

# JAMES COOK UNIVERSITY STUDENT ASSOCIATION

# CONSTITUTION

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As approved by the James Cook University Council on 27 August 2020  
Effective from date of JCUSA Council Meeting on 27 August 2020

## **OUR MISSION**

The James Cook University Student Association is an organisation directed by elected and appointed Office Bearers which aims to provide high quality representation, support services and relevant non-academic activities to all of its members.

## **RECOGNITION OF ORIGINAL CUSTODIANS**

The James Cook University Student Association recognises the Traditional Owners as the original custodians of the land on which all Australian James Cook University campuses sit. Further recognition is made that:

- a) Traditional Owners have a unique status as the descendants of the land;
- b) Traditional Owners have a spiritual, social, cultural and economic relationship with their traditional lands and waters within this area.
- c) Traditional Owners have made a unique and irreplaceable contribution to the identity and wellbeing of this land.
- d) Respect for Traditional Owners and the acknowledgement of Elders past and present must be a core value of our operation.

The James Cook University Student Association:

- Recognises Aboriginal and Torres Strait Islander people as the first peoples of Australia.
- Recognises the cultural values, beliefs, strengths and wellbeing needs of Aboriginal and Torres Strait Islander Students whilst undertaking study at James Cook University.
- Commits towards the achievement of reconciliation between Aboriginal and Torres Strait Islander Students / peoples and the wider community, as outlined in the JCU Reconciliation Statement.

**PART I - PRELIMINARY**

1.1 The body described as the James Cook University Student Association in this Constitution shall, for the purposes of the *James Cook University Act* 1997, be taken to be, and for all purposes shall be the same as, the James Cook University Union established by that Act under *Part 4 – Bodies connected with the University – Division 2 – Union*.

1.2 The Association -

- (a) is a body corporate;
- (b) may sue and be sued in its corporate name; and
- (c) to the extent permitted by law, is not subject to the provisions of the *Corporations Act*.

1.3 This Constitution is divided into Parts as follows:

- Our Mission
- Recognition of Original Custodians
- Part 1 Preliminary
- Part 2 Interpretation
- Part 3 Objects
- Part 4 Powers
- Part 5 Membership
- Part 6 Governance
- Part 7 Office Bearers' function, and removing elected, ex-officio and appointed Office Bearers from office
- Part 8 Annual Elections
- Part 9 Finance and Accounts
- Part 10 The Common Seal
- Part 11 Regulations
- Part 12 Referenda
- Part 13 Alterations to Constitution
- Part 14 Operation
- Part 15 Distribution of Surplus Assets to another Entity

**PART 2 - INTERPRETATION**

2.1 In this Constitution, unless the contrary intention appears –

"Academic Year" means the calendar year from 1 January through to 31 December (inclusive).

"Annual Election" means the Association election conducted annually in accordance with this Constitution and the Regulations.

"Association" means the James Cook University Student Association.

"Association Council" means the Council of the James Cook University Student Association constituted under this Constitution as approved by the University Council.

"Days" includes weekends and public holidays. If a period of days beginning on a given day, act or event is provided or allowed for a purpose by this Constitution or the Regulations, the period is calculated by excluding the day upon which the act or event occurs and by excluding the day upon which the purpose is to be fulfilled.

“Discrimination” means the unjust or prejudicial treatment of different categories of people or things, based on the grounds of sex, relationship status, pregnancy, parental status, breastfeeding, age, race, impairment, religious belief or activity, political belief or activity, trade union activity, lawful sexual activity, gender identity, sexuality, family responsibilities, and association with, or relation to, a person identified on the basis of any of the aforementioned attributes.

“General Manager” – means the officer(s) with responsibility for the overall general management of the Association.

“Membership” means the term of membership, commencing upon acceptance of Association Membership and ends on 31 December of that year.

“Office Bearers” means the elected, appointed and ex-officio members of the Association Council under 6.2.

