

Schedule A

Default Unincorporated Student Society Constitution

1. Name of Society

1.1 The name of the Society shall be as listed on the Student Society Registration Form.

(Note: Society refers to any society, association, club or chapter)

2. Definitions and Interpretations

2.1 For the purposes of this Constitution, unless the contrary intention appears:

- (a) “**Annual General Meeting**” means a general meeting of the Society held once every calendar year in accordance with clause 6.2.
- (b) “**Appeals Tribunal**” has the meaning given to it in the Tribunal Regulations.
- (c) “**Associate Member**” means an individual, not eligible to be an Ordinary Member of the Society, but granted membership by the Committee in its absolute discretion.
- (d) “**Committee**” means the committee of the Society established pursuant to clause 7.3.
- (e) “**Constitution**” means this Default Student Society Constitution.
- (f) “**Discipline Tribunal**” has the meaning given to it in the Tribunal Regulations.
- (g) “**General Meeting**” means a meeting of the Society open to all Members and Officers and convened in accordance with clause 6.1.
- (h) “**Guild**” means the Student Guild of the University.
- (i) “**Guild Council**” means the governing council of the Guild.
- (j) “**Guild Statute Book**” has the same meaning as in the *Student Guild (General) Regulations 2018*.
- (k) “**Member**” means an Ordinary or an Associate Member of the Society and Members has the corresponding meaning.
- (l) “**Officer**” means a person who for the time being holds office in a position defined in clause 8 or otherwise acting in one of those positions and Officers has the corresponding meaning.
- (m) “**Ordinary Member**” means a member of the Society who is a Student and has paid the Society membership fee.
- (n) “**President**” means the person for the time being holding the office of or acting as the president of the Society.
- (o) “**Secretary**” means the person for the time being holding the office of or acting as the secretary of the Society.
- (p) “**Society**” means the Student society of the University established in accordance with this Constitution.

- (q) **“Special General Meeting”** meaning a meeting of the Society convened in accordance with clause 6.3.
- (r) **“Special Majority”** means a seventy five percent (75%) plus one (1) majority vote of all Ordinary Members present at meeting of the Society.
- (s) **“Student”** means a student who is enrolled in the University.
- (t) **“Student Society Registration Form”** means the registration form for Student Societies proscribed by the Guild.
- (u) **“Treasurer”** means the person for the time being holding the office of or acting as the treasurer of the Society.
- (v) **“Tribunal Regulations”** means the *Student Guild (Tribunal) Regulations 2018*.
- (w) **“University”** means Curtin University.
- (x) **“Vice President”** means the person for the time being holding the office of or acting as the vice president of the Society.

2.2 For the purposes of this Constitution, the *Interpretation Act 1984 (WA)* shall apply except where inconsistent with the following:

- (a) where in this Constitution the word "may" is used in conferring a function, it is to be interpreted to imply that the function so conferred can be exercised or not at discretion. Where in this Constitution the word "shall" is used in conferring a function it is to be interpreted to mean that the function conferred must be exercised;
- (b) where in this Constitution a power or a duty to make appointments to an office or position is imposed on a person or body, unless the contrary intention appears, the power includes the power to remove or suspend a person appointed and to appoint another person temporarily in the place of the person suspended, or in the place of a sick or absent holder of the office or position; and
- (c) Where in this Constitution unless the context otherwise requires, the singular number is to be construed as including the plural number.

3. Objectives

3.1 The objectives of the Society are to:

- (a) foster and promote the objectives of the Society, as listed on the Student Society Registration Form, through the activities of the Society;
- (b) foster and promote the interests of enrolled students;
- (c) assist new students with orientation to the University;
- (d) encourage and promote cooperation between the Society and other Student societies;
- (e) become and remain registered with the Guild; and
- (f) do all things that are necessary and proper for the benefit and advancement of the Society and the Guild.

4. Powers

- 4.1 Subject to the Guild Statue Book, for the purpose of achieving its objectives the Society has the power to:
- (a) purchase, sell, lease or rent Society property;
 - (b) with the prior approval of the Guild, borrow, raise or secure the payment of money to secure the payment or performance of any debt, liability, contract or guarantee incurred or entered into by the Society;
 - (c) exercise the rights and privileges associated with the registration of a Guild Society;
 - (d) invest the monies of the Society; and
 - (e) do all such other things as are incidental or conducive to the objects of the Society.

