



Constitution

La Trobe Student Association Ltd

ACN: 644 397 160

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MOORES

Level 1, 5 Burwood Road
HAWTHORN VIC 3122

Tel: (03) 9843 2100
Fax: (03) 9743 2102
Ref: RLS/SLE: 221574

Moores Legal Pty Ltd
ACN 005 412 868

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1. **ACKNOWLEDGEMENT**

LTSA acknowledges the Australian Aboriginal people as the traditional custodians of the lands on which we live, learn and work, and pays its respects to Elders, past, present and emerging.

2. **NAME**

The name of the Company is La Trobe Student Association Ltd (**LTSA**).

3. **PREAMBLE**

LTSA was formed from the merger of and is the legal successor to the former Bendigo Student Association Inc., the associated bodies of La Trobe Student Union being Mildura Student Association and Shepparton Student Association and Wodonga Student Association. LTSA provides services, support and representation to all students (including those who study online or at an overseas institution on exchange) enrolled at a La Trobe University across all campuses including Bendigo, City (Melbourne CBD), Mildura, Shepparton and Wodonga.

4. **PURPOSE**

4.1 **Principal Purpose and powers**

- (a) LTSA is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a Charity.
- (b) The Principal Purpose for which LTSA is established is to advance education, including by:
 - (i) advancing student life;
 - (ii) providing services to support the student educational experience at the University;
 - (iii) enhancing the learning experience of Students whilst at the University;
 - (iv) conducting enterprises for the benefit of Students enrolled at the University;
 - (v) promoting the interests and wellbeing of Students;
 - (vi) fostering a community spirit and inclusive culture within the University;
 - (vii) representing and safeguarding Students enrolled at the University in matters affecting their interest and privileges and to provide a recognised means of communication between Students enrolled at the University; and
 - (viii) developing linkages between the University community and the wider community.

- (c) LTSA:
 - (i) may do all things incidental or conducive to furthering the Principal Purpose; and
 - (ii) has the capacity and powers of a company under the Act subject to the provisions of this Constitution. These must be used to further the Principal Purpose.

4.2 Application of income and property

- (a) The income and property of LTSA must be applied solely towards the Principal Purpose.
- (b) No portion of the profits, income or property of LTSA may be paid or transferred directly or indirectly to Members in their capacity as Members.
- (c) Clause 4.2(b) does not stop LTSA from doing the following things, provided they are done in good faith:
 - (i) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to LTSA, or
 - (ii) making a payment to a Member in carrying out LTSA's Principal Purpose.
- (d) LTSA may:
 - (i) pay a Director for work they do for LTSA, in their capacity as a Director, if the amount is no more than a reasonable fee for the work done, or
 - (ii) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of LTSA.
- (e) Any payment made under clause 4.2(d) must be approved by the Board.
- (f) LTSA may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Act) and this Constitution.
- (g) If LTSA receives an amount from the University, paid to the University as a SSAF, it may only apply that money for those purposes specified in section 19-38 of the *Higher Education Support Act 2003* (Cth) that are consistent with the Principal Purpose.

4.3 Distribution of assets on revocation of endorsement or winding up

- (a) Where on the winding up of LTSA or dissolution of LTSA, there is a surplus of assets after satisfying all LTSA's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to a Member in their capacity as a Member; and

- (ii) will be given or transferred to the University, provided that entity still exists and is:
 - (A) charitable at law;
 - (B) has similar objects to those of LTSA as described in this Constitution; and
 - (C) prohibits the distribution of profit or gain to its Members in their capacity as Members.
- (b) If for any reason, the University is unable or unwilling to receive the surplus assets, the surplus assets must go to an entity or entities (“the recipient”) which:
 - (i) is charitable at law;
 - (ii) has similar objects to those of LTSA as described in this Constitution; and
 - (iii) prohibits the distribution of profit or gain to its Members in their capacity as Members.
- (c) The identity of the recipient will be decided by resolution of the Members on or before the time of any winding up or dissolution. If the Members fail to decide, the identity of the recipient must be determined by application to the Supreme Court in the State of Victoria.

5. MEMBERSHIP

5.1 General

- (a) The minimum number of Members is one.
- (b) The rights of any Member are not transferable.

5.2 Eligibility

To be eligible for Membership, a person must be committed to the Principal Purpose of LTSA and meet the eligibility criteria of at least one Membership Class.

5.3 Membership Classes

- (a) LTSA will have the following Membership Classes:
 - (i) Student Members;
 - (ii) Associate Members; and
 - (iii) Honorary Life Members.
- (b) Only Student Members have the right to vote at general meetings and are eligible to be a Councillor or Director.
- (c) To be eligible to apply for Student Membership, an individual must be enrolled for a higher education award course at the University.

- (d) The eligibility criteria for remaining Membership Classes will be determined by the Board from time to time.

5.4 No discrimination in provision of funded services

LTSA may not discriminate on the basis of Membership or non-Membership of a student enrolled in a course at the University in relation to the provision of services funded in whole or in part by fees compulsorily imposed by the University as a non-academic fee.

