

**University of Newcastle Law Students
Association**

Constitution



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Part 1 Preliminary

1 Definitions

(1) In this Constitution:

Affiliation means the support and financial support arrangement between the Association and its University Affiliate Organisation, except in the case where it refers to Australian Law Students' Association;

Annual General Meeting means the General Meeting that must be convened in accordance with clause 42 of this Constitution;

Association Financial Year has the meaning given to it under clause 67;

Committee Member means a member of the Committee of the Association;

Handover Period means the Handover Period prescribed in the By-Laws of the Association;

Incoming Executive or Committee means the Committee Members elected to those respective positions for the following year;

Incumbent Executive or Committee means the Committee Members holding office in those respective positions during a given year;

Member means a member of the Association;

Membership Fee means the membership fee as prescribed in the By-Laws of the Association;

Ordinary Resolution has the meaning given to it in the *Associations Incorporation Act 2009*;

Semester means a semester as adopted by the University of Newcastle;

Special General Meeting means a General Meeting of the Association other than an Annual General Meeting;

Special Resolution has the meaning given to it in the *Associations Incorporation Act 2009*;

the Act means the *Associations Incorporation Act 2009*;

the Association means the University of Newcastle Law Students

Association;

the Committee, Committee or Committee Members means those persons described in Parts 3 and 4 of this Constitution, unless a contrary intention appears;

this Constitution or Constitution means this Constitution of the University of Newcastle Law Students Association including all Schedules and By-Laws;

the Executive, Executive or Executive Member means those persons described in Part 4 of this Constitution;

the Regulation means the *Associations Incorporation Regulation 2016*;

the University Affiliate Organisation means the definition included in clause 5 of this Constitution; and

University means the University of Newcastle.

- (2) In this Constitution a reference to:
- (a) a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
 - (b) Committee Members or a Committee Member includes a reference to Executive Members unless a contrary intention appears; and
 - (c) a Committee Member elect is taken to mean the member elected to the relevant position in the following year.
- (3) The provisions of the *Acts Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2 Preamble

- (1) This is this Constitution of the University of Newcastle Law Students' Association.
- (2) The Association is not-for-profit.

- (3) The Association acknowledges and respects the Awabakal people, traditional custodians of the land on which the law campuses of the University are situated.

3 Objects

The objects of the Association are to:

- (1) safeguard and further the academic interests of members, including monitoring the study conditions, courses, library facilities and all other matters of concern;
- (2) raise awareness of and involve members in matters of general concern to the Association;
- (3) foster a good relationship between the Association and the legal profession;
- (4) organise academic competitions;
- (5) provide social activities for members;
- (6) encourage a good relationship between members and the University staff;
- (7) promote the University and the Newcastle Law School; and
- (8) foster a positive culture and spirit of collegiality among members.

4 Powers

The Association has the power to:

- (1) Charge membership fees in accordance with this Constitution and the By-Laws of the Association;
- (2) Raise funds by any means including (but not limited to) receiving grants, seeking sponsorship, charging fees, investing funds, borrowing or any other appropriate means necessary;
- (3) Purchase and deal with property;
- (4) Pay all necessary preliminary or other expenses incurred in the formation of the Association;
- (5) Give guarantees;

- (6) Join or cooperate with any organisation;
- (7) Make donations for patriotic, charitable or community purposes;
- (8) Enter into contractual or other arrangements;
- (9) Acquire, print and distribute any publication;
- (10) Organise competitions;
- (11) Award scholarships and prizes;
- (12) Give recognition to any person;
- (13) Give assistance (financial or otherwise) to any member in accordance with this Constitution including any of the By-Laws of the Association;
- (14) Delegate powers to any Sub-Committee consisting of one or more persons;
and
- (15) Do anything else incidental to these powers or for the efficient running of the Association.

