



NDSA

Notre Dame
Student Association
CONSTITUTION

DRAFT

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PART 1 - PRELIMINARY

1. NAME

The name of the association shall be the Notre Dame Student Association Incorporated, hereafter referred to as 'the NDSA'.

2. TERMS USED AND INTERPRETATION

2.1 In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015 (WA)*;

AGM is the acronym of the annual general meeting of the NDSA. It is the general meeting at which the financial report of the NDSA is presented to the members for approval;

Council means the management committee of the NDSA;

Council member means a member of the Council. It refers to both office holders and general Council members;

Council meeting means a meeting of the Council;

Commissioner means the person for the time being designated as the **Commissioner** under the Act;

Constitution means this document containing the rules of the NDSA, as in force for the time being;

Election SGM means the special general meeting called by the Council to confirm the results of the Election;

financial records includes: (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; (b) documents of prime entry; and (c) working papers and other documents needed to explain the methods by which financial statements are prepared and adjustments to be made in preparing financial statements;

financial report means the financial statements, the notes to the financial statements and the Council's declaration about the statements and notes as set out in section 63 of the Act.

financial year means the NDSA's financial year, which is a period determined in rule 36 ('The NDSA's Financial Year');

Immediate Past President means the person who served as President in the preceding year.

General Member means a member of the 'General Membership' class of membership, as defined in rule 8 ('Membership Classes');

general meeting means any meeting to which all members are invited and entitled to attend. The AGM and Election SGM are general meetings;

general Council member means a Council member who is not an office holder;

member means a member of the NDSA;

notice in writing means notice that is given in writing to a physical or electronic address;

office holder means a Council member who has been elected to one of the offices of the NDSA, as set out in rule 18.1;

ordinary resolution means a resolution of the NDSA that is not a special resolution;

President means the Council member holding office as the president of the NDSA;

Presiding Officer means the person chairing the meeting;

rule refers to a rule of the Constitution of the NDSA, as in force for the time being;

Secretary means the Council member holding office as the secretary of the NDSA;

SGM means any special general meeting called by the Council or the members;

special resolution means a resolution of the NDSA that is passed in accordance with the requirements under the Act that deal with special resolutions;

Student means a person currently enrolled in a course of study on the Fremantle campus of the University;

Student Body means the general cohort of students presently enrolled in a course of study at a Western Australian campus of the University, whether or not they are also enrolled at any other campus of the University.

surplus property means property remaining after satisfaction of: (a) the debts and liabilities of the NDSA; and (b) the costs, charges and expenses of winding up or cancelling the incorporation of the NDSA. It does not include records relating to the management of the NDSA;

The University means the University of Notre Dame Australia.

Treasurer means the Council member holding office as the treasurer of the NDSA;

Vice President means the Council member holding the office as the Vice President;

2.2 For the purpose of this constitution, notice in writing is taken to have been given:

- a) In the case of a notice given served personally, on the date on which it is received by the addressee;
- b) In the case of a notice that is 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 electronic transmission, on the date and time at which the machine from which the transmission was sent reports that the notice was sent.

3. THE PURPOSES OF THE NDSA

3.1 The NDSA was formed and is run by current students of the Fremantle campus of the University of Notre Dame Australia for the purpose of building a vibrant student community, being a voice for students at the University, and enhancing the educational, spiritual and social development and wellbeing of students during the course of their studies. More specifically, the objects of the NDSA include, but are not limited to, the following:

- a) To foster and promote the Objects of the University;
- b) To promote the wellbeing and interests of Students, and to further the common interests of Students;
- c) To facilitate and encourage effective communication among students, and between students and the University;
- d) To assist and support the University by providing student representation, at University events; on University Councils and boards; in interactions with other Universities and external bodies, and; at cultural, sporting and social activities;

- e) To provide support to any Student where authorised by the regulations or policies of the University, for example in any hearing of the University Disciplinary Council;
- f) To run cultural, sporting and social activities for Students;
- g) To facilitate the formation and running of Student Clubs;
- h) To have an affiliation system for incorporated associations run by and for particular student groups at the University in order to support and provide assistance for their activities;
- i) To undertake small scale fundraising for purposes approved by the Student body;
- j) To appropriately use and regulate the expenditure of SSAF funding;
- k) To be an independent not-for-profit body dedicated to these purposes.

4 EQUITY AND DIVERSITY

No student shall be discriminated against by the NDSA on the basis of race, gender identity, sexuality, religion, political ideologies, physical or mental disability, or age.

5 ALTERATIONS TO THIS CONSTITUTION

Alteration of this constitution must be by special resolution and must otherwise comply with requirements set out in the Act.

PART 2 - MEMBERSHIP

6 MINIMUM MEMBERSHIP NUMBERS

The NDSA must always have a minimum of 12 members with full voting rights.

7 MEMBERSHIP FEES

- 7.1 The Council determines the amount of the membership fees (if any) to be paid by General Members of the NDSA, as well as the time at which those fees fall due for payment.
- 7.2 The Council has absolute discretion to waive, reduce or postpone payment of the fee for General Membership.