"Regulations" means regulations made by the Association Council in accordance with this Constitution.

"Student" means a person who has been admitted and enrolled in a course or subject at the James Cook University and whose enrolment for that course or subject has not lapsed or been cancelled.

"University" means the James Cook University (JCU) as established under the *James Cook University Act 1997*.

“University Council” means the Council of the James Cook University as established under the *James Cook University Act 1997*.

### **PART 3 – OBJECTIVES**

#### **3.1 The objectives of the Association are:**

- (a) to promote interest in the life, activities and progress of Students and the University community and generally to further the aims and objectives of the University community as a whole;
- (b) to represent all James Cook University Students in all matters affecting or of concern to Students within the University and in the wider community;
- (c) to work on behalf of all Students for an education that is accessible, equitable and free from discrimination;
- (d) to advance the interests and welfare of all James Cook University Students;
- (e) to advocate for, and where appropriate establish, operate and maintain facilities and services for the benefit of all James Cook University Students;
- (f) to establish and maintain a means of communication between all James Cook University Students and of the University academic staff and officers, and the community generally;
- (g) to support and promote the principles of universal Membership of student representative organisations;
- (h) to support educational, social, cultural, sporting and recreational activities among all James Cook University Students;
- (i) to provide and maintain for all James Cook University Students a common meeting ground and social centre;

- (j) to provide a forum for the dissemination, discussion and debate of information and knowledge about matters of Student or public interest; and
- (k) to represent all James Cook University Students in matters affecting their interests with the exception of any party politics.

3.2 The Association must only apply its income and property in promoting these objectives.

#### **PART 4 - POWERS**

4.1 For the purposes of carrying out its objectives, the Association may exercise any of the following powers:

- (a) to have all the powers of a body corporate;
- (b) to lend money to its members;
- (c) to publish any newspaper or other publication;
- (d) to hold licenses under legislation;
- (e) to recognise and/or grant financial assistance to any club or society;
- (f) to set and charge Membership fees;
- (g) to receive and distribute grants;
- (h) to discipline the Ordinary and Associate Members of the Association in accordance with the Constitution and the Regulations;
- (i) to provide an honorarium to Office Bearers of the Association Council;
- (j) to grant leave to Office Bearers of the Association Council;
- (k) to affiliate with and/or grant financial assistance to properly constituted bodies; and
- (l) to generally do all things that will give effect to or further the objectives of the Association.

#### **PART 5 - MEMBERSHIP**

5.1 Categories of Membership

The classes of Membership of the Association are:

- (a) Ordinary Membership; and
- (b) Associate Membership.

5.2 Ordinary Membership

5.2.1 The Association must grant or renew Ordinary Membership to a person who is a Student at James Cook University upon completion, submission and acceptance of a Membership application.

5.2.2 The Membership term begins on the day of application.

5.2.3 Notwithstanding 5.2.2 a person will cease to be an Ordinary member of the Association upon ceasing to be a Student.

5.3 Rights of Ordinary Membership

Ordinary members are entitled to:

- (a) stand for and vote in Association Council Elections;

- (b) hold an Office on the Association Council;
- (c) requisition and vote in Referenda;
- (d) attend, speak and move and/or second motions at any meeting of the Association Council which is not held in camera;
- (e) attend, speak and move and/or second motions at any meetings of Association committees that are not held in camera;
- (f) inspect any records, by arrangement, which do not relate -
  - (i) to personnel or staffing matters; or
  - (ii) to legal matters or proceedings; or
  - (iii) to commercial in confidence documents; or
  - (iv) which would cause an Office Bearer or employee of the Association to do anything which is illegal and/or unethical;
- (g) utilise the amenities and services provided by the Association;
- (h) exercise any other rights expressly conferred upon Ordinary members by this Constitution or the Regulations.

