  - 13.1.5 the rights attaching to membership;
  - 13.1.6 qualifications required for membership;
  - 13.1.7 availability of services or facilities of the Student Guild and/or access to them by members; and
  - 13.1.8 the conditions for use or licence of any trade or other mark or property of the Student Guild.
- 13.2 The subordinate regulations for the time being in force will be binding on all members.
- 13.3 The Committee of Management may distinguish between members in the application or enforcement of any subordinate regulation without giving reasons and without being liable for any loss occasioned by doing so.
- 13.4 The Committee of Management may at any time and from time to time without notice:
- 13.2.1 vary, amend, suspend, revoke or otherwise change any subordinate regulation; and
  - 13.2.2 make new subordinate regulations.
- 13.5 In the event of any inconsistency or conflict between this Constitution and any subordinate regulation, this Constitution will prevail to the extent of any inconsistency or conflict.

#### C14 CASUAL VACANCIES

- 14.1 In the event of a casual vacancy occurring in the membership of the Committee of Management, the Committee of Management may appoint an ordinary member of the Student Guild to fill the vacancy and the member so appointed is to hold an ordinary office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 14.2 A casual vacancy in the office of the Committee of Management occurs if the relevant Committee Member:
- 14.2.1 is not, or ceases to be, an ordinary member;
  - 14.2.2 dies;
  - 14.2.3 resigns office by notice in writing given to the Secretary;
  - 14.2.4 is removed from office under rule 16;
  - 14.2.5 has membership privileges withdrawn;
  - 14.2.6 becomes a mentally incapacitated person, becomes subject to the provisions of the *Mental Health Act 2000* (Qld);
  -  14.2.7 is absent without the consent of the Committee of Management from three (3) consecutive meetings of the Committee of Management;
  -  14.2.8 becomes bankrupt;

- 14.2.9 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or
- 14.2.10 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).


#### 14.3 Leave of Absence

- 14.3.1 If so requested, the Committee of Management may grant leave of absence to any of its Committee Members;
- 14.3.2 provided that, where it is not possible for a Committee Member to request a leave of absence, the Committee of Management may resolve retrospectively to grant a leave of absence on application in writing by the Committee Member at the next ordinary meeting of the Committee of Management.

### C15 ELECTION OF COMMITTEE MEMBERS

#### 15.1 Nominations of candidates for election as office-bearers of the Student Guild:

- 15.1.1 must be made in writing and may be delivered via email or electronic forms as may otherwise be determined by the Committee of Management;
- 15.1.2 must be delivered to the Secretary at least seven (7) days before the date fixed for the holding of the general meeting at which the election is to take place.

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

- 15.3 If insufficient further nominations are received, any vacant positions remaining on the Committee of Management are taken to be casual vacancies.
- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.6 The ballot for the election of office-bearers of the Committee of Management is to be conducted at the annual general meeting in such usual and proper manner as the Committee of Management may direct.
- 15.7 Where possible, a gender balance shall be maintained in the composition of the Committee of Management.
- 15.8 A person nominated as a candidate for election as a Committee Member must be an ordinary member of the Student Guild.

### C16 REMOVAL OF COMMITTEE MEMBERS

- 16.1 The Student Guild in general meeting may by special resolution remove any member of the Committee of Management before the expiration of the member's term of office and may by resolution appoint another ordinary member to hold office until the expiration of the term of office of the member removed.
- 16.2 If a member of the Committee of Management to whom a proposed resolution referred to in Rule 16.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Student Guild, the Secretary or the president may send a copy of the

representations to each member of the Student Guild or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### C17 APPOINTMENT OF SUBCOMMITTEES

- 17.1 The Committee of Management may appoint one or more subcommittees, administrative committees or standing committees consisting of persons considered appropriate by the Committee to assist and advise it in carrying out its functions.
- 17.2 The Committee of Management shall co-ordinate and regularly review the activities of subcommittees and disband subcommittees as the Committee of Management deems appropriate.
- 17.3 Subcommittees shall have such membership, powers and duties as the Committee of Management shall confer on them, or which the Committee of Management shall delegate to them.
- 17.4 A subcommittee may meet and adjourn as it considers appropriate, or as requested by the Committee of Management.