5. Membership

5.1 Types of Membership

- (a) Membership of the Society shall consist of Ordinary Members and Associate Members.
- (b) Ordinary membership shall be open to all enrolled students of Curtin University who are over the age of 18 years and pay the Society membership fee as set by the Committee.
- (c) Associate membership shall be open to those not eligible for Ordinary membership provided that there cannot be more Associate Members than Ordinary Members.
- (d) Associate Members shall enjoy all the benefits of Ordinary Membership except that they shall not be eligible to:
 - (i) vote at any General Meeting of the Society;
 - (ii) be an Officer of the Society; or
 - (iii) directly benefit from any money received from the Guild.

5.2 Cessation of Membership

Membership shall cease if a Member:

- (a) resigns by written notice to the Secretary;
- (b) fails to pay their membership fee; or
- (c) is suspended or expelled from the Society.

5.3 Suspension or Expulsion of a Member

- (a) Any Member of the Society (inclusive of a member of the Committee or an Officer) who fails to observe the Rules of the Society or whose conduct, in the opinion of the Committee, is prejudicial to the interests of the Society may be suspended or expelled from the membership of the Society.
- (b) In the event that the Committee considers it necessary to expel or suspend a Member, it must first notify that Member of their intended suspension or expulsion (as the case may be). The notice must provide the reason(s) for expelling or suspending the Member.

- (c) Within ten (10) days of providing written notice to the Member (in accordance with clause 5.3(b)) the Committee must convene a meeting in accordance with clause 7.4 to vote on the subject of the Member's expulsion or suspension.
- (d) The Member in question may attend the meeting (convened in accordance with clause 5.3(c)) for the purpose of offering an explanation of their conduct and any reason(s) why he or she should not be expelled or suspended.
- (e) In the event that the Member is expelled or suspended, the Member may appeal such expulsion or suspension and the appeal shall be presided over by the persons determined by the Guild Council.
- (f) A Member who is suspended or expelled shall not be entitled to any refund of any membership fee, and shall be deemed not to be a Member who is entitled to vote during the period of their suspension (if applicable) until such time as that suspension is lifted.
- (g) Where the Committee decides by simple majority of members present at an urgent meeting that there is or may be a serious danger to the Society, its Members, or the wider community, due to the actions or threatened actions of an Officer or Member, they may petition the Guild Council to suspend or expel that person without following the processes outlined from 5.3(a) to 5.3(f) and a person suspended or expelled may petition the Guild Council for reinstatement in accordance with the process determined by the Guild Council.
- (h) Expulsion from the Society or refusal of membership on the grounds of race, age, gender, disability or sexuality is prohibited.

5.4 Register of Members

- (a) The Secretary must keep an up-to-date register of Members containing:
 - (i) the name, Curtin ID number (if applicable) and contact details of the Member;
 - (ii) their class of membership;
 - (iii) the date on which the Member last paid their membership fee; and
 - (iv) the date that a person ceases to be a Member.
- (b) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (c) At the request of a Member, the Secretary will make available to that Member the details held by the Secretary for that Member in the register.

6. MEETINGS

6.1 General Meeting

- (a) All Ordinary Members of the Society are entitled to attend a General Meeting.
- (b) General Meetings are called by a minimum of fourteen (14) days' notice to all Ordinary Members.
- (c) The Guild shall be notified of any General Meeting of the Society.

- (d) There is a quorum at a General Meeting if there are ten (10) or more Ordinary Members present at the meeting.
- (e) The President shall chair a General Meeting and Annual General meeting, or (if the President is unwilling or unable to do so) an Ordinary Member elected by those present at the General Meeting or Annual General Meeting shall act as Chair.
- (f) The Chair shall have their own vote but shall not have a casting vote.
- (g) The Secretary will take minutes at a General Meeting or (if the Secretary is unwilling or unable to do so) a person elected by those present at the General Meeting shall take minutes.
- (h) Only Ordinary Members may vote at a General Meeting.
- (i) Except where otherwise provided in this Constitution, every issue at a General Meeting is determined by a simple majority of the votes cast by the Members present in person and shall be by show of hands (except for the election of the Committee which shall be by secret ballot).
- (j) The Chair of a meeting may permit a person to participate in the meeting by video or telephone link, or by other instantaneous means of communication, from a location approved by the Chair.
- (k) A person who participates in a meeting under 6.1(j) is taken to be present at the meeting for the purposes of assessing whether there is a quorum.
- (l) The Chair can adjourn a General Meeting or Annual General Meeting if there are not enough Members at the meeting to form a quorum within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to Members for the adjourned meeting (but the notice does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting.
- (m) The Chair must adjourn a General Meeting or Annual General Meeting if a majority of Members entitled to vote at the meeting direct the Chair to do so.