8 MEMBERSHIP CLASSES

- 8.1 There is only one class of membership of the NDSA: general members.
- 8.2 General Members have voting rights at any general meeting of the NDSA.
- 8.3 To be a General Member, a person must:
 - a) Be a Student of the University enrolled on the Fremantle campus; and
 - b) Have successfully applied to join the NDSA (see rule 9).
- 8.5 General Members must be provided with a copy of this Constitution. This copy may be provided by such means as electronic transmission, or access to the details of a website where the rules may be downloaded, or similar. However, if the applicant requests a hard copy, then this must be provided.

9 GENERAL MEMBERSHIP APPLICATION PROCESS

- 9.1 A person who wishes to become a General Member must:
 - a) Be currently enrolled in a program at the University;
 - b) Apply for membership in such form as the Council from time to time provides;
 - c) Agree to be bound by and observe all the provisions of the Constitution; and
 - d) Pay the required fees (if any) or approach the Council about waiving the required fees (if any).
- 9.2 A Council member, or a delegate of the Council, must review the application made under sub-rule (1) as soon as practicable and accept or reject that application.
- 9.3 Where an application is accepted, the applicant immediately becomes a member and is entitled to exercise all the rights and privileges of membership, and must comply with all of the obligations of membership under this Constitution.
- 9.4 An application for General Membership may be rejected on the basis that:
 - a) The applicant is not a student on the Fremantle campus; or
 - b) Any other ground/s that the Council has deemed to be relevant.
- 9.5 Where an application for General Membership is rejected:
 - a) The Council member (or delegate of the Council) reviewing the application must inform the applicant of the decision to reject their application and return any fees paid by the applicant;
 - b) There is no requirement to provide reasons for the decision;

- c) The rejected applicant has no right of appeal against the decision;
- d) The University will be informed that the applicant has been rejected.

10 WHEN MEMBERSHIP CEASES

10.1 A person ceases to be a member of the NDSA when any of the following takes place:

- a) The membership period comes to an end;
- b) 90 days have passed since the member's membership fee was due to be paid and that fee remains unpaid;
- c) The person no longer meets the eligibility requirements for their class of membership;
- d) The person resigns from the NDSA under rule 11 ('Resignation of Members');
- e) The person is expelled from the NDSA under rule 12 ('Suspension and Expulsion of Members'); or
- f) The member dies or becomes permanently and severely mentally incapacitated.

11 RESIGNATION OF MEMBERS

11.1 A member may resign from membership of the NDSA by giving notice in writing of the resignation to a Council member.

11.2 The resignation takes effect:

- a) When the Council member receives the notice; or
- b) If a later time is stated in the notice, at that later time.

12 SUSPENSION AND EXPULSION OF MEMBERS

12.1 The Council may decide to immediately suspend a member from attending any meetings or from assisting the NDSA with its work if:

- a) The member contravenes this Constitution; or
- b) The member acts detrimentally to the interests of the NDSA.

12.2 The period of suspension will last until the Council has met to determine whether the suspension is to be lifted or whether the member is to be expelled.

12.3 The Council may not meet for the purpose of determining to lift a suspension until 10 working days after the member was notified of their suspension.

- 12.4 The Secretary must give the member notice in writing of their suspension and the possibility of their expulsion from the NDSA. This notice must state:
- a) When and where the Council meeting is to be held;
 - b) The grounds on which the immediate suspension and proposed expulsion is based;
 - c) That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the proposed expulsion; and
 - d) That the member is entitled to bring along a support person to the meeting.
- 12.5 At a Council meeting to consider the matter of suspension or expulsion, the Council must:
- a) Give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the proposed expulsion;
 - b) Give due consideration to any submissions so made; and
 - c) Decide whether or not to expel the member from the NDSA.
- 12.6 The Council must give the member notice in writing of the outcome of the Council's decision within 7 days after the Council meeting at which the decision was made. The Council is not required to give written reasons for its decision.
- 12.7 A decision of the Council to suspend the member's membership or to expel the member from the NDSA takes immediate effect.
- 12.8 The University must be informed of decisions to suspend and expel members.

13 MEMBERSHIP RIGHTS NOT TRANSFERABLE

The rights of a member are not transferable.

14 LIABILITIES OF MEMBERS AND COUNCIL MEMBERS

- 14.1 Members and Council members are not personally liable in respect of any liabilities of the NDSA.
- 14.2 Members are only liable for their own outstanding membership fees (if any).

15 DISPUTES BETWEEN MEMBERS OR BETWEEN MEMBERS AND THE NDSA

- 15.1 Where a member engages in a dispute under or relating to this Constitution with either another member or with the NDSA, the member may notify the Council of their dispute in order to seek a resolution on the issue from the Council.
- 15.2 The notification must be in writing and must include:
- a) The names of the parties to the dispute;
 - b) A description of the nature of the dispute.
- 15.3 The Secretary must ensure that the parties have at least 10 working days notice in writing of the date of the Council meeting at which the dispute shall be considered.
- 15.4 The written notice that is given to the parties to the dispute will include:
- a) The day, place and time of the Council meeting;
 - b) The names of the parties to the dispute;
 - c) A summary of the dispute that has been referred to the Council for resolution;
 - d) That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the dispute; and
 - e) That the member is entitled to bring along a support person to the meeting.
- 15.5 At the Council meeting considering the resolution of such a dispute, the Council must:
- a) Give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the dispute;
 - b) Give due consideration to any submissions so made;
 - c) Make a determination as to how the dispute will be resolved;
 - d) Communicate this determination to the parties to the dispute.
- 15.6 The University must be informed of the initiation of dispute-resolution proceedings and the outcome.