5.5 Application

- (a) A person may apply for Membership:
 - (i) via their enrolment form, when completing enrolment for a higher education award course; or
 - (ii) if they do not apply for Membership at the time of enrolment, by written application to the Secretary in the form and manner (if any) approved by the Board from time to time.
- (b) An applicant must agree in writing to contribute the Guaranteed Amount to the property of LTSA if LTSA is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:
 - (i) debts and liabilities of LTSA incurred before the Member stopped being a Member, or
 - (ii) costs of winding up.

5.6 Admission

- (a) Applications for Student Membership made:
 - (i) subject to clause 5.6(b), via a properly completed enrolment form will be automatically accepted on enrolment; and
 - (ii) under clause 5.5(a)(ii) by a Student will be automatically accepted on receipt of the application.
- (b) The Board may reject a Student Membership if in its sole discretion it deems an applicant's enrolment form not to be properly completed.
- (c) The Board must consider and resolve whether to accept or reject each application for Associate Membership and Honorary Life Membership submitted under clause 5.5(a)(ii) within a reasonable time.
- (d) The Board may accept or reject any application for Associate Membership and Honorary Life Membership submitted under clause 5.5(a)(ii) in its sole discretion, using such criteria as the Board alone may determine. The Board is not bound to give reasons for the acceptance or rejection of any application.
- (e) If an application is accepted, the Secretary must:

- (i) enter the applicant's details into the Register as soon as practicable; and
 - (ii) send written notice of the acceptance to the Member.
- (f) A person is admitted as a Member of LTSA when the person's name is entered into the Register.
- (g) If the Board rejects an application, the Secretary must send written notice of the rejection to the applicant as soon as practicable.

5.7 Register

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
- (i) the name, address, student number, student email address, Membership Class, campus and date of admission to Membership – for each current Member; and
 - (ii) the name, date of admission to Membership and date on which a person stopped being a Member – for each former Member.
- (c) The Secretary may keep the entries regarding former Members separately from the rest of the Register.
- (d) The address (including an email address) of a Member in the Register may serve as the address of the Member for the purpose of service of any notices to the Member.
- (e) LTSA must give current Members access to the Register.
- (f) Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

5.8 Annual membership renewal

- (a) Student Members must renew their membership annually by 31 December via written notice to the Secretary in the form and manner (if any) approved by the Board from time to time.
- (b) To be eligible to renew Student Membership, an individual must be enrolled for a higher education award course at the University.

5.9 Dispute resolution

- (a) The parties to a dispute in relation to the interpretation of this Constitution or the exercise of a power or function under this Constitution, being a Member or Director and:
- (i) one or more Members;
 - (ii) one or more Directors; or
 - (iii) LTSA;

must attempt to resolve the matter between themselves within 14 days of being made aware of the dispute.

- (b) If the parties cannot resolve the dispute within 10 days, they must:
 - (i) notify the Secretary or the Chief Executive Officer;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (c) The mediator must:
 - (i) be a person chosen by agreement between the parties or:
 - (ii) in the absence of agreement:
 - (A) for disputes between Members, a person chosen by the Board; and
 - (B) for other disputes, a person chosen by the president of the Law Institute of Victoria.
- (d) A mediator chosen by the Board pursuant to clause 5.9(c)(ii)(A):
 - (i) must be a professionally accredited mediator;
 - (ii) must not be a current or former Member;
 - (iii) must not have a personal interest in the dispute; and
 - (iv) must not be biased towards or against anyone involved in the dispute.
- (e) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard; and
 - (ii) allow those involved a reasonable chance to review any written statements.
- (f) The mediator must not determine the dispute.
- (g) A Member or a Director must not commence a formal legal proceeding (except for interlocutory relief) in relation to a dispute under this Constitution unless and until they have complied with this dispute resolution procedure.

5.10 Discipline of Members

- (a) The Board (in its absolute discretion) may suspend or expel a Member from LTSA if it decides it is not in the interests of LTSA for the person to continue or remain as a Member.
- (b) The Board may not pass a resolution to suspend or expel a Member outside of a Board meeting.

- (c) If the Board intends to consider a resolution to suspend or expel a Member, it must give the Member written notice:
- (i) stating the date, place and time of the meeting where the resolution will be considered;
 - (ii) setting out the intended resolution and the grounds on which it is based; and
 - (iii) informing the Member that they may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

The notice must be given at least one week before the meeting at which the resolution is to be considered.

- (d) After considering any oral or written explanation or submission under clause 5.10(c)(iii), the Board may resolve at a Board meeting to:
- (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (iv) expel the Member; or
 - (v) refer the decision to an unbiased, independent person or persons (who may be, but is not required to be, a University employee):
 - (A) nominated by the University; or
 - (B) in the event that the University is unable or unwilling to nominate a person or persons, nominated by the President of the LIV;

on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this clause).