#### 5.4 Associate Membership

5.4.1 The following persons are eligible to apply for Associate Membership:

- (a) members of the University Council and the Convocation of the University;
- (b) staff of the Association
- (c) staff of the University;
- (d) such other persons as the Association Council may determine from time to time.

5.4.2 Associate Membership commences upon the application being approved by Association Council and upon payment of the Association Services Fee, or a pro rata thereof, and will continue for the remainder of the Academic Year.

#### 5.5 Rights of Associate Members

Associate members are entitled to utilise the amenities and services provided by the Association but shall be non-voting members.

#### 5.6 Association's Membership Fees

5.6.1 The Association's Membership fee and fee structure for a member of the Association will be as approved by the Association Council in accordance with the Association's Regulations.

5.6.2 The Association can vary the prescribed fee between campuses.

5.6.3 The Association can set a different prescribed fee for different classes and sub-classes of members including, but not limited to, full time and part time, undergraduate and postgraduate, external and open learning Students.

5.6.4 The Association may refund in part or in full, the paid Association's Membership fee should an Ordinary or Associate member cease to be a member within a period as determined by Association Council.

5.7 All rights granted in this part are subject to the provisions of this Constitution and Regulations.

- 5.8 An Ordinary or Associate member's Membership may be cancelled, if at least two-thirds (2/3) of the voting Office Bearers, are satisfied that the Member has:
- (a) not paid the prescribed Membership fee; or
  - (b) not complied with a conduct obligation, as stated in the Association's approved Code of Conduct, of a serious nature; or
  - (c) been found guilty of a breach of discipline under 7.3, of a serious nature.

## **PART 6 - GOVERNANCE**

### 6.1 The Association Council

There will be a Council of the Association which will be the governing authority of the Association and will have and may exercise and discharge such powers, authorities, duties and functions as are imposed upon the Association Council or the Association by or under this Constitution.

### 6.2 Office Bearers of the Association Council

The Association Council will consist of the following honorary Office Bearers who will be elected or appointed in accordance with this Constitution and the Regulations.

#### 6.2.1 There will be seven (7) elected Office Bearers who will be voting members and who shall include:

- (a) President, an Ordinary member of the Association, elected by and from the Ordinary members at large;
- (b) Vice-President, an Ordinary member of the Association elected by and from the Ordinary members at large;
- (c) International Student's Officer, an Ordinary member of the Association, who is enrolled as an International Student, elected by and from the Ordinary members at large;
- (d) Cairns Campus Officer, an Ordinary member of the Association, who is enrolled at the Cairns Campus of James Cook University, elected by and from the Ordinary members enrolled at the Cairns Campus;
- (e) Townsville Campus Officer, an Ordinary member of the Association who is enrolled at the Townsville Campus of James Cook University, elected by and from the Ordinary members enrolled at the Townsville Campus;
- (f) Postgraduate Officer, an Ordinary member of the Association who is enrolled as a Postgraduate Student, elected by and from the Ordinary members who are enrolled as Postgraduate Students at large;
- (g) Equity and Diversity Officer, an Ordinary member of the Association, elected by and from the Ordinary members at large.

#### 6.2.2 Three (3) appointed Office Bearers who will be voting members:

- (a) The Vice Chancellor's nominee;
- (b) The Staff Representative, as elected by the staff of the Association; and
- (c) A community specialist having regard to any need for relevant specialist expertise.

6.2.3 Ex-officio Office Bearers who will be non-voting members and shall include:

- (a) The Secretary;
- (b) The General Manager or the officer(s) with responsibility for the overall general management of the Association;
- (c) James Cook University Singapore Student Council President; and
- (d) James Cook University Brisbane Student Council President.

6.2.4 Appointment of up to four (4) appointed Office Bearers who will be non-voting members, to represent different student interests or the interests of the Association, as determined from time to time by the Association Council.

