TASMANIAN UNIVERSITY STUDENT ASSOCIATION

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Constitution

Approved 27 October 2026

PART I – GENERAL

1. NAME

The name of the statewide students' association of the University of Tasmania shall be the Tasmanian University Student Association Incorporated ("**TUSA"**).

2. INTERPRETATION

2.1 (a) "ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

(b) "Act" shall mean the *Associations Incorporation Act 1964* (Tas).

(c) "Association" shall mean the Tasmanian University Student Association Incorporated or its successor in law.

(d) "Board" shall mean the TUSA Board of Management.

(e) "Board member" shall mean a member of the Board

(f) "Council" shall mean the TUSA Student Council referred to in rule 17.

(g) "Election Policy" shall mean the approved TUSA governance instrument that provides a framework to ensure a fair and equitable Council election, with clear election rules and consequences of a breach of rules.

(h) "Election Procedure" shall mean the approved TUSA governance instrument that supports the Election Policy, providing detailed roles and responsibilities and process to ensure the fair and equitable conduct of Council elections.

(i) "General Manager" means the person holding the office of General Manager of the Association.

(j) "General Secretary" shall mean the person holding the position of General Secretary of the Council referred to in rule 17(a)(ii).

(k) "Honorary Life Member" means a person who is enrolled as an honorary life member of the Association in accordance with rule 10 of this constitution.

(l) "Member" shall mean a member of the Association

(m) "Present" shall mean physically present or present by video link, telephone, or other means of electronic communication.

(n) "President" shall mean the person holding the position of President of the Council referred to in rule 17(a)(i).

(o) "University Council" shall mean the Council of the University of Tasmania.

(p) "University" shall mean the University of Tasmania or its successor in law.

(q) "Voting Member" shall mean a person who has voting rights under subclause 11 of this constitution.

(r) "Vote of No Confidence' shall mean a motion expressing a lack of confidence in a member of the Board, Council or Committee.

2.2 Headings are for reference only and do not affect the construction of this constitution.

2.3 A reference to an Act of Parliament or a section of an Act of Parliament includes any amendment thereto or re-enactment thereof for the time being in force and all by-laws and regulations made thereunder for the time being in force.

3. OFFICE OF THE ASSOCIATION

The office of the Association shall be located at Level 1, Social Sciences Building, Dobson Road, University of Tasmania, Sandy Bay, Tasmania, or such other place as the Board may, from time to time, determine.

4. READING THIS CONSTITUTION WITH THE ACT AND THE ACNC ACT

(a) The model rules referred to in the Act do not apply to the Association. Rather, subject to this rule 4, this constitution applies.

(b) While the Association is registered as a charity, the ACNC Act applies and the ACNC Act override any rules in this constitution which are inconsistent with those laws.

(c) A word or expression that is defined in the Act or used in the Act and covering the same subject, has the same meaning as in this constitution.

5. OBJECTIVES AND PURPOSES OF THE ASSOCIATION

The Association is the official affiliated student organisation of the University, a student-led organisation. The objectives of the Association shall be to provide representation, social and cultural enrichment, and support, to students relating to their education and time at the University.

6. POWERS

For carrying into effect its objectives and purposes, the Association has the following powers:

(a) to purchase, receive, take up on lease or in exchange or otherwise acquire and hold and to sell, lease, exchange, deal with, manage, turn to account, and dispose of any property of any kind;

(b) to accept any gift offered to the Association for one or more of the objectives or purposes of the Association;

(c) subject to the Act, the taking of any step the Board considers necessary for the purpose of procuring contributions to the funds of the Association, noting prohibitions in Section 21 of the Act;

(d) the printing and publishing of any newspapers, periodicals, books, leaflets, or other documents in whatever format the Board or Council considers desirable for the promotion of the objectives and purposes of the Association;

(e) to borrow and raise money for any of the objectives or purposes of the Association and to secure the payment thereof by mortgage of, charge on, debenture over, or grant of any other form of security interest over, all or any of the property of the Association or in any other lawful manner;