- (e) Any Member expelled from LTSA may only apply to the Board to be readmitted as a Member if 12 months have passed since their expulsion.
- (f) No person may become a Director following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

5.11 Cessation of Membership

- (a) A person ceases to be a Member on:
- (i) death;
 - (ii) resignation;

- (iii) in the case of a Student Member, failing to renew their membership in accordance with clause 5.8;
 - (iv) termination of the person's Membership in accordance with this Constitution;
 - (v) in the case of a Student Member, ceasing to be a Student;
 - (vi) the Board deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence sent to the contact details entered in the Register for that Member;
 - (vii) failing to satisfy the relevant eligibility requirements for the Member's Membership Class and the Membership not being transferred to another Membership Class; or
 - (viii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally.
- (b) A Member whose Membership is terminated will be liable for all moneys due by that Member to LTSA in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
 - (c) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this clause.
 - (d) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

6. GENERAL MEETINGS AND RESOLUTIONS OF MEMBERS

6.1 Meetings of Members

A meeting of the Members is a General Meeting.

6.2 Annual General Meeting

- (a) The Board must call and arrange to hold an Annual General Meeting.
- (b) The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:
 - (i) the consideration of the annual financial statements, Directors' declaration, Board's report and any auditor's report;
 - (ii) the appointment of Directors;
 - (iii) the appointment of any auditor; and
 - (iv) the fixing of any auditor's remuneration.

6.3 Convening General Meetings

- (a) A General Meeting may be called by a resolution of the Board.

- (b) If Members with at least 30% of the votes that may be cast at a General Meeting (or, for a campus specific issue, at least one percent of Student Members enrolled at that campus) make a written request to LTSA for a General Meeting to be held, the Board must:
 - (i) within 21 days of the Members' request, give all Members notice of a General Meeting; and
 - (ii) hold the General Meeting within 2 months of the Members' request.
- (c) If the Board does not call the meeting within 21 days of being requested under clause 6.3(b), 50% or more of the Members who made the request may call and arrange to hold a General Meeting.
- (d) To call and hold a meeting under clause 6.3(c) the Members must:
 - (i) as far as possible, follow the procedures for General Meetings set out in this Constitution;
 - (ii) call the meeting using the list of Members on the Register, which LTSA must provide to the Members making the request at no cost; and
 - (iii) hold the General Meeting within three months after the request was given to LTSA.
- (e) LTSA must pay the Members who request the General Meeting any reasonable expenses they incur because the Board did not call and hold the meeting.

6.4 Changes to General Meeting arrangements

- (a) The Board may change the venue for, postpone or cancel a General Meeting, subject to this clause.
- (b) If a General Meeting was convened under clause 6.3(b), then it may not be postponed or cancelled without the prior written consent of the Members who called or requisitioned the meeting.
- (c) If the venue of a General Meeting is changed, or if the General Meeting is cancelled or postponed under this clause:
 - (i) notice of the change, cancellation or postponement must be given to all persons entitled to receive notices of a General Meeting under this Constitution;
 - (ii) a notice of postponement must specify the date, time and place to which the General Meeting has been postponed;
 - (iii) clause 6.7 does not apply to a notice of postponement or change of venue; and
 - (iv) in the case of a General Meeting called under clause 6.3(c) the General Meeting must still be held within three months after the request was given to LTSA under clause 6.2(b).

- (d) The only business that may be transacted at a General Meeting which is postponed is the business specified in the notice convening the meeting.

6.5 Entitlement to receive notice

Notice of a General Meeting:

- (a) must be given to every Member and every Director; and
- (b) may be given to any auditor appointed for LTSA and in office at the time.

6.6 Notice of General Meetings

A notice of General Meeting must:

- (a) be in writing;
- (b) specify the place, the day and the time of the meeting;
- (c) if virtual meeting technology is to be used, provide sufficient information to allow the Members to participate by means of the technology;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) if a Special Resolution is to be proposed at the meeting – set out the wording of the resolution and state that it is proposed as a Special Resolution;
- (f) include the information under clause 6.16;
- (g) include any form for the appointment of a proxy which has been approved by the Board for the purpose; and
- (h) specify that notice of a proxy must be given to the LTSA at least 48 hours before the commencement of the meeting, by delivery to LTSA at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

6.7 Timing of notice

- (a) In the case of a General Meeting, at least 21 days' notice must be given unless:
 - (i) in the case of an Annual General Meeting, all the Members entitled to attend and vote agree beforehand; and
 - (ii) in the case of any other General Meeting, if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (b) A General Meeting cannot be called with fewer than 21 days' notice if it is of a kind where a resolution will be moved to remove a Director or auditor, notwithstanding clause 6.7(a).

6.8 Chairperson of General Meetings

- (a) The Board will appoint one of its members to act as chairperson for all General Meetings.
- (b) This may be a standing appointment.

6.9 Role of chairperson of General Meeting

The chairperson of a General Meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting; and
- (b) must give the Members as a whole reasonable opportunity to make comments and ask questions.

6.10 Quorum for General Meetings

- (a) No business may be transacted at any General Meeting, other than the election of a chairperson or adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) A quorum of Members for a General Meeting is three Board members and two Councillors from each Student Council or 25% of Student Members.
- (c) If a quorum is not present within 15 minutes from the time appointed for a General Meeting, then:
 - (i) in the case of a meeting called by, or at the request of Members, the meeting will dissolve;
 - (ii) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - (B) if at the resumption of the meeting a quorum is not present within 15 minutes from the time appointed for the meeting, then the meeting will dissolve.
- (d) A person attending as a proxy is deemed to be a Member present for the purpose of determining a quorum.
- (e) A Member that is suspended is not counted as a Member for the purpose of determining a quorum.