### PART 5 MEETINGS

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#### C18 GENERAL MEETINGS

- 18.1 General meetings are meetings of all Student Guild members and consist of annual general meetings and special general meetings.


#### C19 ANNUAL GENERAL MEETINGS - HOLDING OF

- 19.1 The Student Guild must hold its first annual general meeting within 18 months after its establishment under the Act.
- 19.2 The Student Guild must hold its annual general meetings:
  - 19.2.1 within six (6) months after the close of the Financial Year, or
  - 19.2.2 within such later time as may be allowed by the University.

#### C20 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 20.1 The annual general meeting of the Student Guild is, subject to this Constitution, to be convened on such date and at such place and time as the Committee of Management determines.
- 20.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - 20.2.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - 20.2.2 to receive from the Committee of Management reports on the activities of the Student Guild during the preceding Financial Year;
  - 20.2.3 to elect office-bearers and other Committee Members of the Student Guild;
  - 20.2.4 to receive and consider the duly audited;
    - 20.2.4.1 income and expenditure statements; and

20.2.4.2 balance sheet of the Student Guild's finances for the Financial Year ending prior to the annual general meeting;

20.2.4.3  to appoint independent registered auditors of the Student Guild for the following year; and

20.2.6 to report on the pending business of the Student Guild for the current Financial Year.

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

## C21 SPECIAL GENERAL MEETINGS - CALLING OF

21.1 The Committee of Management may, whenever it determines, convene a special general meeting of the Student Guild.

21.2 The Committee of Management must, on the requisition in writing of at least 25 ordinary members, convene a special general meeting of the Student Guild.

21.3 A requisition of ordinary members for a special general meeting:

21.3.1 must state the purpose or purposes of the meeting;

21.3.2 must be signed by the members making the requisition;

21.3.3 must be lodged with the Secretary; and

21.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

21.4 If the Committee of Management fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

21.5 A special general meeting convened by a member or members must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee of Management.

## C22 NOTICE

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

22.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Student Guild, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying the intention to propose the resolution as a special resolution.

22.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting.

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

## C23 CHAIRPERSON



- 23.1 The president of the Student Guild is entitled to take the chair at every Committee of Management meeting and every general meeting.
- 23.2 The Secretary shall be the deputy chairperson of the Student Guild and shall chair meetings where the president is absent, or declines to occupy the chair, or leaves the chair.
- 23.3 If both the president and Secretary are absent, or decline to occupy the chair, or leave the chair, the Committee of Management must elect a person present to temporarily chair the meeting.
- 23.4 The chairperson can approve attendance of any visitors to any meeting, having participatory rights. Visitors will not have voting rights.
- 23.4 The chairperson of a meeting is independent of the voting members and is responsible for ensuring the proper conduct of business at meetings.
- 23.5 In the case of a tied vote on a proposed resolution, the chairperson has a casting vote, in addition to his or her deliberative vote.

## C24 QUORUM FOR, AND ADJOURNMENT OF, COMMITTEE MEETINGS

24.1 No item of business is to be transacted at a Committee of Management meeting unless a quorum of two-thirds of the total number of members of the Committee of Management vote is present.

24.2 If there is no quorum within 15 minutes after the time fixed for a Committee of Management meeting:

24.2.1 the meeting is to be adjourned for at least one day; and

24.2.2 the members of the Committee of Management who are present are to decide the day, time and place of the adjourned meeting.

24.3 If a quorum is not present after a quorum count has been called during a meeting, the chairperson will close the meeting.

## C25 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETINGS

25.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

25.2 Ten (10) members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

25.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

25.3.1 if validly convened on the requisition of members, is to be dissolved; and

25.3.2 in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by

the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.


- 25.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the ordinary members present (being at least five (5) are to constitute a quorum.