(f) subject to applicable legal requirements, to invest any of the moneys or funds of the Association that are not immediately needed in any investments;

(g) to appoint, engage, supervise, control, suspend and dismiss officers and employees;

(h) to set policy in accordance with the Association's objectives or purposes;

(i) to settle any claim or action and enter into submissions to arbitration;

(j) to establish and carry out one or more trusts in connection with any moneys or properties received, obtained, or held by the Association;

(k) to enter into any contract of insurance the Board thinks fit;

(l) to procure or provide services and buy, sell, supply and deal in goods relating to the attainment of any of the objectives or purposes of the Association;

(m) to construct, maintain and alter buildings or works necessary or convenient for any of the objectives or purposes of the Association;

(n) to make gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which section 30-15 of the *Income Tax Assessment Act 1997* (Cth) relates;

(o) to purchase or acquire, and undertake, all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association;

(p) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the objectives or purposes of the Association; and

(q) to generally do any other act, matter or thing or enter into any agreement or arrangement that is incidental to or conducive to the attainment of any of the objectives or purposes of the Association.

7. INCOME AND PROPERTY

(a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives and purposes of the Association and no portion thereof shall be paid, distributed or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any Member or servant of the Association.

(b) Nothing in the fore going provisions of this rule prevents the payment in good faith to a Member or servant of the Association of:

(i) remuneration in return for services actually rendered to the Association or for goods supplied to the Association by the servant or Member at fair and reasonable rates or rates more favourable to the Association;

(ii) reimbursement for expenses properly incurred on behalf of the Association by the servant or Member;

(iii) paying and collecting commercial valued rent for premises let to the Association by the servant or Member.

8. WINDING UP

(a) If the Association is wound up:

(i) the net assets of the Association may not be distributed to any Member; and

(ii) the net assets must be given to an organisation determined by the Association by special resolution:

A. with object(s) similar to or inclusive of the objectives and purposes to the Association; and

B. which also prohibits the distribution of its assets and income to its members.

(b) In the event of the Association being wound up:

(i) every Member, excluding an Honorary Life Member; and

(ii) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a Member of the Association,

is, subject to subrule 8(c), liable to contribute to the assets of the Association for payment of the liabilities of the Association, for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributors among themselves

(c) The liability of any Member or other relevant person under subrule (b) shall not exceed and is limited to two dollars. Despite subrule (b), a former Member is not liable to contribute in respect of any debt or liability of the Association incurred after they cease to be a Member.

(d) For the avoidance of doubt, subrule (b) does not affect the duties or liabilities of officers in line with the Act and the *Corporations Act 2001* (Cth).

9. THE SEAL OF THE ASSOCIATION

(a) This rule applies only where the Association has determined to maintain a seal.

(b) The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word “seal”.

(c) The seal of the Association shall not be affixed to any instrument except by the authority of the Board.

(d) The affixing of the seal of the Association is to be attested by the signatures of:

(i) two members of the Board; or

(ii) one member of the Board and the public officer or such other person as the Board may appoint for that purpose.

(e) The seal shall remain in the custody of the public officer.

10. EXECUTION OF DOCUMENTS

(a) In addition to execution in accordance with the Act, the Association may execute a document, including a deed, if the document (whether in physical or electronic form) is signed by:

(i) two authorised Board members; or

(ii) an authorised Board member and authorised Public Officer,

by hand or by any means, including electronic or digital signature, that is reasonably appropriate in the circumstances.

(b) The Association may execute documents, including deeds, effectively by any signatory(s) signing counterparts that are substantively and materially identical.

(c) Any complete (including all counterparts, if relevant) printed or paper copy of a document executed in accordance with this rule 10 will be deemed an original.

(d) For the avoidance of doubt, the Association may execute any document, including a deed, without the application of its common seal or the attestation of a witness.

PART II – MEMBERSHIP

11. MEMBERSHIP OF THE ASSOCIATION

(a) There shall be the following categories of Membership:

(i) Voting Member; and

(ii) Honorary Life Member.