### 6.3 Vacation of Office

6.3.1 The office of an ex-officio, elected or appointed Office Bearer becomes vacant if:

- (a) the Office Bearer is removed by the Association Council in accordance with 7.2; or
- (b) the Office Bearer delivers a signed resignation to the Association's President or Secretary; or
- (c) the Office Bearer is absent without the Association Council's leave and without reasonable excuse from three (3) consecutive meetings of the Association Council; or
- (d) the Office Bearer ceases to be a Student or otherwise ceases to be eligible to hold office as an elected, ex-officio or appointed Office Bearer;
- (e) the Office Bearer ceases to be entitled to exercise the rights of Ordinary Membership;
- (f) the Office Bearer dies;
- (g) the Office Bearer is convicted of an indictable offence; or
- (h) the Office Bearer is disqualified from managing corporations under the Corporations Act, Part 2D.6.

### 6.4 Leave of Absence

6.4.1 The Association Council may grant a leave of absence to any of its Office Bearers.

6.4.2 An Office Bearer is absent without leave if that Office Bearer is not in attendance at an Association Council meeting according to the conditions laid down in the Regulations.

6.4.3 The Association Council may grant leave of absence if a verbal or written apology is received by the meeting date.

6.4.4 Where it was not possible for an Office Bearer to furnish an apology, the Association Council may resolve to retrospectively grant leave of absence upon written application by an Office Bearer at the next Ordinary meeting of the Association Council.

### 6.5 Casual Vacancies

6.5.1 An office becomes vacant when:

- (a) the requirements of 6.3.1 are satisfied; or
- (b) when a position is not filled during an election.



- 6.5.2 Where either:
- (a) the office of President becomes vacant (and the Vice-President is unable or unwilling to act as President); or
  - (b) the office of Vice-President becomes vacant;

the Association Council must meet as soon as possible to appoint an Office Bearer, from the existing elected Office Bearers of the Association Council, to the position of Acting President or Acting Vice-President as the case may be, until the position is filled in accordance with the Regulations.

- 6.5.3 Where the office of any Office Bearer other than that of either the President or the Vice-President becomes vacant, the Association Council may meet as soon as possible and appoint an eligible Ordinary Member, who may also be an existing Office Bearer of the Association Council to act in the capacity of that office until the position is filled in accordance with the Regulations.
- 6.5.4 Where the office of the appointed Office Bearer under 6.2.2(b) and 6.2.2(c) becomes vacant, the Association Council may meet as soon as possible and appoint an eligible member to act in the capacity of that office until the position is filled in accordance with the Regulations.
- 6.5.5 A person appointed under 6.5.2, 6.5.3 and 6.5.4 is taken to have been elected under 6.2.1 or appointed under 6.2.2 and 6.2.4 and will have the same powers, rights and duties as if they had been elected or appointed to the position.
- 6.5.6 If, for the purposes of 6.2.1 of this Constitution, a new elected office is created after the calling of nominations for the Association Council's Annual Election, then that elected office is deemed "vacant" for the purposes of 6.5.

## 6.6 Term of office

- 6.6.1 Subject to 6.6.3, the following elected Office Bearers of the Association Council will hold office for a term of one (1) year from 1 November to 31 October of the following year:
- The President
  - The Vice-President
  - The International Student's Officer
  - The Cairns Campus Officer
  - The Townsville Campus Officer
  - The Postgraduate Officer
  - The Equity and Diversity Officer
- 6.6.2 The following appointed Office Bearers of the Association Council will hold office for two (2) years from 1 November:
- The Vice Chancellor's Nominee
  - The Staff Representative
  - The Community Specialist
- 6.6.3 The Office Bearers of the Association Council appointed under 6.2.4 will hold office for up to two (2) years, as determined by the Association Council.

6.6.4 If the Electoral Officer orders a new election of more than half plus one of the voting Office Bearers of the Association Council pursuant to the Regulations, the elected Office Bearers of the incumbent Association Council will continue to hold office until after a new election has been held and the composition of the Association Council determined.