## C26 VOTING AND DECISIONS

- 26.1 Questions arising at a general meeting of members or a meeting of the Committee of Management are to be determined by a majority of the votes of ordinary members or Committee Members, as the case may be, present at the meeting. Proxy voting is not permitted to be undertaken in any such meetings.
- 26.2 Each member present at a general meeting or the Committee of Management (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, in accordance with Rule 23.5 the chairperson presiding at the meeting may exercise a second or casting vote.
- 26.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee of is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee of Management.
- 26.4 If so determined by the Committee of Management, members may vote on a resolution electronically in such manner and subject to such safeguards as are determined by the Committee of Management.
- 26.5 The provisions of Rules 26.1, 26.2 and 26.3 shall apply equivalently to the meeting of any sub-committee or other committee appointed by the Committee of Management.

## C27 CIRCULATING RESOLUTIONS OF THE COMMITTEE OF MANAGEMENT

### 27.1 Resolutions (Flying Minutes)

- 27.1.1  The Committee of Management may pass a resolution without a Committee Members' meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

### 27.2 Copies

- 27.2.1 Separate copies of a document may be used for signing by Committee Members if the wording of the resolution and statement is identical in each copy.

### 27.3 When the resolution is passed

- 27.3.1 The resolution is passed when the last Committee Member signs.

### 27.4 Note: Passage of a resolution under this rule must be recorded in the minute books of the Committee of Management.

## C28 EXECUTION OF DOCUMENTS

### 28.1 The Student Guild may execute a document if the document has been approved by the Committee of Management and is signed by:

- 28.1.1 two Committee Members (preferably the president and Secretary); or



28.1.2 one Committee Member where authorised by resolution of the Committee of Management.

28.2 Note: Execution of a document under this rule must be recorded in the minute books of the Committee of Management.

## C29 USE OF TECHNOLOGY

29.1 Any Committee of Management meeting may be conducted at more than one venue by using any technology that gives each Committee Member reasonable opportunity to participate in the meeting and permits each Committee Member present to hear and be heard by each of the other Committee Members present.

## PART 6 MISCELLANEOUS

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### C30 INSURANCE

30.1 The Student Guild may effect and maintain insurance.

### C31 EMPLOYEES OF THE GUILD

31.1 The Student Guild may appoint employees in accordance with the by-laws.

31.2 Appointment of General Manager

31.2.1 A general manager may be appointed by the Committee of Management on such terms as the Committee of Management may determine and perform such duties as directed by the Committee of Management.

31.2.2 If a vacancy occurs in the office of general manager, the Committee of Management shall ensure a replacement general manager is appointed as soon as practical after the vacancy occurs.

31.3  A member who is a Student Guild Employee shall:

31.3.1 be ineligible for candidature as a Committee Member; and

31.3.2 immediately be deemed to have vacated the position of Committee Member upon commencing employment with the Student Guild.

### C32 DISSOLUTION OF GUILD

32.1 If the Student Guild is wound up, dissolved or otherwise rendered defunct and all of the Student Guild's debts and liabilities have been satisfied then any remaining income or property must not be paid or distributed amongst the Students but must be dealt with as directed by the University Council.

### C33 INTERPRETATION

33.1 Except to the extent that such interpretation shall be excluded by or be contradictory to the context in this Constitution, words importing the singular or plural shall be deemed to include the plural or singular respectively.

33.2 Interpretation of this Constitution is otherwise the responsibility of the Committee of Management.

### C34 INDEMNITY

- 34.1 Every Committee Member and Student Guild Employee shall be entitled to be indemnified out of the property of the Student Guild against all liabilities incurred by them in or about the proper carrying out of the functions of the Student Guild.