6.11 Adjournment of General Meetings

- (a) The chairperson of a General Meeting may at any time, and must if so directed by a majority of the Members present and entitled to vote adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered.

- (b) Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- (d) A meeting adjourned under this clause is adjourned:
 - (i) to such day, and at such time and place, as the Directors present decide; and
 - (ii) if no determination is made by the Board, to the same day in the next week at the same time and place.

6.12 Method of Voting

- (a) At a General Meeting, voting will occur by show of hands or voices or such other method as the chairperson determines, unless:
 - (i) a poll is demanded in accordance with clause 6.12(c) and not withdrawn; or
 - (ii) virtual meeting technology is used, in which case voting must occur by poll.
- (b) A Member may vote at a General Meeting in person, via virtual meeting technology or by proxy.
- (c) A poll can be demanded by 10% of Student Members present (or their proxies) at any time prior to a vote being taken, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (d) If a poll is duly demanded, it will be taken in such a manner as the chairperson directs.
- (e) A poll demanded on the election of the chairperson of the meeting or on a question of adjournment of a meeting must be taken immediately.
- (f) A demand for a poll may be withdrawn.

6.13 Voting rights

- (a) On a vote conducted at a General Meeting by poll:
 - (i) each Member has one vote; and
 - (ii) by other means, each person present who is a Member, or proxy for a Member, has one vote. If a person present is both a Member and a proxy for another Member (or Members), that individual has one vote only.
- (b) In the case of a resolution passed without a meeting, in the manner provided under clause 6.18, each Member has one vote.
- (c) A Member that is suspended is not entitled to vote during the period of suspension.

6.14 Decisions of the Members

- (a) Questions arising for determination by the Members will be decided by a majority of votes cast, unless otherwise provided in this Constitution.
- (b) In a case of an equality of votes cast on a motion, the chairperson of the General Meeting will have a second or “casting” vote.
- (c) A declaration by the chairperson of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution – unless a poll is demanded.
- (d) An objection may be raised to the qualification of a voter only at the meeting at which the vote objected to is given or tendered. Any such objection will be referred to the chairperson of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

6.15 Seconding

A motion must be seconded in order to be put to a vote

6.16 Proxies

- (a) A Member may appoint a proxy to act on behalf of the Member at one or more General Meetings.
- (b) A proxy may exercise any and all of the rights of the Member who appointed it at a General Meeting, subject to the following:
 - (i) a proxy is subject to any directions or limitations specified in the proxy appointment; and
 - (ii) a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (c) A proxy must be a Student Member.
- (d) A Student Member may only hold two proxies at any given time.
- (e) The appointment of a proxy must be in writing and signed by the Member making the appointment and in a form as similar as possible to that in Schedule 1.
- (f) A vote given by proxy is valid even if the Member who appointed the proxy revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of Membership at the time the proxy cast the vote.

6.17 Use of virtual meeting technology in general meetings

- (a) LTSA may hold a General Meeting at any two or more locations using any virtual meeting technology that gives the Members as a whole a reasonable opportunity to participate, including a reasonable opportunity to exercise a right to speak.

- (b) A person participating through the use of virtual meeting technology will be deemed to be present at the meeting in person.
- (c) A person participating through the use of virtual meeting technology:
 - (i) must be given the opportunity to participate in a vote in real time; and
 - (ii) may, in the sole discretion of the Board, be given the opportunity to record a vote in advance of the meeting, in which case the voter may elect to vote in real time or in advance.
- (d) A document that is required or permitted to be tabled at a meeting using virtual meeting technology is taken to have been tabled if it is:
 - (i) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
 - (ii) made accessible to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) during the meeting.

6.18 Resolutions without meetings

Members may not pass resolutions without holding meetings.

7. STUDENT COUNCILS

7.1 Establishment

Student Councils are established in respect of the University campuses as follows:

- (a) Albury-Wodonga Student Council;
- (b) Bendigo Student Council;
- (c) City Student Council;
- (d) International Student Council;
- (e) Mildura Student Council;
- (f) Shepparton sStudent Council.

7.2 Composition of Student Council

- (a) Each Student Council may comprise:
 - (i) Executive Councillors, being:
 - (A) a Council President;
 - (B) a Council Vice-President; and

- (C) a General Secretary; and
 - (ii) up to six Ordinary Councillors
- (b) The role and duties of Executive Councillors and Ordinary Councillors will be determined by the Board from time to time.
 - (c) The Board may in its sole discretion or at the request of a Student Council, determine that additional eligibility criteria apply to any position on a Student Council.

7.3 Eligibility

An individual is eligible to be elected as a Councillor if they:

- (a) are a Student Member;
- (b) are an enrolled student at the relevant campus (including a student enrolled for coursework by remote learning); and
- (c) in the case of an individual seeking election as a Council President, meet the eligibility criteria set out in clause 8.3.

7.4 Election of Councillors

Councillors (other than those appointed pursuant to clause 7.8) will be elected by the Students pursuant to clause 9.2.

7.5 Appointment of Executive Councillors

The Executive Councillors will be appointed by the Student Council from among the Councillors for an annual term of office at the first Student Council meeting following annual elections.