5 Affiliation

- (1) The Association's University Affiliate Organisation is the relevant student department of the University of Newcastle.
- (2) Any provision in this Constitution which is inconsistent with the terms and agreements of the University Affiliate Organisation as amended from time to time will, to the extent of any inconsistency, be invalid. All matters not specifically dealt with in this Constitution or the By-Laws of the Association are governed by the terms and agreements of the University Affiliate Organisation.
- (3) If the Association is disaffiliated by the University Affiliate Organisation, the Association will forfeit all funds and property to the University Affiliate Organisation to the extent that those funds and property were provided by the University Affiliate Organisation in the current or previous financial year.
- (4) If the Association ceases to operate for more than one year, the Association will forfeit its funds and property to the University Affiliate Organisation, to the

extent that those funds and property were provided by the University Affiliate Organisation in the current or previous financial year, and any surplus funds or property will be donated to the Newcastle Law School.

- (5) The Association is to remain an affiliated member of the Australian Law Students' Association.

Part 2 Membership

6 Membership generally

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural person;
 - (b) the person has applied and been approved for membership of the Association in accordance with clause 7; and
 - (c) The person is enrolled in a Bachelor of Laws, Juris Doctor or a Masters of Laws program at the University of Newcastle.

7 Application for membership

- (1) An application by a person for membership of the Association:
 - (a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee;
 - (b) must be accompanied by the payment of a Membership Fee; and
 - (c) must be lodged (including by electronic means, if the Committee so determines) with the Vice President (Administration) of the Association.
- (2) The Vice President (Administration) must, on payment by the applicant of the amounts referred to in subclause (1)(b), enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

8 Cessation of membership

- (1) A person ceases to be a member of the Association if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the Association, or
 - (d) fails to pay the annual membership fee under clause 7(1)(b) within one (1) week after the fee is due and payable.

9 Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person;
and
 - (b) terminates on cessation of the person's membership.

10 Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the Vice President (Administration) written notice of the member's intention to resign and, on the expiration of the period of notice, upon receipt of which the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Vice President (Administration) must remove them from the register of members.

11 Register of members

- (1) The Vice President (Administration) must establish and maintain a register of members of the Association (whether in written or electronic form) specifying:
- (a) the name;

- (b) student number;
 - (c) degree program;
 - (d) phone number;
 - (e) email address;
 - (f) expected year of graduation;
 - (g) type of membership; and
 - (h) the date on which the person became a member.
- (2) The register of members must be open for inspection, at the receipt of any reasonable request of any member and will be made available at a reasonable time by the Vice President (Administration).
- (3) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (5) The register of members is to be kept in an electronic form.
- (6) The register of members must be capable of being converted into a hard copy.

12 Fees and subscriptions

- (1) A member of the Association must pay to the Association an annual Membership Fee as is prescribed under the By-Laws of the Association:
- (a) except as provided by paragraph (b), before the first day of the financial year of the Association in each calendar year; or

- (b) if the member becomes a member on or after the first day of the financial year of the Association in any calendar year, on becoming a member and before the first day of the financial year of the Association in each succeeding calendar year.
- (2) Membership Fees are non-refundable.

13 Rights of members

- (1) All members who have paid their annual membership fee have the right to:
- (a) attend Annual and Special General Meetings;
 - (b) vote at Annual and Special General Meetings;
 - (c) nominate another member to become a Committee Member of the Association;
 - (d) vote in the election of Committee Members;
 - (e) be nominated to become a Committee Member of the Association;
 - (f) become a Committee Member of the Association; and
 - (g) have the minutes of any Committee or Executive meeting made available within a reasonable time upon the submission of a reasonable written request by the member to the Vice President (Administration).
- (2) The rights of honorary members are those which are prescribed under the By-Laws of the Association.

14 Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 12.

15 Resolution of disputes

A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be handled in accordance with the By-Laws of the Association.

Part 3 The Committee

16 Powers of the Committee

Subject to the Act, Regulations, this Constitution and the By-Laws of the Association, the Committee:

- (1) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this Constitution to be exercised at an Annual or Special General Meeting of members or by the Executive of the Association; and
- (2) has the power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

17 Composition and membership of Committee

- (1) The Committee is to consist of:
 - (a) the Executive of the Association; and
 - (b) the Committee Members prescribed under the By-Laws of the Association,each of whom is to be elected at the Annual General Meeting or at a Special General Meeting of the Association under clause 18.
- (2) No Committee Member may hold more than 1 office.
- (3) There is no maximum number of consecutive terms for which a Committee Member may hold office.