## 6.7 Delegation

6.7.1 The Association Council may by resolution, delegate any of its powers and authorities, duties and functions (except for this power of delegation) to any Office Bearer, any appropriately qualified member of staff of the Association, or to any committee of the Association which includes one or more Office Bearers.

6.7.2 A delegation may be varied or revoked by resolution of Association Council and no delegation can prevent the exercise of any power, authority, duty or function by the Association Council.

6.7.3 A power, authority, duty or function delegated by the Association Council must be exercised or performed by the delegate in accordance with the resolution of delegation and in accordance with this Constitution.

## 6.8 Legitimacy of Proceedings

6.8.1 No proceedings of the Association Council can be invalidated by reason of:

- any defect in the appointment or election of an Office Bearer of the Association Council;
- the fact that a person purporting to be an Office Bearer of the Association Council by virtue of an office held by that person did not hold that office;
- the fact that a person purporting to be an Office Bearer of the Association Council was not such a member; or
- any defect in the convening or conduct of any meeting of the Association Council after the minutes of the meeting in question have been accepted and confirmed.

## 6.9 Liability of officers

6.9.1 An Office Bearer of the Association Council is not liable to the Association for any loss or expense incurred by the Association unless the loss or expense resulted from their own willful act or default.

6.9.2 The Association will indemnify and keep indemnified all Office Bearers of the Association Council against all expenses, losses or liabilities that they incur in the bona fide performance of their functions and duties as such an Office Bearer.

## 6.10 Meetings

6.10.1 The Association Council may conduct its business by way of an Ordinary Association Council meeting, a Special Association Council meeting, or a Circularised Resolution in accordance with the Regulations.

- 6.10.2 Ordinary meetings of the Association Council will be held at such times and for such purposes as laid down by this Constitution and the Regulations.
- 6.10.3 Special Meetings of the Association Council will be held at such times and for such purposes as laid down by this Constitution and the Regulations.
- 6.10.4 A Circularised Resolution may be used in situations of urgency or convenience where the timing of an Ordinary Association Council meeting is unsuitable and the calling of a Special Association meeting is not practicable. A Circularised Resolution requires the approval of two-thirds of the voting Office Bearers on the Association Council before the Resolution can be passed.
- 6.10.5 A quorum for the purposes of an ordinary or special meeting of the Association Council will be half plus one of the voting Office Bearers.

#### 6.11 Committees

The Association Council will appoint such Committees as it sees fit.

- 6.11.1 These Committees shall have such membership, powers, and duties as the Association Council shall confer on them or which the Association Council has delegated to them, subject to 6.7.

#### 6.12 Secretary

- 6.12.1 The Secretary of the Association Council shall be responsible for ensuring compliance with the Constitution (as approved by the University Council) and the Regulations of the Association (as approved by the Association Council), as well as the maintenance of the membership of the Association Council.
- 6.12.2 The Secretary of the Association shall be appointed by the Association Council.
- 6.12.3 The Secretary shall keep the minutes of all meetings of the Association Council, including Circularised Resolutions, shall write and receive correspondence and keep such other records concerning the membership and activities of the Association as the Association Council may from time to time decide upon.

#### 6.13 Ineligibility for membership of the Association Council

- 6.13.1 A person is not eligible to become an elected Office Bearer if the person:
  - (a) is not a Student;
  - (b) is not a fit and proper person in accordance with the Regulations;
  - (c) would have already served as an Office Bearer for a period of two (2) years of cumulative service at the time of commencement of the term of office of an elected Office Bearer whether by election or appointment by the Association Council to fill a vacancy.

- d) has not complied with 7.1, has breached a conduct obligation, has been found guilty of a breach of discipline in 7.3, or had a motion of a loss of confidence passed in 7.4, of a serious nature, within the previous two (2) years.