7.6 Term of office

- (a) A Councillor elected pursuant to clause 9.2 holds office for a term of two years (unless a different period is specified in the resolution of appointment):
 - (i) commencing 1 January following their appointment; and
 - (ii) ceasing 31 December in the second year following their appointment.
- (b) A Councillor appointed by the Student Council pursuant to clause 7.8 holds office until 1 January following their appointment.
- (c) A Councillor may be re-elected.

7.7 Ceasing to be a Councillor

- (a) A person stops being a Councillor, and a casual vacancy is created, if they:
 - (i) resign;

- (ii) die;
- (iii) cease to be a Student Member;
- (iv) cease to be enrolled at the relevant campus;
- (v) are a Council President and cease to meet the eligibility criteria set out in clause 8.3;
- (vi) are removed by the Board;
- (vii) are removed by the Members at a General Meeting; or
- (viii) are absent without the consent of the relevant Student Council and without leave of absence, from:
 - (A) three consecutive Student Council meetings; or
 - (B) at least four Student Council meetings over 12 months.

7.8 Filling casual vacancies

Each Student Council, with the approval of the Board, may appoint a person to fill a position on the Student Council that has become vacant under clause 7.7.

7.9 Student Council meetings and minutes

- (a) The Council President of each Student Council will preside as chairperson.
- (b) The quorum for Student Council meetings is a majority of the Councillors.
- (c) Meetings of each Student Council must be conducted in accordance with clauses 11.3 to 11.10 and 13.1, save that 11.9(b), 13.1(a)(i) and 13.1(a)(iii) do not apply and;
 - (i) the words “Board member” will be substituted for “Councillor”; and
 - (ii) the words “Board” will be substituted for “Student Council”.

8. DIRECTORS

8.1 Number of Directors

- (a) The minimum number of Directors is three.
- (b) The maximum number of Directors is nine.

8.2 Composition of the Board

The Board will consist of:

- (a) the Council Presidents of each Student Council; and
- (b) up to two Ordinary Board members appointed by the Board.

8.3 Eligibility

- (a) Any person committed to the Principal Purpose is eligible to be appointed by the Board as an Ordinary Board member provided the person:
 - (i) is a Student Member and holds an elected position on a Student Council;
 - (ii) is not an employee of the University or LTSA;
 - (iii) has given written, signed consent to act as a Director;
 - (iv) has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
 - (v) is not ineligible to be a Director under:
 - (A) the Act; or
 - (B) the ACNC Legislation.
- (b) It is not necessary for a Director to be a Member by way of qualification.
- (c) Rule 8.3(a)(v)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

8.4 Appointment of Directors

- (a) The Board may appoint up to two Ordinary Board members from among the Student Council Members at the first meeting following the annual elections.
- (b) The Board may appoint a Student Council Member to fill a casual vacancy at any time in an Ordinary Board member position.

8.5 Term of office

- (a) The term of office for a Board member who is a Council President:
 - (i) commences when they become a Council President; and
 - (ii) expires when they cease to be a Council President.
- (b) A Board member appointed pursuant to clause 8.4(a) holds office for a term of one year:
 - (i) commencing 1 January; and
 - (ii) expiring 31 December.
- (c) An Ordinary Board member appointed pursuant to clause 8.4(b) holds office until 1 January following their appointment.
- (d) An Ordinary Board member may be re-elected for more than one term of office, subject to a maximum tenure of three years.

8.6 Ceasing to be a Director

- (a) A person stops being a Director, and a casual vacancy is created, if they:
 - (i) resign;
 - (ii) die;
 - (iii) cease to be a Student Member;
 - (iv) are removed by the Members under the Act;
 - (v) are absent without the consent of the Board and without leave of absence, from:
 - (A) three consecutive Board meetings; or
 - (B) at least four Board meetings over 12 months.
 - (vi) become subject to a Court order to receive treatment or have their finances managed by another person due to the Director being of unsound mind or having a mental illness; or
 - (vii) become ineligible to be a Director under:
 - (A) the Act; or
 - (B) the ACNC Legislation.
- (b) Clause 8.6(a)(vii)(B) will not create a casual vacancy if an exemption is obtained from the ACNC Commissioner.

8.7 Effect of casual vacancy

- (a) If the number of Directors at any time is not sufficient to constitute a quorum at a Board meeting, or is less than the minimum number of Directors fixed under this Constitution, the remaining Directors must act as soon as possible to:
 - (i) increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (ii) convene a General Meeting of LTSA for that purpose.
- (b) Until the remaining Directors have acted in accordance with the preceding clause, the Board may only act if and to the extent that there is an emergency requiring them to act.

8.8 Defects in appointment of Directors

Each resolution passed or step taken by, or with the participation of, a person acting as a Director, Councillor or member of a subcommittee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or

- (b) the person was disqualified from continuing in office, voting on the resolution or taking the step.