- (4) Following election, each Incoming Committee Member is, subject to this Constitution and the By-Laws of the Association, to come into office from the end of the Handover Period and to hold that office until the expiry of the Handover Period in the following year.

18 Election of Committee Members at an Annual or Special General Meeting

- (1) Nominations of candidates for election as Executives of the Association or as ordinary Committee Members at an Annual or Special General Meeting:
 - (a) must be made in writing in the form prescribed by the By-Laws of the Association; and
 - (b) must be delivered to the Vice President (Administration) of the Association at least 3 days before the date fixed for the holding of the Annual or Special General Meeting at which an election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, vacant positions may be nominated from the floor of the Annual or Special General Meeting in which the election is taking place.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee or Executive are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are to run against a vote of no confidence in a ballot.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Executive and Committee Members is to be conducted in accordance with the By-Laws of the Association.

- (7) A person nominated as a candidate for election as an Executive or as an ordinary Committee Member of the Association must be a member of the Association.

19 Election of Executive Members at a By-Election

- (1) Nominations for candidates for election as an Executive Member of the Association at a By-Election:
 - (a) must be made in writing in the form prescribed by the By-Laws of the Association; and
 - (b) must be delivered to the Vice President (Administration) of the Association at least 3 days before the date fixed for the holding of the By-Election.
- (2) If insufficient nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are to run against a vote of no confidence in a ballot.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of Executive Members is to be conducted in accordance with the By-Laws of the Association.
- (6) A person nominated as a candidate for election as an Executive Member of the Association must be a member of the Association.

20 Votes of no confidence

- (1) For the clarification of doubt, all ballots are to include an option for members to issue a vote of no confidence.

- (2) In the event that a vote of no confidence receives more votes than each candidate for a relevant position, that position is to be deemed to be a casual vacancy.

21 Eligibility requirements

- (1) In order to be eligible for election as an Executive Member, a member must:
 - (a) be present at the relevant meeting; and
 - (b) be enrolled in at least one law subject at the University; and
 - (c) reside in Australia,for the duration of the term.
- (2) In order to be eligible as a Committee Member, a member must:
 - (a) be enrolled in a non-compressed law subject at the University during the duration of their term; and
 - (b) be present at the relevant meeting.

22 Campaigning

Members nominated for an Executive or Committee Member position may campaign in accordance with the policies and procedures prescribed by the By-Laws of the Association.

23 Resignation of Committee Member

- (1) A Committee Member may resign at any time during their term by providing the Vice-President (Administration) and President with written notice of their intention to do so.
- (2) Upon receipt of a written notice to resign by the Vice-President (Administration) or President, the relevant position on the Committee will be deemed to be a casual vacancy.
- (3) Upon receipt of a written notice to resign, the Vice-President (Administration) must provide written notice of the resignation to the Executive.

- (a) In the event that the Vice President (Administration) resigns or is subject to a casual vacancy, the President must provide written notice of the resignation to the Executive.

24 Casual vacancies

- (1) A casual vacancy occurs where a Committee Member:
 - (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;
 - (d) resigns from office under clause 24;
 - (e) is removed from office under clause 26 or 27;
 - (f) becomes ineligible in regard to eligibility requirements prescribed in clause 22;
 - (g) becomes a mentally incapacitated person;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;
 - (i) is not elected due to a vote of no confidence; or
 - (j) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- (2) In the event of a casual vacancy occurring in the Committee, the Executive may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the expiry of the nearest Handover Period following the date of the appointment.
- (3) In the event of a casual vacancy occurring in the Executive, the remaining Executive may:
 - (a) appoint a member of the Executive to that position;

- (b) appoint a Committee Member to fill that vacancy; or
- (c) hold a by-election to elect a member of the Association

and that member is to hold office until the expiry of the nearest Handover Period following the date of appointment.

- (4) In the event that a member of the Executive is appointed to fill a casual vacancy in the Executive, that member's prior position is to be treated as a casual vacancy.