**PART 7 - OFFICE BEARERS' FUNCTION AND THE REMOVAL AND SUSPENSION OF ELECTED, EX-OFFICIO AND APPOINTED OFFICE BEARERS FROM OFFICE**

- 7.1 Office Bearers' function, and obligations about function
- (1) An Office Bearer has the function of ensuring the Association Council performs its functions and exercises its powers appropriately, effectively and efficiently.
  - (2) In performing the function, an Office Bearer:
    - (a) must act honestly and in the best interests of the Association; and
    - (b) must exercise reasonable skill, care and diligence; and
    - (c) must disclose to the Association Council any conflict that may arise between the Office Bearers' personal interests and the interests of the Association; and
    - (d) must not make improper use of his or her position as an Office Bearer, or of information acquired because of his or her position as an Office Bearer, to gain, directly or indirectly, an advantage for the Office Bearer or another person.
- 7.2 The Association Council may remove or suspend an Office Bearer from office
- (1) The Association Council may, subject to subsection (2), remove or suspend an elected, ex-officio or appointed Office Bearer from office if at least two-thirds of the voting Office Bearers are satisfied the Office Bearer:
    - (a) has not complied with 7.1; or
    - (b) has not complied with a conduct obligation, as stated in the Association's approved Code of Conduct, that must be complied with by the Office Bearer; or
    - (c) has been found guilty of a breach of discipline in 7.3; or
    - (d) has lost the confidence of the Association Council in accordance with 7.4.
  - (2) The President of the Association Council may not be removed or suspended without the approval of the University Council.
  - (3) If the Association Council decides to remove or suspend an Office Bearer under 7.2 (1), after the Office Bearer has been afforded natural justice, the Association Council must as soon as practicable give the Office Bearer notice of the decision and the reasons for it.
  - (4) If the Association Council gives an Office Bearer a notice under 7.2(3), the Office Bearer's term of office ends on the later of the following—
    - (a) the day the Office Bearer receives the notice;
    - (b) the day, if any, stated in the notice for that purpose.
- 7.3 Breach of Discipline
- 7.3.1 Any Office Bearer who willfully:
- (a) contravenes or fails to comply with any of the provisions of the Constitution and/or Regulations and/or or a lawful direction of the Association Council;

- (b) does or omits to do an act that might endanger the safety or health of a person or damage or destroy any property of the Association or the property of any Association member;
- (c) removes any Association property without the authority of the Association;
- (d) pledges the credit of the Association without the authority of a body or person authorised to deal with Association funds;
- (e) commits an act fraudulently or engages in fraudulent conduct; or
- (f) commits an act unlawfully or engages in unlawful conduct;

is guilty of a breach of discipline.

7.3.2 Any person alleging that an Office Bearer is guilty of a breach of discipline will lodge a charge by writing to the Association Secretary outlining the details of the allegation.

7.3.3 On receiving an allegation the Association Secretary must immediately:

- (a) give written notice to all Office Bearers of the Association Council that a charge has been made which shall be accompanied by a copy of the written allegation; and
- (b) give written notice to all Office Bearers of the Association Council of a Special Association Council Meeting to determine the matter which shall be held not less than fourteen (14) days after sending the notice.

7.3.4 Within three (3) business days, a Special meeting may be called of the Association Council to determine if an interim suspension is required, as decided by two-thirds of the voting Office Bearers, to address any duty of care concerns, to address the best interests of the Association, or to minimise current or future harm.

7.3.5 At the Special Association Council Meeting, the Office Bearer charged may address the Association Council and will be given the opportunity to present any written or verbal evidence in his/her defence.