6.2 Annual General Meeting

The Society shall hold an Annual General Meeting in September, October or November (unless otherwise approved by the Guild Council) at which the following shall occur:

- (a) the confirmation of the minutes of the previous General Meeting;
- (b) the President's report;
- (c) the Treasurer's report and statement of account for the preceding financial year;
- (d) the Secretary's report;
- (e) the election of the Committee for the next year; and
- (f) general business of the Society.

6.3 Special General Meeting

- (a) A Special General Meeting may be convened by:

- (i) resolution of the Committee;
 - (ii) a petition of ten (10) or more Ordinary Members to the Secretary; or
 - (iii) by the written request of the Guild Council.
- (b) Subject to clause 6.3(a), all Special General Meetings will be conducted in the same manner as a General Meeting (as set out in clause 6.1).

7. Committee

7.1 The Committee

- (a) The Committee members are the persons who, as the management committee of the Society, have the power to manage the affairs of the Society.
- (b) The Committee must take all reasonable steps to ensure that the Society complies with this Constitution and the Statutes, regulations and by-laws which comprise the Guild Statute Book.

7.2 Powers of the Committee

The Committee:

- (a) has the power to do all things necessary or convenient to be done for the proper administration and management of the affairs of the Society;
- (b) will be responsible for the administration and management of the Society;
- (c) has the power to expend monies for certain matters and to incur debts and liability on behalf of the Society for which the members of the Committee shall be liable;
- (d) has the power to fill any vacancy in its membership before the next Annual General Meeting; and
- (e) may form subcommittees in order to achieve any of the objectives of the Committee.

7.3 Appointment of Committee

- (a) The Committee will consist of the following minimum roles and Officers:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) the Treasurer; and
 - (iv) the Secretary.
- (b) A resolution of Members passed at General Meeting may establish other roles and Officers.
- (c) The Committee will be elected annually at the Annual General Meeting by a vote of the Ordinary Members to be conducted by secret ballot.
- (d) The term of each elected Committee shall be from the 1st of January to the 31st of December annually.

- (e) The Committee may co-opt additional Ordinary Members of the Society to serve as ordinary members of the Committee.

7.4 Meetings of the Committee

- (a) The Committee shall meet at such times and places as the President determines and must meet a minimum of four (4) times each calendar year.
- (b) At least five (5) days' notice of a Committee meeting shall be given to all Officers.
- (c) There is a quorum at a Committee meeting if there are at least fifty percent (50%) plus one (1) (rounded down to the nearest whole number) of the Officers present at the meeting.
- (d) At the request of twenty five percent (25%) plus one (1) of the Officers comprising the Committee, the Secretary must convene a meeting of the Committee and such meeting must be held within ten (10) days of receipt of the request.
- (e) The President shall chair a Committee meeting or (if the President is unwilling or unable to do so) an Officer elected by those present at the Committee meeting shall act as Chair.
- (f) The Secretary shall take minutes at a Committee meeting or (if the Secretary is unwilling or unable to do so) person elected by those present at the Committee Meeting shall take minutes.
- (g) Any Member of the Society may attend a meeting of the Committee. However, a Member of the Society must not comment about any matter discussed at the meeting unless invited by the Committee to do so, and cannot vote on any matter that is to be decided at the meeting.
- (h) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (i) The order of business at a Committee meeting may be determined by the Committee members at the meeting.

8. Officers

8.1 The Officers of the Society shall be:

- (a) the President;
- (b) the Vice President;
- (c) the Treasurer;
- (d) the Secretary; and
- (e) any ordinary Committee members appointed in accordance with 7.3(e).

8.2 Only an Ordinary Member of the Society who is a Guild Member may be an Officer.

8.3 An Officer shall hold office for no longer than one (1) year before a new election or appointment to the position is required.