25 Removal of Committee Members

- (1) Any Committee Member may be removed from their office by the Executive following the passing of an ordinary resolution at a duly convened Executive meeting if that member:

- (a) fails to attend 3 consecutive Committee meetings without issuing accepted apologies;
- (b) breaches the Association's code of conduct;
- (c) fails to comply with the responsibilities prescribed to them under this Constitution; or
- (d) is unable to be contacted within one month of being elected to their role.

- (2) Any Committee Member may be removed from their office by the Executive following the passing of an ordinary resolution at a duly convened Executive meeting that is ratified at a following Committee meeting by ordinary resolution if that member:

- (a) is, in the opinion of the Executive, unable to adequately meet the responsibilities of their role; or
- (b) has repeatedly failed to respond to attempts to communicate with them within reasonable time.

- (3) The Committee may, by ordinary resolution, remove any member of the Committee from their office before the expiration of the member's term,

following the issuing of written notice and the finalisation of the prescribed appeals process.

- (4) If a resolution is passed in accordance with the procedures under subclauses (1)-(3), written notice must be served upon that Committee Member within 3 days of the passing of that resolution by the Vice President (Administration).
- (5) Such notice must state the reasons for the removal, and give sufficient details of the prescribed appeal process.
- (6) Upon receipt of written notice of removal, the affected Committee Member may appeal under the appeal process prescribed by the By-Laws of the Association.
- (7) Whilst the appeal process is being conducted, the position of the affected Committee Member is not to be considered a casual vacancy.

26 Removal of Executive Members

- (1) Any Executive Member may be removed from their office by the Executive following the passing of a special resolution at a duly convened Executive meeting if that member:
 - (a) breaches the Association's code of conduct;
 - (b) fails to attend three consecutive Executive meetings;
 - (c) has brought the Association into disrepute;
 - (d) has not been able to be contacted within one month after being elected into the role; or
 - (e) has failed to comply with the responsibilities required of them in their role as prescribed under this Constitution or By-Laws of the Association.
- (2) Any Executive Member may be removed from their office following the passing of a special resolution at a duly convened Executive meeting that is ratified at the next Committee Meeting by the passing of a special resolution if that member:

- (a) is, in the opinion of the Executive, unable to adequately meet the responsibilities of their role; or
 - (b) has repeatedly failed to respond to attempts to communicate with them within reasonable time.
- (3) Any Executive Member may be removed from their office by the Committee following the passing of a special resolution at a duly convened Committee Meeting if that member:
 - (a) breaches the Association's code of conduct;
 - (b) fails to attend three consecutive Executive meetings;
 - (c) has brought the Association into disrepute;
 - (d) has not been able to be contacted within one month after being elected into the role;
 - (e) has failed to comply with the responsibilities required of them in their role as prescribed to them under Constitution or By-Laws of the Association;
 - (f) is, in the opinion of the Committee, unable to adequately meet the responsibilities of their role; or
 - (g) has repeatedly failed to respond to attempts to communicate with them within reasonable time.
- (4) If a resolution is passed in accordance with the procedures under subclauses (1)-(3), written notice must be served upon that Committee Member within 3 days of the passing of that resolution by the Vice President (Administration).
- (5) Such notice must state the reasons for that member's removal, and give sufficient details of the prescribed appeal process.
- (6) Upon receipt of written notice of removal, the affected Committee Member may appeal under the appeal process prescribed by the By-Laws of the Association.
- (7) Whilst the appeal process is being conducted, the position of the affected Committee Member is not to be considered a casual vacancy.

27 Committee meetings and quorum

- (1) The Committee must meet at least 3 times each semester at the place and time that the Executive may determine.
- (2) Additional meetings of the Committee may be convened by the Executive at their discretion.
- (3) Oral or written notice of a meeting of the Committee must be given by the Vice President (Administration) to each member of the Committee at least 48 hours before the proposed meeting time.
- (4) Notice of a meeting given under subclause (3) must be accompanied by an agenda stating the nature of the business to be discussed at that meeting.
- (5) Quorum for Committee meeting will be seven (7) Committee Members, of which at least two (2) must be Executive Members.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a place and time agreed upon by the present members.
- (7) If, at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, an Executive Member nominated by the President, is to preside; or
 - (b) if the President and the nominated Executive Member are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

28 Delegation by Committee to Sub-Committee

- (1) The Committee may, under the processes prescribed by the By-Laws of the Association, create and/or delegate powers to one or more Sub-Committees.