PART 3 – THE COUNCIL

16 POWERS OF THE COUNCIL

- 16.1 The Council shall manage the affairs of the NDSA and has the power to do all things necessary or convenient to be done for the proper management of its affairs, subject to this Constitution, the Act and any resolution passed at a general meeting.
- 16.2 The Council must take all reasonable steps to ensure that the NDSA complies with the Act and this Constitution.
- 16.3 The Council may delegate, in writing, to one or more subcommittees (consisting of such members of the NDSA as the Council thinks fit), the exercise of such functions and duties of the Council as are specified in the delegation other than:
 - a) The power of delegation; and
 - b) Any duty that is non-delegable by this Constitution, the Act or any other law.
- 16.4 The Council must form the following subcommittees:
 - a) An Academic Council;
 - b) A Clubs Council; and
 - c) A Student Welfare Council
- 16.5 Each subcommittee will act in accordance with its particular Terms of Reference.
- 16.6 The Council may continue to exercise any delegated function and may, in writing, revoke wholly or in part any delegation.
- 16.7 The acts of the Council and its delegates are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Council member or delegate.
- 16.8 The NDSA may execute a document by:
 - a) The signature of two Council members;
 - b) The signature of one Council member who has been authorized to sign that document by resolution of the Council; or
 - c) The signature of one Council member who has been authorized to sign that document by resolution of the General Members at a General Meeting.
- 16.9 The NDSA does not have a common seal and therefore cannot execute documents by using a common seal.

17 COMPOSITION OF THE COUNCIL

17.1 The Council members shall consist of:

- a) Four (4) executive office holders:
 - a. President;
 - b. Vice President;
 - c. Treasurer;
 - d. Secretary;
- b) Eight (8) non-executive office holders:
 - a. Academic Council Chair;
 - b. Clubs Council Chair, who may not be a current President of an affiliated or unaffiliated student club;
 - c. Welfare Council Chair;
 - d. Advertising Director;
 - e. Social Media Director;
 - f. Events Director;
 - g. Assist Director;
 - h. Sport and Health Director;
 - i. Environment Director;
 - j. Two (2) general committee members.

17.3 All Council members must be General Members of the NDSA.

17.4 No member may hold more than one office.

17.5 As required by the Act, unless prior approval has been granted by the Commissioner, a member will be ineligible to serve as a Council Member if they:

- a) Are an undischarged bankrupt or their affairs are under insolvency laws;
- b) Have been convicted of an indictable offence in relation to the promotion, formation or management of a body corporate; or
- c) Have been convicted of an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months, or an offence under part 4 Division 3 (the duties of officers provision) or section 127 (the duty with respect to incurring debt) of the Act.

18 HOW MEMBERS BECOME COUNCIL MEMBERS AND TERMS OF OFFICE

- 18.1 A member becomes a Council member if the member:
- a) Is a General Member of the NDSA (see rule 8 'Membership Classes'); and
 - b) Has had their election confirmed at the Election SGM in October (see rule 29 'Annual Special General Meeting ("Election SGM") in October'); or
 - c) Is appointed to the Council to fill a vacancy on the Council (see sub-rule 18.2).
- 18.2 The Council may appoint a person to fill any vacancy on the Council (including a vacancy of an office holder position).
- 18.3 Casual vacancies for all Council positions other than Member positions without portfolio, must be filled within one month of being declared vacant.
- 18.4 The University shall be informed of:
- a) All appointments to and resignations from the Council; and
 - b) All proceedings to remove a Council Member.
- 18.5 All Council members, with the exception of the Treasurer, shall hold office from the date of their election or their appointment until either the next annual SGM in October or until they cease to be a Council member under sub-rule 18.7.
- 18.6 The Treasurer's period of office:
- a) The period commences at the date of their election or appointment;
 - b) If the Treasurer is not re-elected at the next annual SGM in October, then the Treasurer's term of office continues, but with reduced responsibilities, until the AGM. The Treasurer's office is continued solely for the purpose of assisting the newly elected Treasurer to resolve any issues that may have arisen in the preparation of the financial report that must be presented at the AGM. Throughout this period, the Treasurer is not required to attend Council meetings or general meetings, including the AGM.
 - c) The Treasurer will cease to be the Treasurer should they cease to be a Council member under sub-rule 18.7.
- 18.7 A Council member (including office holder) ceases to be a member of the Council (including ceasing office) where the Council member:
- a) Is suspended from membership or ceases to be a member of the NDSA under rule 10 ('When Membership Ceases');

- b) Is, in the reasonable opinion of the Council, unable to properly fulfil their role as a result of physical or psychological affliction;
- c) Resigns from office by notice in writing given to the President or Secretary;
- d) Is absent without the consent of the Council from 3 consecutive Council meetings; or
- e) Is removed from their position by a resolution of the NDSA at a general meeting, provided that the Council member in question has had the opportunity to make written and/or oral representations (of a reasonable length) to the members at that general meeting; or
- f) Becomes ineligible to serve as a Council Member under rule 17.5.