- 8.4 An Officer must:
- (a) comply with the obligations under this Constitution, and ensure that the Society complies with its obligations under this Constitution;
 - (b) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an Officer;
 - (c) act in good faith (fairly and honestly) in the best interests of the Society and to further its objectives;
 - (d) not misuse their position as an Officer;
 - (e) not misuse information they gain in their role as an Officer;
 - (f) disclose any perceived or actual material conflicts of interest to the Committee;
 - (g) ensure that the financial affairs of the Society are managed responsibly; and
 - (h) not allow the Society to operate while it is insolvent (as that term is defined in the *Corporations Act 2001*).
- 8.5 An Officer of the Committee shall have their office declared vacant or be removed from office by the following means:
- (a) resignation;
 - (b) death;
 - (c) by the Discipline Tribunal/Appeals Tribunal; or
 - (d) upon making of a declaration by the Chair of the Committee at a meeting of the Society certifying that the Officer has:
 - (i) been absent without apology from two (2) consecutive meetings or any three (3) meetings;
 - (ii) been absent with an apology for three (3) consecutive meetings without a leave of absence;
 - (iii) failed to observe the Rules of the Society or whose conduct, in the opinion of the Committee, was prejudicial to the interests of the Society;
 - (iv) their membership cancelled or suspended;
 - (v) not met, or at any point during their term failed to meet, the eligibility requirements in this Constitution; or
 - (vi) has been deemed by a two thirds (2/3) majority vote of the committee to not have been performing the requirements of the role to an acceptable standard.
- 8.6 The Committee may fill a single casual vacancy in its membership, and such elected Officer will hold office until the next General Meeting where the appointment will be subject to confirmation by the Members. If more than one casual vacancy arises, the Committee must convene a Special General Meeting where the vacant Officer positions will be subject to election on the same basis as applies to the election of Officers at an AGM.

9. Finances and Records

- 9.1 The Committee shall:

- (a) ensure true accounts are kept of the monies received and expended by the Society; and
 - (b) keep an up to date register of all assets purchased on behalf of the Society.
- 9.2 A balance sheet containing a summary of assets and liabilities of the Society together with a statement of income and expenditure for the preceding year must be completed and submitted to the next Annual General Meeting.
- 9.3 The Society will inform the Guild of any bank accounts it holds and the signatories of those accounts.
- 9.4 The authority to access bank accounts and authorise payments into or out of those accounts shall require a minimum of two (2) Officers as signatories and the signatories may be any two (2) Officers of the Society.
- 9.5 The income and property of the Society shall be applied solely towards the promotion of the objectives of the Society.
- 9.6 No portion of the income or property of the Society shall be paid, transferred or distributed directly or indirectly to the Members of the Society, provided that nothing shall prevent the payment in good faith or remuneration in return for services actually rendered to the Society.
- 9.7 Within a reasonable time of a request being made by a Member or the Guild:
- (a) the Treasurer must arrange access to and inspection of the accounts and asset register of the Society at a time and place convenient to the Treasurer; and/or
 - (b) the Secretary must arrange access to and inspection of the minutes of all meetings of the Society at a time and place convenient to the Secretary, by the Member or the Guild (as the case may be).
- 9.8 Within a reasonable time of a request being made, the Secretary must provide an up-to-date copy of the Constitution to the Member or the Guild so requesting a copy.

10. Miscellaneous

- 10.1 The Society shall:
- (a) be affiliated as a student society with the Student Guild of Curtin University;
 - (b) not seek to obtain or give loans without the prior consent of the Guild;
 - (c) meet any requirements of the Guild Council;
 - (d) at all times to act responsibly and with proper regard to their health and safety and that of third parties when participating in the Society's activities; and
 - (e) not do anything which adversely affects the reputation of University or the Guild or brings the University or the Guild into disrepute.
- 10.2 The Society is bound by and shall comply with all:
- (a) Guild and University policies; and
 - (b) Statutes, regulations and by-laws which comprise the Guild Statute Book.