- (2) A Committee Member may not delegate their right to vote in Committee meetings to a Sub-Committee or Sub-Committee Member.

29 Voting and decisions

- (1) Questions arising at an Executive, Committee or Sub-Committee Meeting are to be determined by a majority of the votes of the relevant members present at the meeting.
 - (a) For the clarification of doubt, 'relevant members' means the members of the Executive, Committee or Sub-Committee for whom the meeting was convened.
- (2) Each relevant member present at a meeting possesses one vote.
- (3) In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (4) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

Part 4 The Executive

30 Composition of the Executive

The Executive of the Association are as follows:

- (1) the President;
- (2) the Vice President (Events);
- (3) the Vice President (Education);
- (4) the Vice President (Competitions);
- (5) the Vice- President (Administration);
- (6) the Vice President (Finance); and
- (7) the Vice President (Sponsorship).

31 President

The President is responsible for:

- (1) representing the Association at all levels;
- (2) attending regular meetings with Newcastle Law School;
- (3) promoting the objects of the Association and the interests of members;
- (4) ensuring the smooth operation of the Executive and the Committee;
- (5) reviewing the governance documents and procedures of the Association;
- (6) ensuring that all Executive and Director members complete their duties; and
- (7) attending the Australian Law Students' Association's Conference and Councils as the head delegate of the Association.

32 Vice President (Events)

The Vice President (Events) is responsible for:

- (1) organising a range of social activities;
- (2) advertising social events;
- (3) complying with all sponsorship and University Affiliate Organisation obligations in relation to advertising;

- (4) supplying the Vice President (Finance) with all documentation necessary to enable University Affiliate organisation subsidies applications to take place;
- (5) encouraging participation in social events by members and staff; and
- (6) supporting and regularly reporting the activities of the events portfolio to the Executive; and
- (7) attending Executive meetings.

33 Vice President (Education)

The Vice President (Education) is responsible for:

- (1) assisting the President to advocate on behalf of members' interests to the Australian Law Students' Association, the Special Committee for Law Student Societies, and other external bodies;
- (2) preparing one (1) report per year detailing the Australian Law Students' Association's activities and their impact on members;
- (3) organising activities to promote awareness of educational issues among members; and
- (4) representing the Association's educational interests to the Newcastle Law School and various other bodies.

34 Vice President (Competitions)

The Vice President (Competitions) is responsible for:

- (1) supporting and regularly reporting the activities of the competitions portfolio to the Executive;
- (2) promoting member involvement in legal competitions;
- (3) supervising and maintaining the running of all internal competitions;
- (4) handling and organising the selection, entry and participation of intervarsity competitions in which the Association is to participate in;
- (5) organising any of the Association's own intervarsity competitions; and
- (6) maintaining the Competitions Blacklist.

35 Vice President (Administration)

The Vice President (Administration) is responsible for:

- (1) keeping minutes of:
 - (a) the names of members of the Committee present at a Committee, Executive or General Meeting; and
 - (b) all proceedings at Committee, Executive and General Meetings.
- (2) acting as the Association's public officer;
- (3) circulating the minutes of Committee and Executive meetings to all Committee Members within at least three days after the meeting;
- (4) filing all correspondence relevant to the Association;
- (5) ensuring that the Association's office filing system is always in order;
- (6) giving reasonable notice to all Committee Member of upcoming Committee meetings;
- (7) maintaining the register of members;
- (8) fulfilling the Association's obligation with respect to General meetings;
- (9) coordinating the Association's reaffiliation with the University Affiliate Organisation each year;
- (10) filing an Annual summary of financial affairs (Form A12) to the registry of Co-operatives and Associations with NSW Fair Trading within one month of the holding of an Annual General Meeting;
- (11) all other aspects of the administration of the Association;
- (12) supporting and reporting regularly the activities of the Administration portfolio to the Executive;
- (13) maintaining the explanatory memorandum to this Constitution of the Association; and
- (14) as soon as practicable after being appointed, lodging a notice with the Association of his or her address.