(b) The number of Members is unlimited, but the maximum number of Voting Members is two, of which the Members are:

(i) the person holding the position of Chancellor of the University; and

(ii) the person elected to the position of President. During the month of overlap between the outgoing and incoming President, the Voting Member will be the outgoing President. The incoming President will have observer status only. Written confirmation of such person's election shall be given to the public officer within two weeks from the date of the election.

(c) Each Voting Member shall be entitled to one vote at all general meetings.

(d) Eligibility for Honorary Life Membership is set out in rule 12(a) of this constitution and entitlements of such Membership are set out in rule 12(b) of this constitution.

(e) A right, privilege, or obligation of a person by virtue of their Membership of the Association:

(i) is not capable of being transferred or transmitted to another person; and

(ii) terminates upon cessation of Membership whether by death, resignation, no longer satisfying eligibility criteria for Membership or otherwise.

(f) A Voting Member may resign from the Association by delivering or sending to the public officer a written notice of resignation.

(g) A dispute between a Member, in their capacity as a Member, and the Association is

to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011* (TAS).

(h) The person holding the position of Chancellor of the University will act as its Member representative to exercise its Membership rights including voting rights under rule 11(c) of this constitution. The University will only appoint another Member representative with prior written consent of the other Voting Members, with such consent not to be unreasonably withheld. The University will notify the public officer in writing when the person holding the position of Chancellor changes.

(i) The public officer must keep and maintain a register of Members that includes:

(i) for each current Member:

(A) the Member's name;

(B) the address for notice last given by the Member (which may include an email address);

(C) the date of becoming a Member; and

(D) any other information determined by the Committee, and

(ii) for each former Member, the date of ceasing to be a member.

(j) Upon receipt of a written notification under rule 11(b) of this constitution the public officer:

(i) is to enter the new Voting Member's name in a register of Members and remove the name of the previous Voting Member; and

(ii) will notify the new Voting Member in writing that he or she has been recorded as a Voting Member of the Association.

(k) Upon receipt of a notice under rule 11(f) of this constitution the public officer shall remove the name of the Member by whom the notice was given from the register of Members whereupon that Member ceases to be a Member.

12. HONORARY LIFE MEMBERSHIP OF THE ASSOCIATION

(a) Any person:

(i) who has given meritorious service to the Association, who is nominated by a petition signed by one Voting Member and who is elected to the status of honorary life membership by both Voting Members at a general meeting at which the petition is presented shall thereupon be enrolled as an Honorary Life Member; or

(ii) who was an honorary life member of the Tasmania University Union immediately prior to the incorporation of this Association shall be enrolled as an Honorary Life Member.

(b) Honorary Life Members cannot vote at any meetings of the Association and shall only be entitled to attend and speak at Annual General Meetings and Special General Meetings.

PART III – GOVERNANCE

13. GOVERNANCE OF THE ASSOCIATION

The affairs of the Association shall be managed by the Board. The membership and powers of the Board and Council are provided in this Part III.

14. MEMBERSHIP OF THE BOARD

(a) The Board shall comprise up to thirteen Board members being:

(i) The Chair of the Board, who shall be appointed by the Board in consultation with the President, General Manager, and the University. The Chair will possess skills deemed necessary by the Board. The Chair shall be non-voting but shall have a casting vote when the Board is tied on any issue.

(ii) Two Board members appointed by the University Council, one being a University professional staff member, and one being a University academic staff member. These appointments should be made by reason of their skills and expertise in achieving the objectives and purposes of the Association.

(iii) Up to three Board members appointed by the Board in consultation with the Council, one each providing skills and expertise in:

- Finance and Investment and/or;
- Governance and Risk and/or;
- Strategy and Partnerships.

(iv) The elected President.

(v) The elected General Secretary of the Council.

(vi) Three additional Council members appointed by nomination of Council at the first meeting of their term.

(vii) The immediate past President, or otherwise the most recent past President, who was democratically elected for their term held within the preceding 3 years unless they vacated their role(s) due to one of the reasons set out in rule 20, does not agree to take on this role, or the position(s) is otherwise vacant, in which case an additional Council member(s) will be appointed under Section 14 (a) (vi) above.