19 DUTIES OF THE COUNCIL MEMBERS

19.1 All Council Members will:

- a) Act according to the purposes of the NDSA;
- b) Act with due diligence in respect to any function of the Council; and
- c) Serve on such student boards or Councils as may be required under University Statute, Regulation or otherwise upon request by the Vice Chancellor.

19.2 All Executive holders shall:

- d) (a) Act in accordance with the purposes of the NDSA and support the effective governance and operation of the Association;
- e) (b) Exercise due diligence and act in good faith in the performance of their duties;
- f) (c) Attend Executive meetings as required and participate in decision-making processes of the Executive;
- g) (d) Work collaboratively to support the direction, priorities, and decisions of the Council; and
- h) (e) Approve expenditures on behalf of the NDSA up to a value of \$500, provided that a majority vote of the Executive is achieved.

19.3 The President of the NDSA shall, in addition to any other duties allocated to the President in this Constitution:

- a) Direct, coordinate and supervise the work of all office holders elected and appointed under this Constitution;

- b) Direct the activities and manage the affairs of the NDSA in accordance with this Constitution;
 - c) Provide leadership to the Council and ensure the effective and efficient operation of the NDSA;
 - d) Represent the NDSA and the student body at University and external functions, forums, and events;
 - e) Advocate for the interests and welfare of students within the University and broader community;
 - f) Chair all meetings of the Council and General Meetings of the NDSA;
 - g) Be the second point of contact, following the Vice-President, for informal intra-Council conflict resolution;
 - h) Be the sole officer authorised to make public statements on behalf of the NDSA, unless another Council member is authorised in advance by the Council in writing;
 - i) Oversee and approve official communications of the NDSA;
 - j) Manage the workload and direction of the Council to ensure responsibilities are carried out effectively;
 - k) Authorise and enter into contracts and agreements on behalf of the NDSA in accordance with this Constitution; and
 - l) Consult with the Secretary regarding the business to be conducted at each meeting.
- 19.4 The Vice President of the NDSA shall, in addition to any other duties allocated to the Vice President in this Constitution:
- a) Assist the President in all areas of responsibility;
 - b) Act as the President in circumstances where the President is unable to do so;
 - c) Be the first point of contact for informal conflict resolution.
- 19.5 The Treasurer of the NDSA shall, in addition to any other duties allocated to the Treasurer in this Constitution:
- a) Ensure that any amounts payable to the NDSA are collected and that receipts for those amounts are issued in the NDSA's name;

- b) Ensure that any amounts paid to the NDSA are credited to the appropriate account of the NDSA, as directed by the Council;
- c) Ensure that any payments to be made by the NDSA are made on time;
- d) Ensure the safe custody of the NDSA's financial records and financial reports, bank account information, payment gateway information, etc.;
- e) Ensure the custody of the non-financial books of the NDSA;
- f) Ensure the preparation of the NDSA's financial report before its submission to the members at the AGM (see rule 28 'Annual General Meeting ("AGM")' and rule 37 'The Financial Report Submitted at the AGM');
- g) Provide assistance to the independent auditor conducting the audit of the NDSA's financial report; and
- h) Ensure that the NDSA complies with the relevant requirements of Part 5 of the Act.

19.6 The Secretary of the NDSA shall, in addition to any other duties allocated to the Secretary in this Constitution:

- a) Co-ordinate the correspondence of the NDSA;
- b) Keep full and correct records of the proceedings of the Council and of the NDSA; and
- c) Ensure compliance with the NDSA's record-keeping obligations under the Act.
- d) Co-ordinate with the President on the business to be conducted at each Council meeting and general meeting.
- e) Prepare the notices required for meetings and for the business to be conducted at the meetings;
- f) Ensure the preparation of minutes of meetings; and
- g) Ensure that resolutions considered by the Council outside of Council meetings are recorded as an agenda item for ratification at the next Council meeting.

19.7 The Welfare Committee Chair of the NDSA shall, in addition to any other duties allocated to the Welfare Committee Chair in this Constitution:

- a) Chair and oversee all meetings of the Welfare Committee;
- b) Provide leadership and direction for the development and implementation of welfare initiatives;
- c) Advocate for the welfare, safety, and wellbeing of members;

- d) Represent the welfare interests of members to the Council and the University;
- e) Oversee the development and implementation of welfare-related policies, campaigns, and initiatives;
- f) Ensure accessibility to welfare support and facilitate appropriate referral pathways;
- g) Promote an inclusive, safe, and equitable environment for all students of the University; and
- h) Report to the Council and maintain appropriate records and documentation.

19.8 The Academic Committee Chair of the NDSA shall, in addition to any other duties allocated to the Academic Committee Chair in this Constitution:

- a) Chair and oversee all meetings of the Academic Committee;
- b) Represent the student body on University Academic Boards or equivalent high-level academic committees;
- c) Advocate for student interests regarding curriculum, assessment, and academic policy;
- d) Provide guidance to students navigating academic appeals or grievance processes;
- e) Liaise with School/Faculty representatives to identify and address systemic academic issues;
- f) Oversee the development of academic support initiatives, such as study groups or workshops;
- g) Ensure students are informed of their academic rights and responsibilities;
- h) Report to the Council on academic trends and University-wide policy changes.