### C35 CHANGE OF NAME, OBJECTS AND CONSTITUTION

- 35.1 The Student Guild must have a written constitution.
- 35.2 An application to the University Council for registration of an amendment to the Student Guild's objects or Constitution in accordance with section 38 of the Act is to be made by the Secretary or a Committee Member.
- 35.3 An amendment to this Constitution shall only take effect after:
- 35.3.1 the amendment has been submitted and approved by the University Council; and
  - 35.3.2 the amendment has been submitted and approved by members in attendance at an Annual General Meeting.
- 35.4 A special general meeting for the purposes of approval of an amendment to this Constitution shall be conducted following:
- 35.4.1 a resolution of the Committee of Management; or
  - 35.4.2 receipt by the Secretary of a petition signed by not less than 25 ordinary members which specifies the proposed amendment.
- 35.5 The proposed amendments to this Constitution will be displayed in public at or near the Student Guild premises and posted on the Student Guild website for at least 21 days.
- 35.6 This Constitution may not be altered, repealed or amended retrospectively.

### C36 SERVICE OF NOTICES

- 36.1 For the purpose of this Constitution, a notice may be served on or given to a person:
- 36.1.1 by delivering it to the person personally;
  - 36.1.2 by sending it by pre-paid post to the address of the person;
  - 36.1.3 by sending it by email to the student's University email address; or
  - 36.1.4 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 36.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 36.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee;
  - 36.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post;
  - 36.2.3 in the case of a notice sent by email to the student's University email address, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; and
  - 36.2.4 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the

transmission was sent produces a report indicating that the notice was sent on a later date, on that date.



#### COMMON SEAL

- 37.1 There shall be a Common Seal of the Student Guild.
  - 37.1.1 The Secretary or president shall provide for the safe custody of the Common Seal, which shall be used only by the authority of the Committee of Management.
  - 37.1.2 The president or such other persons as are authorised by the Committee of Management from time to time shall sign every instrument to which the Common Seal is affixed.

## C38 DEFINITIONS

In this Constitution, unless the contrary intention appears

**"Act"** means the *University of the Sunshine Coast Act 1998* (Qld) and includes all statutes and subordinate legislation amending, consolidating or replacing the Act.

**"Committee Member"** means a member of the Committee of Management.

**"Committee of Management"** means the executive committee of the Student Guild, constituted in accordance with Part 4 of this Constitution and responsible for managing the affairs and activities of the Student Guild.

**"Financial Year"** means the period January 1 to December 31.

**"members"** means those persons who are members of the Student Guild pursuant to this Constitution.

**"office-bearer"** means a person who holds an executive office of the Student Guild.

**"person"** means a natural person.

**"Register"** means the register of members of the Student Guild.

**"Secretary"** means the person holding office under this Constitution as secretary of the Student Guild, and having the following responsibilities:

- to keep minutes of all appointments of office-bearers and other members of the Committee of Management;
- to record the names of the Committee Members or members present at a Committee of Management meeting or a general meeting, as the case may be;
- to record all proceedings at Committee of Management meetings and general meetings; and
- to keep in his or her custody or under his or her control all records, books and other documents relating to the Student Guild.

**"special general meeting"** means a general meeting of the Student Guild other than an annual general meeting.

**"special resolution"** means a resolution of which notice has been given and that has been passed by at least 75% of the votes cast by members who are present and entitled to vote on the resolution.

**"student"** means a person enrolled in a formal program of learning at the University.

**"Student Guild"** means the University of the Sunshine Coast Student Guild, being the body corporate established by the Act.

**"Student Guild Employee"** means a person who is engaged in paid employment by the Student Guild on either a full-time or part-time basis in a permanent or temporary capacity or as a casual employee.

**"subordinate regulations"** means any code of conduct, rules, bylaws, regulations or standards issued from time to time by the Committee of Management under Rule 13 and "subordinate regulation" means any one of them.

**"Treasurer"** means the person holding office under this Constitution as treasurer of the Student Guild, and having the following responsibilities:

- to ensure that all money due to the Student Guild is collected and received and that all payments authorised by the Student Guild are made;
- to ensure that correct books and accounts are kept showing the financial affairs of the Student Guild, including full details of all receipts and expenditure connected with the activities of the Student Guild.

**"University"** means the University of the Sunshine Coast as defined in the Act.

**"University Council"** means the Council of the University.

**"University Employee"** means a person employed by the University.