7.3.6 If the Association Council resolves by two-thirds of the voting Office Bearers that the Office Bearer is guilty of the charge, without in any way limiting the options available, the Council may:

- (a) where the Office Bearer has been found guilty of a breach of discipline under 7.3.1(b) or (c), resolve that the Office Bearer repair or make good any damage caused or restore any Association property removed without authority;
- (b) where it is satisfied that the breach is of a serious nature:
  - (I) suspend the Office Bearer for a defined period of time not exceeding two (2) months; and/or
  - (II) remove the Office Bearer

- (c) where the Office Bearer is receiving an honorarium, and the Office Bearer is suspended, resolve to suspend the honorarium;
- (d) where it is satisfied that the breach is of a trivial nature, resolve not to impose a penalty.

#### 7.4 Loss of Confidence

7.4.1 Any person alleging that an Office Bearer has lost the confidence of the Association Council will lodge a charge by writing to the Association Secretary outlining the details of the allegation,

7.4.2 On receiving an allegation of loss of confidence, the Association Secretary must immediately:

- (a) give written notice to all Office Bearers of the Association Council that a charge has been made which shall be accompanied by a copy of the written allegation; and
- (b) give written notice to all Office Bearers of the Association Council of a Special Association Council Meeting to determine the matter, which shall be held not less than fourteen (14) days after sending the notice.

7.4.3 At the Special Association Council Meeting, the Office Bearer charged may address the Association Council and will be given the opportunity to present any written or verbal evidence in his/her defence.

7.4.4 If the Association Council resolves by two-thirds of the voting Office Bearers that the Office Bearer has lost the confidence of the Association Council it may:

- (a) where it is satisfied that the loss of confidence is of a serious nature:
  - (I) suspend the Office Bearer for a defined period of time not exceeding two (2) months; and
  - (II) where the Office Bearer is receiving an honorarium, resolve to suspend the honorarium; or
  - (III) remove the Office Bearer.
- (b) where it is satisfied that the loss of confidence is of a trivial nature, resolve not to impose a penalty.

### **PART 8 - ELECTIONS**

8.1 The election of the elected Office Bearers of the Association Council must be held annually at the times set out in the Regulations.

8.2 The Annual Election must be held according to the Regulations and any rules decided upon by the Association Council.

8.3 All elections, including Annual elections, shall be conducted as an electronic election and in accordance with the "first past the post" voting system.

**PART 9 - FINANCE AND ACCOUNTS**

- 9.1 The Association must keep accounting and associated records that correctly record and explain all transactions relating to the funds and assets of the Association.
- 9.2 The Association must keep a banking account and any investments of funds must be in a form authorised by the *James Cook University Act 1997*.
- 9.3 The Association must have the accounts and records of financial transactions of the Association audited as soon as practicable after the last day of December in respect of the year that ended on that date and must publish the audited statements of the accounts for each year.
- 9.4 No Distribution to Ordinary or Associate Members
- 9.4.1 No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Ordinary or Associate members of the Association.
- 9.4.2 9.4.1 does not prevent:
- 9.4.2.1 the provision in good faith of an honorarium to any Office Bearer, servant or member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
- 9.4.2.2 the payment of reasonable and proper rent by the Association to an Ordinary or Associate member of the Association for premises leased by that member to the Association; or
- 9.4.2.3 the reimbursement of expenses properly incurred by any Ordinary or Associate member of the Association on behalf of the Association.

**PART 10 - THE COMMON SEAL**

- 10.1 The Association will have a common seal which will be in the custody of the Secretary of the Association and which must only be affixed to a document or writing by resolution of the Association Council in the presence of any two of the Office Bearers of the Association, one of whom must be the President or the Vice-President of the Association.