19.9 The Clubs Committee Chair of the NDSA shall, in addition to any other duties allocated to the Clubs Committee Chair in this Constitution:

- a) Chair and oversee all meetings of the Clubs Committee;
- b) Oversee the affiliation and re-affiliation process for all student clubs;
- c) Manage the allocation of NDSA funding and grants to affiliated clubs;

- d) Ensure all clubs comply with NDSA and University policies, including safety and financial reporting;
- e) Mediate disputes between or within affiliated clubs;
- f) Act as the primary liaison between student clubs and University Campus Services/Student Life;
- g) Provide leadership and training for club executives on governance and event planning;
- h) Maintain a central register of all affiliated clubs and their executive members.

19.10 The Events Director of the NDSA shall, in addition to any other duties allocated to the Events Director in this Constitution:

- a) Develop, maintain, and oversee the NDSA events calendar;
- b) Plan and organise NDSA events in accordance with the objectives of the Association;
- c) Coordinate the delivery and execution of all NDSA events;
- d) Prepare, gather, and complete all required documentation for events, including but not limited to risk management plans, event budgets, permits, licences, and certificates of currency;
- e) Ensure all events comply with relevant legal, University, and constitutional requirements;
- f) Liaise with internal and external stakeholders, including Council members, vendors, and the University, to facilitate successful event delivery;
- g) Provide regular updates to the Council on the planning, progress, and outcomes of events; and
- h) Evaluate the success of each event and provide a written report to the Council, including recommendations for future improvements.

19.12 The Advertising Director of the NDSA shall, in addition to any other duties allocated to the Advertising Director in this Constitution:

- a) Coordinate the advertising and promotion of NDSA initiatives, events, and campaigns through non-social media channels;

- b) Manage and maintain the NDSA website, ensuring content is current, accurate, and accessible;
- c) Develop and implement strategies to promote NDSA activities through campus-based and digital advertising platforms, including posters, screens, and other media;
- d) Liaise with the University Marketing Department regarding advertising, branding, and promotional opportunities;
- e) Ensure consistency of branding and messaging across all advertising materials;
- f) Work with the Executive to ensure due diligence is given to all advertising and promotional materials;
- g) Ensure all published advertising materials reflect the values and ideals of the NDSA; and
- h) Ensure all advertising campaigns and materials comply with the constitutional obligations of the NDSA.

19.13 The Social Media Director of the NDSA shall, in addition to any other duties allocated to the Social Media Director in this Constitution:

- a) Coordinate the design and delivery of social media content for NDSA initiatives, events, and campaigns;
- b) Develop and implement strategies to strengthen the NDSA brand, recognition, and engagement across social media platforms;
- c) Manage and maintain the NDSA's social media accounts and online presence;
- d) Promote NDSA events, initiatives, and services through social media channels in a timely and effective manner;
- e) Engage with students and stakeholders through social media to foster community and increase participation;
- f) Work with the Executive to ensure due diligence is given to all social media and digital publicity materials;
- g) Ensure all published social media content reflects the values and ideals of the NDSA; and
- h) Ensure all social media campaigns and materials comply with the constitutional obligations of the NDSA.

19.14 The Assist Director of the NDSA shall, in addition to any other duties allocated to the Assist Director in this Constitution:

- a) Advocate for students experiencing financial stress, including providing advice and assistance in accessing relevant support services;
- b) Provide students with general budgeting guidance and financial literacy support;
- c) Oversee the operation and management of the NDSA food pantry, ensuring it is maintained and appropriately stocked with essential non-perishable items;
- d) Promote awareness of financial assistance opportunities, including Notre Dame scholarships and other relevant support programs;
- e) Advocate for increased support and resources for students facing financial hardship within the University; and
- f) Liaise with the University and external organisations to enhance support services and resources available to students in need.

19.15 The Sports and Health Director of the NDSA shall, in addition to any other duties allocated to the Sports and Health Director in this Constitution:

- a) Coordinate with the university's Student Life and sports clubs, and external organisations in relation to sports and health matters.
- b) Organise university sports tournaments and competitions.
- c) Attend NDSA Council meetings.
- d) Promote student participation in the university's recreational and competitive sports.
- e) Plan, coordinate and oversee sports, fitness and health-related programs and activities.
- f) Promote the physical and mental wellbeing of the student body.
- g) Raise awareness of available sports programs and health resources.
- h) Collect student feedback on sports and health services.
- i) Develop and manage budgets and plans for student sports and health services.
- j) Advocate for the improvement and accessibility of sports facilities and health services.
- k) Report to the Council on matters relating to sports, fitness, and health within the NDSA.
- l) Manage and restock sports-related supplies and equipment in the Prindiville games room.

19.16 The Environmental Director of the NDSA shall, in addition to any other duties allocated to the Environmental Director in this Constitution:

- a) Inform and advise the Council on environmental issues relevant to the University and student body;
- b) Develop and implement programs, initiatives, and campaigns that promote environmental sustainability and conscious consumption among students;
- c) Liaise with external stakeholders, including the City of Fremantle, to support and develop environmental initiatives;
- d) Liaise with the University and Campus Services to develop, implement, and improve environmentally sustainable practices and student spaces on campus;
- e) Represent the NDSA on University committees and bodies related to sustainability and the improvement of student spaces;
- f) Oversee and manage student spaces, including furniture, artwork, and equipment, ensuring they are maintained and utilised effectively;
- g) Monitor and maintain records of the NDSA's environmental impact, including its carbon footprint; and
- h) Advocate for sustainable practices and environmental responsibility within the NDSA and the broader University community.