(viii) The immediate past General Secretary, or otherwise the most recent past General Secretary, who was democratically elected for their term held within the preceding 3 years unless they vacated their role(s) due to one of the reasons set out in rule 20, does not agree to take on this role, or the position(s) is otherwise vacant, in which case an additional Council member(s) will be appointed under Section 14 (a) (vi) above.

(b) The term of the Board members:

(i) appointed under subrules 14(a)(i) and (iii) shall be for up to three years.

(ii) appointed under subrules 14(a)(ii) shall be for a period determined by the University.

(iii) holding office under subrules 14(a)(iv), (v) and (vi) shall be for a period of 12 months commencing from 1 December. To support onboarding and induction to TUSA governance, for the period 1 November to 1 December the incoming members may attend Board meetings as observers only, and are entitled to:

(A) attend Board meetings, but not vote or, without permission of the Chair, speak; and

(B) receive all notices to Board members and copies of Board papers.

(iv) holding office under subrule 14(a)(vii) shall commence from the time at which they cease to be President due to the expiration of their term (and not due to any of the reasons set out in rule 20) and the person consents to holding the office, and shall continue until a subsequent President ceases to be President other than due to one of the reasons set out in rule 20 (unless it ends earlier in accordance with this constitution).

(v) holding office under subrule 14(a)(viii) shall commence from the time at which they cease to be General Secretary due to the expiration of their term (and not due to any of the reasons set out in rule 20) and the person consents to holding the office, and shall continue until a subsequent General Secretary ceases to be General Secretary other than due to one of the reasons set out in rule 20 (unless it ends earlier in accordance with this constitution).

(c) Each Board member shall be entitled to one (1) vote unless stated otherwise in this constitution.

(d) At the first meeting of the Board each calendar year, or as required, the Board members shall elect a Deputy Chair from amongst their members.

(e) The members of the Board referred to at subrules 14(a) (ii) may be replaced by the University Council before expiry of the term of their appointment on written notice to the public officer.

15. POWERS AND FUNCTIONS OF THE BOARD

Subject to the Act (including any regulations under it), this constitution and any resolution passed by the Association in an Annual or Special General Meeting, the Board:

(a) is to control and manage the affairs of the Association;

(b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution or the law to be exercised by a General Meeting of Members of the Association; and

(c) has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

Board powers and functions include:

(a) to act as the 'committee' of the Association for the purposes of the Act and other relevant laws;

(b) to oversee all aspects of the Association;

(a) to maintain a due diligence role with respect to Council, its subsidiary councils, and its committees;

(b) to be directly responsible for and be focused on the commercial operations of the Association;

(c) to determine the terms of employment of the General Manager, including appointment, supervision and dismissal;

(d) to have the control of all lands and property owned or occupied by the Association;

(e) to have the control and management of the administrative services of the Association;

(f) to have the control and management of all the commercial, trading, and operating activities of the Association;

(g) to provide proper administrative, research, office and meeting services to Council, its subsidiary councils, and affiliated clubs and societies;

(h) to provide funding to the Association; and

(i) to approve policies of the Association.

15.2 The Board shall recognise the Council as the body constituted to deal with student representation and activities.

15.3 The Board may convene committees of its members and co-opt non-members based on the experience and expertise requirements of the committee.

15.4 The Board shall set the strategy and direction of the Association in consultation with the Council and General Manager.

15.5 The Board may receive recommendations from Council and the General Manager. The Board is not bound by the Council or General Managers' recommendations but may choose to adopt any of the recommendations.

16. DUTIES OF BOARD MEMBERS GENERALLY

(a) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members comply with this constitution and act in accordance with the Association's objectives and purposes set out in rule 5.