36 Vice President (Finance)

The Vice President (Finance) is responsible for:

- (1) ensuring that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (2) ensuring that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association;
- (3) preparing an annual budget for the Association by the end of January each year;
- (4) preparing annual financial statements (including a Profit and Loss statement and Balance Sheet) to be presented at the Annual General Meeting and to the University Affiliate Organisation upon request;
- (5) assisting the Vice President (Administration) to complete documentation required for incorporation processes;
- (6) preparing additional interim summaries of financial affairs as directed by the Committee;
- (7) reporting on the finances of the Association at each Committee meeting;
- (8) arranging for the Association to be reimbursed by the University Affiliate Organisation for any expenditure which may be recouped through successful subsidy applications;
- (9) supporting and reporting regularly the activities of the finance portfolio to the Executive; and
- (10) ensuring compliance with the financial policies as prescribed by this Constitution and the By-Laws of the Association.

37 Vice President (Sponsorship)

The Vice President (Sponsorship) is responsible for:

- (1) preparing, publishing and distributing a sponsorship prospectus by the beginning of each calendar year;

- (2) actively seeking new sponsorship throughout the year;
- (3) maintaining database of sponsor contact details;
- (4) fostering and maintaining strong positive relationships with sponsors;
- (5) communicating regularly with sponsors;
- (6) promoting the Association within the university, business and wider community; and
- (7) supporting and reporting the activities of the sponsorship portfolio.

38 Powers of the Executive

- (1) The Executive has the power to:
 - (a) subject to this Constitution and the By-Laws of the Association, perform all the acts and do all things that appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association; and
 - (b) remove, change, and amend the By-Laws of the Association.

39 Amending the By-Laws of the Association

- (1) When proposing an amendment to the By-Laws of the Association, an Executive Member must provide written notice of the proposed amendment to the By-Laws to the Executive.
- (2) Such written notice must detail the provisions to be amended, the reasons for doing so, and must be provided a minimum of three days prior to a duly convened Executive Meeting.
- (3) An amendment must be passed by special resolution of the Executive at a duly convened Executive Meeting.

Part 5 General Meetings

40 Annual General Meetings - holding of

- (1) The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Association must hold an Annual General Meeting:
 - (a) within 6 months after the close of the Association's financial year; or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

41 Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the Association is, subject to the Act, to be convened in the first two weeks after the end of the Associations' financial year, at a time determined by the Executive.
- (2) Once the Executive decides on a date for the Annual General Meeting, the Vice President (Administration) must provide a minimum of 21 days written notice to all members of the Association of the Annual General Meeting.
- (3) 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:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Committee, reports on the activities of the Association during the last preceding financial year;
 - (c) to elect or confirm Executive and Committee Members of the Association for the following year; and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

- (4) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

42 Special General Meetings - calling of

- (1) The Committee may, whenever it thinks fit, decide to convene a Special General Meeting of the Association by passing an ordinary resolution at a duly convened Committee Meeting.
- (2) If the Committee does decide to convene a Special General Meeting, the Vice President (Administration) must provide a minimum of 21 days written notice to all members of the Association.
- (3) The Committee must, on the requisition of at least 33% of the total number of members, convene a Special General Meeting of the Association.
- (4) A requisition of members for a Special General Meeting:
 - (a) must be in writing;
 - (b) must state the purpose or purposes of the meeting;
 - (c) must be signed by the members making the requisition;
 - (d) must be lodged with the Vice President (Administration); and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (5) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Vice President (Administration), any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (6) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- (7) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form; and

- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

43 Notice

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Vice President (Administration) 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.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Vice President (Administration) must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under sub clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under this Constitution.
- (4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Vice President (Administration) who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

44 Presiding member

- (1) The President or, in the President's absence, an Executive Member nominated by the President, is to preside as chairperson at each General Meeting of the Association.