8.9 Secretary

- (a) There must be at least one Secretary.
- (b) The Secretary must be the CEO or another LTSA employee. The Secretary may not be a Board member.
- (c) A person may not be appointed as Secretary unless the person:
 - (i) consents to being appointed as Secretary;
 - (ii) is at least 18 years of age; and
 - (iii) is resident in Australia.
- (d) The Board may suspend or remove a Secretary.
- (e) Acts of the Secretary are not invalidated solely by reason:
 - (i) a defect in the Secretary's appointment; or
 - (ii) the Secretary being disqualified from being a secretary,provided the Secretary was unaware of the defect or disqualification at the time of the act.
- (f) The Secretary must identify whether a person is ineligible to be appointed as a Director or responsible person under this Constitution as a result of disqualification by the Act or the ACNC Legislation. The Secretary must:
 - (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, appointed as a Director; and
 - (ii) obtain a declaration from each Director to the effect that they are not disqualified by the Act or the ACNC Legislation, and that they will notify the Secretary as soon as possible in the event that they become disqualified.

8.10 Governance and Operations Officer

- (a) The Board may appoint a Governance and Operations Officer designated by whatever title the Board thinks fit.
- (b) The appointment may be for the period, at the remuneration and on the conditions that the Board thinks fit.
- (c) The Board may remove the Governance and Operations Officer at any time, subject to any contract between LTSA and the Governance and Operations Officer.
- (d) The Governance and Operations Officer will attend and speak at all Board meetings and General Meetings, but may not vote.

8.11 LTU Representative

- (a) The Board may appoint an LTU Representative.
- (b) The LTU Representative may attend and speak at all Board meetings and General Meetings, but may not vote.

9. NOMINATIONS AND ELECTIONS

9.1 Nominations

- (a) Students nominating for Councils other than the International Student Council may only nominate for a Council position at the campus at which they are enrolled.
- (b) Nominations for election as a Councillor must be made in accordance with the Electoral Regulations.

9.2 Elections

- (a) Councillors will be elected by the Students in accordance with the Electoral Regulations.
- (b) Elections must be held annually during the month of September, unless determined otherwise by the Board due to exceptional circumstances.

10. ADVISORY COMMITTEE

- (a) The Board must establish a subcommittee to be known as the "Advisory Committee".
- (b) The purpose of the Advisory Committee is to provide strategic advice and support to the Student Councils and the Board.
- (c) The Advisory Committee must meet at least four times each year.
- (d) The Board may establish terms of reference for the Advisory Committee from time to time.

11. PROCEEDINGS OF THE BOARD

11.1 Powers of the Board

- (a) The Board is responsible for the management of the business of LTSA and may exercise all the powers of LTSA (in accordance with the provisions of this Constitution) that are not, by the Act or by this Constitution, required to be exercised by the Members.
- (b) The Board cannot remove a Director or auditor.

11.2 By-laws

- (a) The Board has power to make regulations or by-laws for the general conduct and management of LTSA and the business of the Board.
- (b) The Board may revoke and alter such by-laws or regulations as it sees fit.

11.3 Meetings of the Board

The Board must meet at least four times each year.

11.4 Convening Board meetings

A Director may convene or ask the Secretary to convene a Board meeting at any time by giving reasonable notice to all of the other Directors.

11.5 Entitlement to receive notice of Board meetings

- (a) Notice must be given to each Director entitled to vote at the meeting.
- (b) A Director may waive the requirement to receive notice of a Board meeting.

11.6 Content of notice of Board meetings

A notice of a Board meeting:

- (a) must specify the place, the day and the time of the meeting; and
- (b) if virtual meeting technology is used, provide sufficient information to allow Directors to participate by means of the virtual meeting technology; but
- (c) does not need to specify the nature of the business to be transacted at the meeting.

11.7 Timing of notice of Board meetings

- (a) Subject to clause 11.7(b), at least 48 hours' written notice must be given of Board meetings to all Directors.
- (b) The Board may unanimously waive the requirement to give 48 hours' notice of Board meetings.

11.8 Chairperson of Board meetings

- (a) The Board must appoint one of its members to act as chairperson for Board Meetings.
- (b) This may be a standing appointment.

11.9 Quorum for Board meetings

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum of Directors for Board meetings is a majority of the Directors.
- (c) A Director on a leave of absence approved by the Board should not be included when calculating the total number of Directors for the purposes of this clause.

11.10 Voting at Board meetings

- (a) A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the Board.
- (b) Where the votes cast on a motion are equal, the chairperson of the meeting will have a second or “casting” vote.

11.11 Establishment of subcommittees

- (a) The Board may establish one or more subcommittees comprised of such persons as it thinks fit for such purposes as it sees fit. A subcommittee may include, or be comprised of, non-Directors.
- (b) The meetings and proceedings of subcommittees are:
 - (i) subject to any directions of the Board; and
 - (ii) otherwise governed by the provisions of this Constitution which regulate the proceedings of the Board, to the greatest extent practical.

11.12 Delegation of powers

- (a) The Board may delegate any of its powers to one or more Directors, a subcommittee, an employee or any other relevant person.
- (b) A delegation must be recorded in LTSA’s minute book.
- (c) The Board may revoke a delegation.
- (d) The Board may specify terms of the delegation (including the power to further delegate).

11.13 Use of virtual meeting technology in Board meetings

- (a) The Board may hold its Meeting using any virtual meeting technology that is agreed by the Board and gives the Board as a whole a reasonable opportunity to participate, including a reasonable opportunity to exercise a right to speak.
- (b) The Board’s agreement may be a standing one.
- (c) A Director may only withdraw their consent within a reasonable period before the meeting.
- (d) A Director who is present at a Board meeting through the use of virtual meeting technology is deemed to be present at the meeting.