(b) The Board members must comply with their duties as members of a 'committee' under legislation and common law, and with the duties described in governance standard 5 of the regulations made under the ACNC Act, which are:

(i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member;

(ii) to act in good faith in the best interests of the Association and to further the charitable purpose(s) of the Association set out in rule 5;

(iii) not to misuse their position as a Board member;

(iv) not to misuse information they gain in their role as a Board member;

(v) to disclose any perceived or actual material conflicts of interest in the manner set out in rule 27;

(vi) to ensure that the financial affairs of the Association are managed responsibly; and

(vii) not to allow the Association to operate while it is insolvent.

(c) In addition to any duties imposed by this constitution, legislation and common law, a Board member must perform any other duties imposed from time to time by resolution at a General Meeting.

17. MEMBERSHIP OF COUNCIL

(a) The Council shall compromise of elected members, as follows:

(i) the President;

(ii) the General Secretary; and

(iii) such other roles as determined from time to time in the Election Policy.

(b) The term of the members of the Council shall be 12 months which shall commence from 1st December.

(c) To support onboarding and induction to TUSA governance, for the period 1 November to 1 December, the incoming members shall be observers only, and are entitled to:

(i) attend Council meetings, but not vote or, without permission of the President, speak; and

(ii) receive all notices to Council members and copies of Council papers.

(d) The Chair of the Council shall be the person appointed to the position of President.

(e) The Deputy Chair of Council shall be the person appointed to the position of General Secretary.

(f) Each member of the Council shall be entitled to one (1) vote at meetings of the Council unless stated otherwise in this constitution. If votes are divided equally on a question, the Chair (or, in their absence, the Deputy Chair) has a second or casting vote.

18. ELECTION OF COUNCIL MEMBERS

The Board shall establish and review from time to time an Election Policy , which will require that:

(a) there is an annual election of Council members called during the second semester of the academic year;

(b) elected Council members are students enrolled in a course of study with the University during the calendar year, as defined within Section 19-39 (3) (a) (i) of the *Higher Education Support Act 2003;*

(c) elected Council members are democratically elected by students enrolled in a course of study with the University when the student votes in the election, as defined within Section 19-39 (3) (b) of the *Higher Education Support Act 2003;*

(d) The returning officer of the Association is the General Manager, or some other person whom the Board shall appoint from time to time;

19. POWERS AND FUNCTIONS OF COUNCIL

The Council shall have the following powers and functions:

(a) to recommend policy to the Board after consultation with student bodies and other parties where appropriate;

(b) to affiliate with external organisations;

(c) to appoint committees as it deems necessary from time to time; and

(d) to provide a peak voice for students to internal and external stakeholders.

20. RESIGNATION OR RECALL

(a) For the purposes of these rules, the office of a member of the Board, Council, or of a Committee becomes vacant if the member:

(i) has had a "Vote of No Confidence" passed against them by a majority of members of the relevant body and (if the Board is not the relevant body) the Board in each case in accordance with the process set out in this rule 20;

(ii) dies;

(iii) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, or makes an assignment of their estate for their benefit;

(iv) is a student but ceases to be a student enrolled in an academic program offered by the University; or

(v) fails to attend without leave granted by the relevant body or is unjustifiably absent from three consecutive meetings of that body. Fails to live up to the performance expectations contained within the position description relevant to their role.

(b) A member who wishes to resign must present a written notification of such to the public officer or the chair of the relevant body. Upon receipt of this written notification the incumbent's position will be deemed vacant.

(c) Before a 'Vote of no Confidence' can be voted on:

(i) written notice of the proposal must be provided at least seven days in advance to all members of the relevant body and (if the Board is not the relevant body) the Board; and

(ii) if the member (Affected Member) to whom the proposed resolution relates makes representations in writing to the Chair of the Board or chair of the relevant body and requests that the representations be notified to the members of the relevant body and/or the Board, the relevant chair may send a copy of the representations to each member or, if the representations are not so sent, the Affected Member is entitled to require that the representations be read out at each meeting at which the proposed resolution is considered.

21. PUBLIC OFFICER OF THE ASSOCIATION

(a) The public officer of the Association shall be the person holding the position of General Manager or their delegate, if required.