- 10.3 The Society, its Officers and Members shall treat everyone, regardless of race, religion, national origin, ethnicity, disability, sex, gender identity, sexual orientation or age with respect and without judgement or bias.
- 10.4 The Society indemnifies the Guild, and each of its Officers, against all losses, liabilities, costs (including legal costs on an indemnity basis) and expenses incurred by the Guild in connection with a demand, action, arbitration or other proceeding arising directly or indirectly as a result of or in connection with:
- (a) a breach of this Constitution;
 - (b) loss of life, personal injury, illness in connection with the performance of the Society's functions; or
 - (c) loss of, damage to, or loss of use of any property (including the Society's property) in connection with the performance of the Society's functions.
- 10.5 If an act or omission of the Society, or its Officers, constitutes Guild Misconduct (as that term is defined in the Tribunal Regulations) the Society, or its Officers, the Guild may refer them to the Discipline Tribunal to be dealt with in accordance with Part 2 of the Tribunal Regulations as if that Part were set out in full in this Constitution.
- 10.6 Where the Guild is of the reasonable opinion that:
- (a) an Officer or Member has refused or neglected to comply with this Constitution or the Guild Statute Book;
 - (b) act or omission of the Society, or its Officers, constitutes Guild Misconduct (as that term is defined in the Tribunal Regulations); or
 - (c) an Officer or Member has caused serious disruption to the use and enjoyment of amenities or services provided by the Guild or the Society,
- then without limitation to other actions and remedies available to the Guild (including referral to the Discipline Tribunal or the police for investigation where appropriate):
- (d) the Guild may suspend the right of that Officer or Member to use the amenities and services of the Guild and/or the Society for a specified period; and
 - (e) the Guild may cancel the registration of the Society, withhold Guild funding or cancel any sponsorships and grants issued to the Society.
- 10.7 There will be no liability for any loss or injury suffered by a Society, an Officer or Member as a result of any decision made in good faith (fairly and honestly) under clause 10.6.
- 10.8 A Society, an Officer or Member that does not accept the outcome of the disciplinary procedure in clause 10.6 may petition the Guild Council for reinstatement in accordance with the process determined by the Guild Council.
- 10.9 Nothing in this clause 10.6 limits or restricts the statutes, by-laws and rules of University. To the extent that any behaviour is or becomes subject to the statutes, by-laws and rules of the University, then the statutes, by-laws and rules of the University will prevail.

11. This Constitution

- 11.1 This Constitution is subject to the Guild Statute Book and to the extent of any inconsistency between this Constitution and the Guild Statute Book, the Guild Statute Book shall prevail.

- 11.2 Where a question arises regarding the interpretation of this Constitution it shall be referred to the Guild Council. The decision of the Guild Council shall be final.
- 11.3 This Constitution was accepted by Special Majority of the Members present at the General Meeting, as per the information and details as listed on the Student Society Registration Form.
- 11.4 Amendment of Constitution
- (a) No alteration, addition or amendment of this Constitution shall be made unless and until agreed by Special Majority of the Members present at any General Meeting called for such purpose.
 - (b) No amendment to this Constitution will have any force until the proposed change or changes have been approved by the Guild Council.
 - (c) An amendment to this Constitution will take effect on the day it receives approval of the Guild Council or such other date as approved by the Guild Council upon the recommendation of the Society.
 - (d) Notice of any proposed alteration, addition or amendment shall be given to all Ordinary Members at least twenty-one (21) days' prior to the General Meeting.

12. Resolving Disputes

- 12.1 In this clause:
- (a) "grievance procedure" means the procedures set out in this clause;
 - (b) "party" to a dispute includes a person:
 - (i) who is a party to the dispute; and
 - (ii) who ceases to be a member within six (6) months before the dispute has come to the attention of each party to the dispute.
- 12.2 The procedure set out in this clause (the "grievance procedure") applies to disputes:
- (a) between members; or
 - (b) between one or more members and the Society.
- 12.3 The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.
- 12.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 12.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.

- 12.5 Within twenty eight (28) days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- 12.6 The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.
- 12.7 The notice given to each party to the dispute must state:
- (a) when and where the Committee meeting is to be held; and
 - (b) that the party, or the party'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 committee about the dispute.
- 12.8 If:
- (a) the dispute is between one or more members and the Society; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests that the Guild Council determine the dispute,
- the Committee must not determine the dispute.
- 12.9 At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute;
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 12.10 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within seven (7) days after the Committee meeting at which the determination is made.
- 12.11 A party to the dispute may, within fourteen (14) days after receiving notice of the Committee's determination under clause 12.9(c), give written notice to the Secretary and the Guild Council requesting that the Guild Council determine the dispute.
- 12.12 If notice is given under 12.11, the dispute will be referred to the Guild Council for a determination, to be made within twenty one (21) days of the referral.
- 12.13 The determination of the Guild Council made under clause 12.12 will be final and binding on the parties to the dispute.

13. Dissolution of Society

- 13.1 The Society may, at any time, by a Special Majority vote of the Members present at a General Meeting called for the purpose, be dissolved.
- 13.2 Such dissolution is to be notified to the Guild in writing.
- 13.3 If upon the dissolution or winding up of the Society there remains any property, assets or monies whatsoever after the satisfaction of all debts and liabilities, the same shall not be distributed among the Members of the Society, but shall be given or transferred to the Guild and the accounts and records of the Society shall be turned over to Guild, or at the Guild's instruction, to another society of similar objectives to the dissolved entity.