11.14 Resolutions without meetings

- (a) A resolution of the Board may be passed without a meeting if:
 - (i) it is seconded by another Director; and

- (ii) all the Directors entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last Director signs.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means, including electronic communication;
 - (iii) separate copies of the notice may be signed; and
 - (iv) the resolution fails if it has not achieved unanimous consent within 48 hours after the notice was given.

12. DIRECTORS' DUTIES AND INTERESTS

12.1 Duties of Directors

Directors must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

12.2 Disclosure of interests

A Director must disclose the nature and extent of any perceived or actual material conflict of interest to the other Directors (or the Members if the other Directors share that conflict).

12.3 Participation in decisions

- (a) A Director who has a material conflict of interest in a matter that is being considered by the Board:
 - (i) must not be present while the matter is being considered at a Board meeting; or
 - (ii) vote on the matter;
 unless permitted by clause 12.3(b).
- (b) A Director may be present or vote if:
 - (i) the interest arises because the Director is a Member of LTSA, and the interest is held in common with other Members of LTSA;
 - (ii) the interest arises in relation to the Director's remuneration as a Director of LTSA;
 - (iii) the interest relates to a contract LTSA is proposing to enter into that:
 - (A) is subject to approval by the Members; and
 - (B) will not impose any obligation on LTSA if it is not approved by the Members;

- (iv) the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to LTSA;
- (v) the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in clause 12.3(b)(iv);
- (vi) the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of LTSA (but only if the contract does not make LTSA or a Related Body Corporate the insurer);
- (vii) the interest relates to any payment by LTSA or a Related Body Corporate in respect of an indemnity permitted under section 199A of the Act or any contract relating to such an indemnity;
- (viii) the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a Related Body Corporate and arises merely because the Director is a director of the Related Body Corporate;
- (ix) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or
- (x) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of LTSA, and
 - (B) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

12.4 Directors' interests

Provided a Director complies with clauses 12.2 and 12.3, they may:

- (a) hold any other position in LTSA, except that of auditor;
- (b) hold any office or place of profit in any other entity promoted by LTSA or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with LTSA;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of LTSA or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for LTSA, except as auditor;
- (f) sign or participate in the execution of a document by or on behalf of LTSA; and

- (g) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to LTSA for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement

13. ADMINISTRATION

13.1 Minutes

- (a) The Board must ensure that minutes of:
 - (i) all proceedings and resolutions of General Meetings;
 - (ii) all proceedings and resolutions of Board meetings, including meetings of a subcommittee established by the Board; and
 - (iii) resolutions passed by the Board without a meeting,are duly entered into the books kept for that purpose, as soon as practicable following approval of the minutes by the Board.
- (b) LTSA must ensure that:
 - (i) minutes of a Board or General Meeting are signed within a reasonable time after the meeting by one of the following:
 - (A) the chairperson of the meeting; or
 - (B) the chairperson of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (c) A minute recorded and signed as required by this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (d) LTSA must keep its minute books at its registered office or its principal place of business in Australia.

13.2 Accounts and other records of LTSA

- (a) LTSA must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance;
 - (ii) enable true and fair financial statements to be prepared and to be audited; and
 - (iii) are prepared in accordance with ACNC requirements.
- (b) The accounts will be held at the registered office or any other place as the Board thinks fit.

- (c) A Director has a right of access to the financial records at all reasonable times.
- (d) LTSA must retain its financial records for at least seven years.
- (e) The Board must take reasonable steps to ensure that LTSA's records are kept safe.

13.3 Members' access to LTSA records

To allow Members to access and inspect LTSA's records:

- (a) LTSA must give a Member access to the records set out in clauses 13.1(a)(i) and 13.1(a)(iii); and
- (b) LTSA may authorise a Member to inspect other records of LTSA, including records referred to in clause 13.2.

13.4 Financial year

The financial year will begin on the first day of January and end on the thirty first day of December, unless the Board passes a resolution to change the financial year.

13.5 Audit

- (a) If required by law, including under contract, LTSA must appoint and remunerate an auditor.
- (b) Any auditor is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) LTSA may give any auditor all communications relating to the General Meeting that the Members of LTSA are entitled to receive.

13.6 Common seal

LTSA does not have a common seal.

13.7 Execution of documents

LTSA may execute a document by the signature of:

- (a) two Directors; or
- (b) one Director and one Secretary; or
- (c) one Director and another person appointed by the Board for that purpose.

13.8 Alteration of Constitution

- (a) LTSA may only alter this Constitution if the members have passed a Special Resolution to alter the Constitution in accordance with the Act and the requirements of this Constitution.

- (b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes LTSA to no longer be a Charity.