PART IV – MEETINGS OF THE ASSOCIATION

22. ANNUAL GENERAL MEETING

(a) The Board must convene an Annual General Meeting each year.

(b) The Annual General Meeting of the Association shall be held on such date being not later than 30th June each year, as the Board may determine.

(c) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

(d) Minutes shall be reviewed and approved by circular within 30 days of the meeting being held by the Association providing the minutes to the Voting Members and the Voting Members indicating their agreement in writing (which can include by email).

(e) The public officer of the Association shall, at least fourteen days before the date fixed for holding an Annual General Meeting circulate to Members a notice specifying the place, day and time of the meeting, and the nature of the business to be transacted.

(f) The ordinary business of the Annual General Meeting shall be:

(i) to receive from the Council, Board, committees, auditor, and servants of the Association reports upon the activities and transactions of the Association during the last preceding financial year;

(ii) to appoint the auditor as described in rule 30; and

(iii) to transact any business of which notice is given in accordance with this constitution.

(g) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this constitution.

(h) Except as herein otherwise provided, the quorum and procedures for the Annual General Meeting shall be the same as the quorum and procedures for General Meetings.

23. GENERAL MEETINGS

(a) All general meetings other than the Annual General Meeting shall be called Special General Meetings.

(b) A Special General Meeting may be requested in writing by a Voting Member, and the meeting must be held within 21 days after the request.

(c) No item of business shall be transacted at any Special General Meeting unless a both Voting Members are Present.

(d) Voting Members cannot fail to attend a Special General Meeting without reasonable justification.

(e) If within one hour after the appointed time for the commencement of the Special General Meeting a quorum is not Present, the meeting:

(i) if convened upon the requisition of a Voting Member, shall be dissolved; and

(ii) in any other case it shall be adjourned to the same day in the next week, at the same time and at the same place (unless another place is specified by the Chair of the Special General Meeting at the time of adjournment, or by written notice given to Members before the day to which the meeting is adjourned), and if at the adjourned meeting a quorum is not Present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

(f) The Chair of the Special General Meeting at which a quorum is Present may, with the consent of the meeting, adjourn the meeting from time to time and place to place.

(g) Where a meeting is adjourned for fourteen days or more, the notice of the adjourned meeting shall be given as in the case of the original meeting.

(h) Except as provided in the foregoing provisions of this rule 23, it is not necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

(i) Each Voting Member has one vote and all votes shall be given personally or where the Voting Member is not an individual by its authorised representative.

(j) Unless otherwise resolved by the meeting, questions arising at a Special General Meeting of the Association shall be determined on a show of hands. A declaration may be made by the Chair of the Special General Meeting that a resolution has, on a show of hands, been carried unanimously or lost, and an entry to that effect in the minutes of the Association shall be the evidence of the fact, without the numbers of the votes recorded in favour of or against the resolution being required.

(k) In the case of any equality of voting on a question, the Chair of the Special General Meeting does not have a casting vote.

(l) If at a meeting, a poll on any question is demanded, it shall be taken at that meeting in such a manner as the Chair of the Special General Meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

(m) A poll that is demanded on the election of a Chair for a Special General Meeting or on a question of adjournment shall be taken forthwith. A poll that is demanded on any other question shall be taken before the close of the meeting as the Chair directs.

(n) At each General Meeting, the Chair is to be the Chancellor of the University.

24. USE OF TECHNOLOGY

(a) Meetings may be conducted in person, online, or through a hybrid online-physical meeting model for all meeting types outlined within this Constitution.

(b) A member of a body who participates in a meeting using virtual meeting technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

25. BOARD MEETINGS

(a) The Board may meet for the dispatch of business, may adjourn, and may otherwise regulate its meetings as required.

(b) The quorum for a Board meeting is the next number greater than half of the members of the Board, excluding the Chair, with at least one person present from those who are members in accordance with rule 14(a)(ii) and either 14(a)(iv) or 14(a)(v).