- (2) If the President and the nominated representative are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

45 Quorum for General Meetings

- (1) Fifteen 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.
- (2) 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.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members— is to be dissolved; and
 - (b) in any other case— is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10) are to constitute a quorum.

46 Adjournment

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a General Meeting is adjourned for 14 days or more, the Vice President (Administration) must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

47 Making of decisions

- (1) A question arising at a General Meeting of the Association may be determined by a show of hands or any appropriate corresponding method that the Committee or Executive may determine at their discretion.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee or Executive under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

48 Special resolutions

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

49 Voting

- (1) On any question arising at a General Meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member to the Association has been paid.

50 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a General Meeting.

51 Postal or electronic ballots

- (1) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 17).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

Part 6 Financial Procedures and Policies

52 Budgeting

- (1) During the Handover Period the Incoming Executive must, with the assistance of the Incumbent Executive, plan a Master Budget for their term.
- (2) The Master Budget is to be formulated on the advice of the Incumbent Vice President (Finance) and the Vice President (Finance) Elect.
- (3) The Master Budget must detail the expected income and expenses of the Association and allocate such expected income and expenses between the various portfolios of the Association.
- (4) The Master Budget must be approved by special resolution of the Incoming Executive prior to the expiry of the Handover Period.
- (5) Following the Master Budget being approved in accordance with subclause (4), the Vice President (Finance) Elect is to provide written notice of the passing of the Master Budget to the Incoming Committee within 3 days.
- (6) If, following the approval of the Master Budget, additional expenses are approved to be incurred, the Incumbent Vice President (Finance) is to amend the Master Budget to reflect the additional expenses.

53 Portfolio budgets

- (1) In accordance with clause 53 subclause (3) the Master Budget is to be broken up into Portfolio Budgets.
- (2) Portfolio Budgets are to detail the expected income and expenses of each portfolio in reference to the respective roles and events of those portfolios.

54 Individual budgets

- (1) Within each Portfolio Budget, Individual Budgets will be allocated to each Committee Members.
- (2) Individual Budgets are to detail the expected income and expenses of each Committee Member in reference to the respective roles and responsibilities.

55 Procurement policy

- (1) For the clarification of doubt, 'procurement' means the incurring of liabilities by the Association through the actions of a Committee Member acting as its agent.
- (2) Prior to incurring a liability, Committee Members must:
 - (a) submit a Procurement Request using the Procurement Form prescribed by Schedule 1 to their relevant Vice President; and
 - (b) receive confirmation from the relevant Vice President that Procurement Request has been approved under the process prescribed by this Constitution.
- (3) Upon receipt of a Procurement Form, a Vice President must assess the Procurement Request's stated purpose and monetary amount in regards to the Committee Member's Individual Budget.
- (4) If the purpose and amount corresponds with information prescribed by the relevant Committee Member's Individual Budget, the receiving Vice President is to put forward a motion to the Executive for procurement approval.
- (5) Such motions may be made:
 - (a) at a duly convened Executive meeting; or
 - (b) via email to all Executive Members.
- (6) Motions must be accompanied by the relevant Procurement Form.
- (7) Approval may be given where:
 - (a) the expenditure falls within the Committee Member's Individual Budget;

- (b) the expense is within the best interests of the Association; and
 - (c) the motion is passed by ordinary resolution of the Executive.
- (8) If the amount does not correspond with information prescribed by the relevant Committee Member's Individual Budget, but the extent to which it does not correspond may be met by unallocated funds within the relevant Portfolio budget, the relevant Vice President may put forward a motion to the Executive for procurement approval.
- (9) Such motions may be made:
 - (a) at a duly convened Executive meeting; or
 - (b) via email to all Executive Members.
- (10) Such motions must be accompanied by the relevant Procurement Form and sufficient information relating to the unallocated funds within the relevant Portfolio Budget.
- (11) Procurement approval will be given where the Executive:
 - (a) finds that the additional expense will be met by the allocation of unallocated funds from the relevant portfolio budget;
 - (b) views the incurring of the expense as being in the best interests of the Association; and
 - (c) passes the motion by ordinary resolution.
- (12) Upon a motion under this clause being passed, the relevant Vice President must provide written notification of that approval to the relevant Committee Member.