19.17 The Ordinary Council Member of the NDSA shall, in addition to any other duties allocated to the Ordinary Council Member in this Constitution:

- a) Assist and support office holders in the performance of their roles and responsibilities;
- b) Attend and actively contribute to NDSA events and initiatives;
- c) Undertake duties and responsibilities as delegated by the Executive or Council; and
- d) Proactively engage with and support Council members to ensure the effective operation of the NDSA.

20 UNIVERSITY RELATIONSHIP

20.1 Neither the NDSA, the Council, Council members nor any general members are agents of the University, nor can they bind or represent the University (without the express written consent of the Vice Chancellor) in any capacity.

- 20.2 The University has no responsibility whatsoever for the debts or liabilities of the NDSA.
- 20.3 Notwithstanding any provisions of the Act or this Constitution, the NDSA is subject to the restrictions or limitations imposed by the University Statutes and any associated regulations.

21 COUNCIL MEETINGS

- 21.1 The Council shall call at least 3 Council meetings.
- 21.2 In addition to the Council meetings identified in sub-rule (1), the Council shall convene:
- a) If requested to do so by either the President or by no less than 4 Council members; and
 - b) Where it is proposed that a member be suspended or expelled, in accordance with the requirements under rule 12 ('Suspension And Expulsion Of Members').
- 21.3 The Council shall determine the date, time, place/s, method and procedure of its meetings.
- 21.4 Where Council meetings are conducted in more than one place:
- a) Any technology may be used that gives the Council members a reasonable opportunity to participate;
 - b) The minutes shall record the place of the meeting as the place where the chair of the meeting is located;
 - c) All Council members participating in the meeting shall be taken to be present in person at the meeting;
 - d) If, before or during the meeting, any technical difficulty occurs whereby one or more Council members cease to participate in the meeting, the chair of the meeting may adjourn the meeting until the difficulty is remedied or may, provided a quorum of Council members remains present, continue with the meeting.
- 21.5 The Secretary shall issue an agenda in advance of the meeting, giving reasonable notice of the meeting.
- 21.6 A quorum of any meeting of the Council shall be a minimum of 4. At least one of these Council members must be an office holder of the NDSA.
- 21.7 The President shall chair the meetings. In the event that the President is absent from the meeting, the Council members who are present will elect a Council member to chair the meeting. This election will be noted in the minutes.

- 21.8 At all meetings of the Council, each Council member shall be entitled to one vote and in the case of an equality of cast votes, the chair shall have the casting vote.
- 21.9 If a Council member has a material personal interest in a proposed resolution, then that Council member:
- a) Must disclose the nature and extent of that interest to the other Council members;
 - b) May not be present while the matter is being considered at the meeting; and
 - c) May not vote on the resolution.
- 21.10 The Secretary shall ensure that minutes are taken and issued to the Council members.

22 MAKING RESOLUTIONS OUTSIDE OF COUNCIL MEETINGS

- 22.1 The Council may pass a resolution outside of a Council meeting, provided that:
- a) All Council members are given reasonable notice of the resolution to be passed;
 - b) The technology chosen to facilitate the discussion and vote gives all Council members a reasonable opportunity to participate;
 - c) The resolution is clearly identified and worded; and
 - d) The majority of Council members entitled to vote on the resolution cast a vote (see sub-rule (3) regarding who is entitled to vote).
- 22.2 When voting, each Council member shall be entitled to one vote and in the case of an equality of cast votes, the chair shall have the casting vote.
- 22.3 If a Council member has a material personal interest in the proposed resolution, then that Council member must:
- a) Disclose the nature and extent of that interest to the other Council members;
 - b) May not participate in the discussion on the matter; and
 - c) May not vote on the resolution.
- 22.4 The proposed resolution and its outcome must be put to the Council for ratification and minuting at the next Council meeting.

PART 4 – GENERAL MEETINGS

23 TYPES OF GENERAL MEETING TO BE HELD BY THE NDSA

- 23.1 Every year, the Council will convene the following general meetings:
- a) An annual general meeting ('AGM') (see rule 28 'AGM'); and
 - b) An annual special general meeting to elect the Council ('Election SGM') (see rule 29 'Election SGM').
- 23.2 Additional to general meetings described in sub-rule (1), the Council may decide to convene one or more special general meetings ('SGMs').
- 23.3 A special general meeting ('SGM') must be convened by the Council if:
- a) 20% of members require a general meeting to be convened;
 - b) Those members have given notice in writing to the Secretary;
 - c) Those members have signed the notice; and
 - d) The business to be considered at the meeting is stated in the notice.
- 23.4 If the Council does not convene a general meeting as required by rule 23.3 within 28 days of the notice having been given, then the members who called for the meeting may convene the meeting, provided that:
- a) The meeting is held within 3 months from the date that the original request was made;
 - b) The only business discussed at the meeting is the business that was stated in the notice given to the Secretary; and
 - c) 14 days' notice in writing of the date, time and place of the meeting, as well as the business to be discussed, is given to every member of the NDSA.