**PART 11 - REGULATIONS**

- 11.1 The Association Council may by resolution passed at two (2) consecutive meetings of the Association Council make Regulations not inconsistent with this Constitution in respect to all matters concerning the provisions and objects of this Constitution. Such meetings will be held a period of not less than fourteen (14) days apart.
- 11.2 Without limiting the generality of 11.1, the Association Council may make Regulations in respect of:

- (a) Standing Orders and Rules of Debate
  - (b) Duties of Officers of the Association
  - (c) Duties of Management Committee
  - (d) Standing Committees
  - (e) Elections
  - (f) Clubs and Societies
  - (g) The Association's Commercial Outlets and;
  - (h) Association functions and activities.
- 11.3 The Association Council may repeal, rescind, revoke, alter, vary, amend or otherwise modify any Regulations or part thereof provided that:
- (a) notice of amendment has been given seven (7) days prior to the amendment being first presented to the Association Council;
  - (b) notice of amendment has been published on the Association's Official Notice Board; and
  - (c) the amendment is passed by resolution at two (2) consecutive meetings of the Association Council. Such meetings will be held a period of not less than fourteen (14) days apart.
- 11.4 Any changes to the Regulations must be submitted to the Secretary to the University Council within fourteen (14) days of the Association Council having approved any changes.

## **PART 12 - REFERENDA**

- 12.1 Referenda may be held for any one of the following purposes:
- (a) to decide proposals to reverse, alter or rescind any decisions or resolutions of the Association Council; or
  - (b) to determine matters or issues submitted to referendum.
- 12.2 A referendum must be held:
- (a) upon the decision of the Association Council to hold a referendum;
  - (b) whenever any matter is, by virtue of the provisions of this Constitution, required to be put to a referendum;
  - (c) upon receipt by the Association's Secretary of a petition seeking a referendum in respect of a decision or resolution of the Association Council or another matter or issue, signed by not less than ten (10) per centum of the Ordinary members of the Association; or
  - (d) to determine any question regarding affiliation of the Association with a National, State, Regional or Local Student Representative Body or any other organisation requiring fees to be paid to it or Association funds to be directed into it of an amount in excess of \$10,000.
- 12.3 All referenda with the exception of referenda called pursuant to 12.2 (d), will be held pursuant to such other provisions as prescribed in the Regulations.
- 12.4 Referenda called pursuant to 12.2 (d) will be governed by this Constitution and the Regulations only so far as they are consistent with the rules of affiliation as required by the Representative Body or organisation.



## **PART 13 - ALTERATION TO CONSTITUTION**

- 13.1 Subject to the provisions of Section 38 of the *James Cook University Act 1997*, the Association Council may repeal, amend or otherwise modify the Constitution provided that:
- (a) notice of amendment has been given seven (7) days prior to the amendment being first presented to the Association Council;
  - (b) notice of amendment has been published on the Association's Official Notice Board, Website and in two (2) consecutive weeks on the Association's primary social media account; and
  - (c) the amendment is passed by resolution at two (2) consecutive meetings of the Association Council and there is a period of at least fourteen (14) days between the meetings.
- 13.2 This Constitution may not be altered, repealed or amended retrospectively, save that any unintentional error, misdescription, omission, or typographic error of a cosmetic nature only, may be corrected without the necessity of a special resolution in accordance with this Constitution and the Regulations.

## **PART 14 - OPERATION**

- 14.1 This Constitution, all Regulations made pursuant to it, and all decisions made by the Association Council under this Constitution and the Regulations are binding on all Ordinary and Associate members of the Association.

## **PART 15 - DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- 15.1 This section applies if the Association resolves by special resolution of Council as prescribed by this Constitution to windup the operations of the Association or is otherwise dissolved by operation of law and there are surplus assets.
- 15.2 The surplus assets must not be distributed amongst the Ordinary or Associate members but must be given to an entity as defined in the *James Cook University Act 1997* created to undertake objects similar to the Association's objects, the rules of which prohibit the distribution of the entity's income and assets to its members and which is a not for profit organisation.
- 15.3 If there is no entity established under the *James Cook University Act 1997* as referred to in 15.2 then surplus assets must be given to an entity, the rules of which prohibit the distribution of the entity's income and assets to its members, which is a not for profit organisation and which is an organisation approved by the University Council.
- 15.4 In this part "surplus assets" will be deemed to have the meaning given by section 92 (3) of the *Associations Incorporation Act 1981*.