56 Reimbursement policy

- (1) For the clarification of doubt, 'reimbursement' means the issuing of funds by the Association to Committee Members who have incurred personal liabilities on behalf of the Association.
- (2) Where a Committee Member incurs an expense and wishes to be reimbursed that member must submit a Reimbursement Request using the

Reimbursement Form prescribed under Schedule 2 of this Constitution to their relevant Vice President in accordance with the relevant subclauses of clause 57.

- (3) Upon receipt of a duly completed Reimbursement Form, the relevant Vice President must forward the submitted form to the Vice President (Finance) for approval.
- (4) The Vice President (Finance) must approve a Reimbursement Form for an amount of less than or equal to \$100.00 unless:
 - (a) the expense does not relate to a purpose prescribed by the Committee Member's Individual Budget; or
 - (b) the expense would result in the Committee Member's Individual Budget being exceeded.
- (5) Upon receiving a Reimbursement Form for an amount greater than \$100.00 but less than or equal to \$500.00, the Vice President (Finance) must:
 - (a) notify the other banks signatories of the Reimbursement Request; and
 - (b) put forward a motion to accept or reject a request.
- (6) The Banks Signatories may approve a Reimbursement Request for an amount greater than \$100.00 but less than or equal to \$500.00 where:
 - (a) the amount and purpose of incurring the expense was prescribed under the Committee Member's Individual Budget;
 - (b) it is in the best interests of the Association; or
 - (c) the amount incurred exceeds the Committee Member's Individual Budget but the excess of which may be met by unallocated funds within the relevant portfolio budget.
- (7) Upon receiving a Reimbursement Form for an amount greater than \$500.00, the Vice President (Finance) must notify the Executive and put forward a motion to accept or reject the request.
- (8) The Executive may approve a Reimbursement Request for an amount of \$500.00 or more where:

- (a) the amount and purpose of incurring the expense was prescribed under the Committee Member's Individual Budget;
 - (b) it is in the best interests of the Association to do so; or
 - (c) the amount incurred exceeds the Committee Member's Individual Budget but the excess of which may be met by unallocated funds within the relevant portfolio budget.
- (9) In the event that the issuing of a full reimbursement would result in a Committee Member's Individual Budget being exceeded, the relevant assessor or assessors may issue a partial reimbursement which would not result in the Individual Budget being exceeded.
- (10) Upon the approval of a Reimbursement Request the Bank Signatories are to affect the transaction within reasonable time.
- (11) Any motions required under this clause may be made at a duly convened Executive or Committee meeting or via email.

Part 7 Miscellaneous

57 Insurance

The Association may effect and maintain insurance.

58 Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, Association events, general sponsorship agreements, donations and, subject to this Constitution and the By-Laws of the Association, any other sources that the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association may, as soon as practicable after receiving any money, issue an appropriate receipt.

59 Funds - management

- (1) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Committee determines subject to the financial policies and procedures prescribed under the Association's Constitution and By-Laws.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

60 Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its

affairs so as to provide a pecuniary gain for any of its members.

61 Distribution of property on winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to either Newcastle Law School or the relevant University Affiliate Organisation.
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

62 Change of name, objects and Constitution

An application for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or an Executive Member.

63 Custody of books etc

- (1) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
 - (a) at the main premises of the Association, in the custody of the Public Officer or a member of the Association (as the Executive determines);
 - or
 - (b) if the Association has no premises, at the Association's official address, in the custody of the Public Officer.

64 Inspection of books etc

- (1) The following documents are to be open for inspection, free of charge, within reasonable time by a member of the Association following the receipt of a reasonable request to do so by the Vice President (Administration):
 - (a) records, books and other financial documents of the Association;
 - (b) this Constitution; and
 - (c) minutes of all Committee meetings and General Meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Executive may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

65 Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally;
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) 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.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, 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.

66 Financial year

The financial year of the Association is from 1 September to 31 August.