(c) The Chair or in the Chair's absence the Deputy Chair shall preside at meetings of the Board, and in the absence of both the Chair and the Deputy Chair the members of the Board at the meeting shall elect one of their number to preside.

(d) Questions arising at a meeting of the Board shall be decided by a majority of votes from the members of the Board who are present.

(e) The Board may pass a resolution without a meeting being held (a Circular Resolution).

(f) A Circular Resolution is passed if a majority of members of the Board approve or otherwise agree to the resolution in the manner set out in subrules (g) or (h).

(g) Each Board member may sign a Circular Resolution by:

(i) a single document setting out the resolution and containing a statement that they agree to the resolution; or

(ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.

(h) The Association may send a Circular Resolution by email to the Board members and the Board members may agree to the resolution by sending a reply email to that effect.

(i) A resolution is passed when a majority of Board members signs or otherwise agrees to the resolution in the manner set out in subrules (g) or (h).

26. COMMITTEE MEETINGS

(a) A committee appointed by the Council or Board shall exercise the powers and duties delegated to it in conformity with any conditions or limitations imposed by whichever of the Council or Board appointed the committee.

(b) A committee shall cause minutes to be kept of all resolutions and proceedings at all meetings of the committee.

(c) At the first meeting of the committee, the committee shall elect one of the members of the committee to be the Chair of the committee.

(d) If the Chair of a committee is not present at a meeting of the committee within fifteen minutes after the time appointed for holding the meeting the members of the committee present may choose one of their number to be Chair of the meeting.

(e) A committee may meet and adjourn as required or as directed by whichever of the Council or Board appointed the committee.

(f) Questions arising at a meeting shall be determined by a majority of votes.

(g) Each committee shall give to the Council or the Board, whichever appointed the committee, regular reports of its activities. Where delegated authority includes decision making the Council or the Board will note the committee decision. Otherwise the Council or the Board will deliberate on whether to adopt any recommendation of the committee.

(h) The quorum for a committee meeting is the next number greater than half of the members of the committee.

27. CONFLICTS OF INTEREST

(a) This rule applies to any Member, Board member, Council member or a member of any committee.

(b) A member of a body who has a direct or indirect interest (whether pecuniary or otherwise) or who has a relationship with someone who has a personal, commercial or financial interest in a matter being considered by the relevant body (or that is proposed in a Circular Resolution) is to disclose the interest to the other members of that body or, if all members of that body have the same conflict of interest:

(i) where the body is the Board, to the Members at the next General Meeting or at an earlier time if reasonable to do so, or

(ii) for any other body, by written notice to the Board.

(c) The disclosure referred to in subrule (b) must occur:

(i) at the first meeting of the body at which the contract or arrangement is first taken into consideration, if the interest then exists;

(ii) if the matter is considered via Circular Resolution, by written notice to each member as soon as practicable; or

(iii) in any other case, at the first meeting of the body after the acquisition of the interest.

(d) The disclosure of a conflict of interest by a member must be recorded in the minutes of the meeting.

(e) If a member of a body becomes interested (in the manner set out in rule 27(b) of this constitution) in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the body after they become so interested.

(f) A member of a body shall not vote on a matter in which they have a material personal interest or other conflict, or be present at the meeting while the matter is being discussed.

(g) A member may still be present and vote if:

(i) their interest arises because they are a student of the University or, in the case of Board members appointed by the University pursuant to this constitution, employees of the University;

(ii) their interest arises because they are a Member of the Association, and the other members have the same interest;

(iii) their interest relates to an insurance contract that insures, or would insure, the member against liabilities that the member incurs as a Member of the Association;

(iv) Consumer, Building and Occupational Services Tasmania makes an order allowing the member to vote on the matter; or

(v) the members of the relevant body who do not have a material personal interest in the matter pass a resolution that:

(A) identifies the member, the nature and extent of the member's interest in the matter and how it relates to the affairs of the Association; and

(B) says that those members are satisfied that the interest should not stop the member from voting or being present.

28. MANAGEMENT OF FUNDS

(a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(b) Subject to any restrictions imposed by a General Meeting of the Association, the Board may approve expenditure on behalf of the Association.