24 QUORUM AT ALL GENERAL MEETINGS

- 24.1 At all general meetings, 4 members present in person constitute a quorum.
- 24.2 In the event that a quorum is not present within 30 minutes after the notified commencement time then the meeting is adjourned to:
- a) The same time and day in the following week; and
 - b) The same place, unless the chair specifies another place either:
 - i. at the time of the adjournment; or

- ii. by notice in writing of another place that is given to members before the day to which the meeting has been adjourned.

24.3 At an adjourned general meeting under rule 24.2, if within 30 minutes of the notified commencement time a quorum is not present, then the members present will be deemed to constitute a quorum, provided that there are at least 2 members present.

25 PROCEDURES (OTHER THAN VOTING PROCEDURES) AT ALL GENERAL MEET-INGS

25.1 The Secretary must give to all members not less than 14 days' notice in writing of a general meeting, and that notice must:

- a) State the date, time and place of the meeting;
- b) State the general nature of each item of business to be transacted at the meeting concerned, and the order in which they will be addressed;
- c) State the wording of any proposed special resolution; and
- d) Explain the process for appointing proxies for the meeting (see rule 27 'Appointing Proxies').

25.2 The business of any general meeting, other than a general meeting convened under rule 23.3 (ie. a meeting called for by 20% of the members), must include:

- a) Confirmation of the minutes of any previous general meeting that have not yet been confirmed;
- b) If, during the period between general meetings (other than a meeting convened under rule 23.3), a Council member had disclosed to the Council a material personal interest in a matter that was considered at a Council meeting, then that Council member must disclose the nature and extent of that interest to the members at this next general meeting;
- c) A vote on any ordinary resolution that was identified in the notice of meeting.
- d) A vote on any special resolution – the wording of which was set out in the notice of meeting (see sub-rule (1)).

25.3 The President shall chair the meetings. In the event that the President is absent from the meeting, the members who are present will elect a member to chair the meeting. This election will be noted in the minutes.

25.4 The Secretary shall ensure that minutes are taken and that afterwards:

- a) The minutes are submitted to review by the chair of the meeting;

- b) The minutes are updated to include a statement by the chair that the minutes are, in their view, correct;
- c) The minutes are sent out to all Council members.

26 VOTING PROCEDURES AT ALL GENERAL MEETINGS

- 26.1 Each General Member present in person at a general meeting is entitled to a deliberative vote.
- 26.2 A General Member may appoint proxy to vote and speak on their behalf.
- 26.3 General members with a material personal interest in a matter that has been put to a resolution may vote. However, if they wish to speak to that resolution prior to voting, then they must declare the nature and extent of their personal interest.
- 26.4 Where an ordinary resolution is put to a vote:
 - a) The vote will be decided by a majority of votes; and
 - b) If votes are equally divided, then the chair of the meeting will cast a deciding vote.
- 26.5 Where a special resolution is put to a vote, the vote will be decided by votes of not less than three-fourths of the General Members of the NDSA who are present at the meeting.
- 26.6 In relation to both ordinary and special resolutions, the vote will be conducted by a show of hands unless either the chairperson or 3 members present at the meeting request that a written poll be taken.
- 26.7 In relation to both ordinary and special resolutions, the chair of the meeting will declare the result of the resolution.

27 APPOINTING PROXIES

- 27.1 A General Member may be appointed as the proxy for not more than 5 other General Members.
- 27.2 A General Member who seeks to appoint a proxy for a particular general meeting must give notice in writing of the appointment to the Secretary.
- 27.3 The appointment of a proxy sent by post or electronically is of no effect unless it is received by the secretary not later than 24 hours prior to the commencement of the general meeting.
- 27.4 The proxy must vote in accordance with any instructions given to them by the General Member who appointed them.

- 27.5 If, after appointing a proxy, the General Member attends the meeting, then the appointment of the proxy is invalid from that time.
- 27.6 If the proxy fails to attend the meeting, the General Member who made the appointment loses their opportunity to vote.

28 ANNUAL GENERAL MEETING ('AGM')

- 28.1 The Council must convene an annual general meeting after the annual election, but prior to 31st October, each year. The Presiding Officer for the AGM shall be the President.
- 28.2 The business of the AGM must include (in addition to the matters set out in rule 23(2) regarding the business of any general meeting):
- a) A consideration of the Council's annual report on the NDSA's activities during the preceding financial year, as signed by the President on behalf of the Council;
 - b) A resolution to accept the independent auditor's report on the financial report of the NDSA for the preceding financial year;
 - c) A resolution to accept the audited financial report of the NDSA for the preceding financial year, as signed by the Treasurer and President on behalf of the Council;
 - d) A resolution to accept the Treasurer's Report, and to ratify transactions identified therein as require ratification;
 - e) A resolution to appoint an independent auditor for the current financial year.

29 ANNUAL ELECTION SPECIAL GENERAL MEETING ('ELECTION SGM') IN OCTO-BER

- 29.1 Every year, a special general meeting shall be held in October: the 'Election SGM'.
- 29.2 The business of the Election SGM must include (in addition to the matters set out in rule 29 regarding the business of any general meeting) confirmation of the results declared by the Election Tribunal.
- 29.3 The Council will appoint an Election Tribunal no later than Friday, week 4, Semester 2.
- 29.4 The Election Tribunal shall consist of:
- a) A Disputes Resolution Officer;
 - b) Two Returning Officers; and

- c) Two members of the outgoing Council who are not contesting the relevant election.