(c) The Board may authorise the General Manager to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board Members.

(e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

(f) With the approval of the Board, the General Manager may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

29. FINANCE

(a) The financial year of the Association ends on 31st December.

(b) True accounts shall be kept:

(i) of all sums of money received and expended by the Association and the matters in respect of which the receipt or expenditure takes place; and

(ii) of the property, credits, and liabilities of the Association and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board for the time being, those accounts shall be open to the inspection of the Members.

(c) The accounts, books and records are to be kept at the Association’s office or at any other place the Board decides.

(d) The Board may receive from the Association’s financial institution the financial transactions drawn by the Association on any of its accounts with the financial institution and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques or the surrender thereof to the Association.

(e) All financial transactions, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed in accordance with the guidelines and procedures approved by the Board from time to time.

(f) The Board shall authorise the Board Chair and the President to sign the Annual Financial Accounts on behalf of the Association.

30. AUDITOR AND AUDIT OF ACCOUNTS

(a) At each Annual General Meeting of the Association the Voting Members present are to appoint a person as the auditor of the Association.

(b) The auditor is to hold office until the following Annual General Meeting.

(c) The first auditor may be appointed by the Board before the first annual general meeting, and, holds office until the first annual general meeting, unless earlier removed by a resolution of the Voting Members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.

(d) If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association.

(e) Except as provided in rule 30(c) of this constitution the auditor may only be removed from office by special resolution of the Voting Members.

(f) If a casual vacancy occurs in the office of an auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

(g) At least once in each financial year of the Association, the accounts of the Association shall be examined by the auditor.

(h) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the Members Present at the Annual General Meeting.

(i) In the auditor's report, and in certifying to the accounts, the auditor shall state:

  (i) whether the auditor has obtained the information they have required;

  (ii) whether, in the auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at the auditor's disposal and the explanations given to the auditor and as shown by the books of the Association; and

  (iii) whether the rules relating to the administration of the funds of the Association have been observed.

(j) The public officer shall cause to be delivered to the auditor a list of all the accounts, books, and records of the Association.

(k) The auditor:

(i) has a right of access to the accounts, books, records, vouchers, and documents of the Association;

(ii) may require from the employees of the Association such information and explanations as may be necessary for the performance of their duties;

(iii) may employ persons to assist them in investigating the accounts of the Association; and

(l) may, in relation to the accounts of the Association examine any Board member or servant of the Board.

PART V –CONSTITUTION

31. CONSTITUTION

(a) A motion to alter this constitution may originate in either Council or the Board, or on request of one of the Voting Members.

(b) A motion to alter the constitution originated in either Council or the Board shall be presented in the following manner:

(i) Notice of motion shall be given to the General Secretary of the Council or to the public officer, in writing, at least ten clear days before the date of the meeting at which such motion is to be discussed.

(ii) The General Secretary of the Council or the public officer shall give the members of the Council or the Board at least four clear days' notice of the motion, and

(iii) The motion shall be valid only if passed by two thirds of those present and voting.

(c) A motion to alter the constitution having been passed by either the Council or the Board as provided in rule 31(b) of this constitution shall be presented to the next meeting of the other body provided that the motion shall be presented to the other body, following the procedure in rule 31(b) (ii) and (iii) of this constitution.

(d) A motion to alter the constitution having been passed in accordance with the procedure in rule 31(b) and (c) of this constitution shall be presented to the public officer who shall cause to have a Special General Meeting called to propose the alteration of the constitution. To be carried a constitutional amendment requires a quorum of Voting Members, defined in rule 11(b), to attend the Special General Meeting and pass the constitution. The Voting Members shall act in good faith when voting on a constitutional amendment and shall not unreasonably withhold their approval of the motion to alter the constitution. In the event that there is a dispute between the Voting Members as to whether or not the approval of one Voting Member has been unreasonably withheld such dispute shall be determined in accordance with the arbitration process set out in rule 11(g).

(e) A copy of the constitution must be available to any student who requests it.