29.5 The powers and functions of the Election Tribunal shall include:

- a) Setting the dates for nominations and election;
- b) Informal dispute resolution between and of candidates;
- c) Determine the method for casting ballots;
- d) Counting the ballots; and
- e) Declaring and publishing the results of the election.

The method for casting ballots in an election determined by the Election Tribunal must be equitable as between candidates for election and seek to franchise as many members of the NDSA as is practicable.

29.6 In the event that the Election Tribunal decides that the Election SGM needs to be postponed beyond October, the Election Tribunal shall choose the earliest practicable date beyond October.

29.7 When giving notice of the Election SGM in accordance with rule 25.1, the Secretary must also:

- a) Cause the dates for nominations and elections determined by the Election Tribunal under rule 29.5 to be published;
- b) Seek expressions of interest in Council positions (both office holders and general Council members);
- c) Explain when the final call for nominations for Council positions will be made.
- d) Have, as an agenda item for the meeting, confirmation of the results of the election as declared by the Election Tribunal.

PART 5 – REGISTERS, RECORDS, & ACCESS TO THESE

30 REGISTER OF MEMBERS

30.1 The Council must maintain a register in which each current member's name is recorded, along with either their residential, postal or email address. Any change to the register of members must be recorded within 28 days after the change occurs.

30.2 A member is entitled to inspect the register of members free of charge. During that inspection, the member is also entitled to make a copy of, or take an extract

from, the register (although the member is not entitled to remove the register for that purpose) provided that the member provides a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is:

- a) Directly connected with the affairs of the NDSA; and/or
- b) Related to the administration of the Act.

30.3 A member who makes a written request for a copy of the register of members is entitled to such a copy provided that the member provides a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is:

- a) Directly connected with the affairs of the NDSA; and/or
- b) Related to the administration of the Act.

30.4 The Council may determine to set a reasonable charge for providing a copy of the register of members.

31 REGISTER OF COUNCIL MEMBERS

31.1 The Council must maintain a register in which each current Council member's name is recorded, along with:

- a) Either their residential, postal or email address; and
- b) The office (if any) that they hold on the Council.

31.2 Any change to the register of Council members must be recorded within 28 days after the change occurs.

31.3 A member is entitled to inspect the register of Council members free of charge. During that inspection, the member is also entitled to make a copy of, or take an extract from, the register.

32 RETENTION OF FINANCIAL RECORDS

The Council must ensure that the financial records of the NDSA are retained for at least 7 years after the transactions covered by the records are completed.

33 INSPECTION OF MINUTES OF MEETINGS

33.1 A member who gives notice in writing to the Secretary that they wish to inspect the minutes of a general meeting must receive a copy of the minutes identified in their request within 28 days.

33.2 A member has no right to inspect the minutes of a Council meeting.

34 INSPECTION OF OTHER COUNCIL RECORDS AND DOCUMENTS

- 34.1 For this rule, 'other record or document' refers to any record or document prepared for or by the Committee, other than the register of members, the register of Council members, and the minutes of both general meetings and Council meetings.
- 34.2 If the member wants to inspect or copy other records or documents of the Council, then the right to inspect or copy will be determined by the Council at the first Council meeting that occurs after the request has been made.
- 34.3 When deciding whether to grant a request under sub-rule (2), the Council must also consider whether the granting of the request would be in contravention to any law relating to the privacy of those persons who are members of the NDSA.
- 34.4 When a decision is made under sub-rule (2), the Council must give notice in writing to the member of its decision to accept or reject the request as soon as practicable. There is no requirement to give written reasons for the decision.

PART 6 – FINANCIAL MATTERS

35 PROPERTY, INCOME, PAYMENTS TO MEMBERS, AUTHORISING EXPENDITURE

- 35.1 The property and income of the NDSA must be applied solely towards the promotion of the objects or purposes of the NDSA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 35.2 A payment may be made to a member (including a Council member) out of the funds of the NDSA only if it is authorised by the President and Treasurer, or their delegate/s. Payment may be authorized if:
 - a) The payment in good faith to the member as reasonable remuneration for any services provided to the NDSA, or for goods supplied to the NDSA, in the ordinary course of business; or
 - b) The payment of interest, on money borrowed by the NDSA from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - c) The payment of reasonable rent to the member for premises leased by the member to the NDSA; or

- d) The reimbursement of reasonable expenses properly incurred by the member on behalf of the NDSA.
- 35.3 Subject to any restrictions imposed at a general meeting, the Council may approve expenditure on behalf of the NDSA.
- 35.4 The Council may authorize a Council member to expend funds for a specified purpose and up to a specified limit on behalf of the NDSA without requiring approval from the Council for each particular item on which the funds are expended.

36 THE NDSA'S FINANCIAL YEAR

The financial year for the NDSA shall commence on the 1st day of January and end on the 31st of December.

37 THE FINANCIAL REPORT SUBMITTED AT THE AGM

- 37.1 The financial report must meet the requirements imposed under Part 5 of the Act relating to financial reports.
- 37.2 The financial report must be audited by an independent auditor.

38 DISTRIBUTION OF SURPLUS PROPERTY UPON DISSOLUTION OF THE NDSA

On the cancellation of the incorporation or the winding up of the NDSA, its surplus property must be distributed in accordance with the requirements of the Act.