13.9 Notices

- (a) Notices can be served on Members or Directors personally, by post, electronic mail, or such other means as may be generally accepted in business from time to time.
- (b) Notices directed to the last known address (including any virtual or electronic address) of a Member or Director are to be treated as duly served in such time as it would usually take for such notice to be delivered.
- (c) The non-receipt of notice of a General Meeting or Board meeting, including notice of postponement or change of venue, does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident or inadvertent error.
- (d) A person who attends a General Meeting or Board meeting waives any objection that person may have to non-receipt of notice of the meeting.
- (e) In calculating a period of notice to be given under this Constitution, both the days on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

13.10 Officers: indemnities and insurance

- (a) LTSA indemnifies every person that is or has been an Officer of LTSA, or of a wholly-owned subsidiary, against any liability (including without limitation liability for legal costs) incurred as a result of their position as Officer (other than to LTSA or a Related Body Corporate) to the full extent permitted by law.
- (b) LTSA may pay, or agree to pay, a premium in respect of a contract insuring its Officers, to the extent permitted by law.

13.11 Winding up

Subject to clause 4.3, LTSA may be dissolved by a Special Resolution of Members or as otherwise provided for in accordance with the Act.

13.12 Liability of Members

The liability of a Member is limited to the Guaranteed Amount, being \$1.00.

13.13 Contribution of a Member on winding up

Every Member undertakes to contribute to the assets of LTSA in the event of LTSA being wound up while they are a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding the Guaranteed Amount, for the:

- (a) payment of the debts and liabilities of LTSA contracted while the Member or past Member was a Member; or
- (b) costs, charges and expenses of winding up.

14. INTERPRETATION

14.1 Exclusion of replaceable rules

The replaceable rules contained in the Act do not apply to LTSA.

14.2 Definitions

In this Constitution:

“**ACNC**” means the Australian Charities and Not-for-profits Commission.

“**ACNC Legislation**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

“**Act**” means the *Corporations Act 2001* (Cth).

“**Annual General Meeting**” means a meeting held once in every calendar year at such time and place as may be determined by the Board, for the purposes of carrying out the business of LTSA described in clause 6.2(b) or such of it as is thought necessary by the Board.

“**auditor**” may mean a reviewer, if permitted by the Act or ACNC Legislation.

“**Board**” means the Board of Directors for the time being of LTSA.

“**chairperson**” means the person chairing a meeting.

“**Charity**” has the same meaning as under the *Charities Act 2013* (Cth).

“**Company**” means La Trobe Student Association Ltd.

“**Councillor**” means a person elected as Councillor pursuant to clauses 7.4 and 9.2(a).

“**Council President**” means the person appointed as Council President pursuant to clause 9.2.

“**Council Vice-President**” means the person appointed as Council Vice-President pursuant to clause 9.2.

“**Directors**” means the Directors for the time being of LTSA and “**Director**” has a corresponding meaning.

“**Executive Councillor**” means a person appointed as an Executive Councillor pursuant to clause 7.5.

“**General Meeting**” means a meeting of the Members and includes an Annual General Meeting.

“**General Secretary**” means the person appointed as General Secretary pursuant to clause 9.2.

“**Governance and Operations Officer**” means the person employed as the Governance and Operations Officer in accordance with clause 8.10.

“**Guaranteed Amount**” means the amount set out in clause 13.12.

“**Holding Company**” means a body corporate of which LTSA is a subsidiary.

“**LTU Representative**” means the person appointed as the LTU Representative pursuant to clause 8.11.

“**Member**” means a person whose name is entered in the Register as a Member of LTSA in accordance with clause 5.7 and “**Membership**” has the corresponding meaning.

“**Membership Class**” means a Membership Class listed in clause 5.3.

“**Officer**” has the meaning given under the Act.

“**person**” includes a natural person and a corporation within the meaning of s 57A of the Act.

“**poll**” means a method of voting where votes are cast in writing. It includes (but is not limited to) a vote conducted by secret ballot.

“**Principal Purpose**” means the purpose set out in clause 4.1.

“**Register**” means the register of Members of LTSA under the Act.

“**Related Body Corporate**” means a body corporate that is a Holding Company, a subsidiary of LTSA, or a subsidiary of a Holding Company.

“**Secretary**” means the Secretary for the time being of LTSA and if there are joint secretaries, any one or more of such joint secretaries.

“**Special Resolution**” means a resolution passed at a General Meeting:

- (i) of which 21 days’ notice specifying the intention to propose the resolution as a Special Resolution has been given pursuant to this Constitution and the Act; and
- (ii) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

“**SSAF**” means the Student Services and Amenities Fee levied by the University under the *Higher Education Legislation Amendment (Student Services and Amenities) Act 2001* (Cth).

“**Student Member**” means a Student listed as a current Student Member on the Register.

“**Student**” means a student enrolled for a higher education award course at the University.

“**University**” means La Trobe University (ABN: 64 804 735 113).

“**Vice-Chancellor**” means the Vice-Chancellor of the University.

14.3 Interpretation

In this Constitution:

- (a) If an expression in the Constitution has a meaning in the Act, the meaning from the Act will apply to the expression - except where a contrary intention appears in this Constitution.
- (b) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

15. TRANSITIONAL PROVISIONS

The following clauses apply notwithstanding anything to the contrary in this Constitution.

15.1 Members

The first Members are those named as Members in the application for LTSA's registration under the Act.

15.2 Directors

There will be three inaugural Directors, being those named as Directors in the application for LTSA's registration under the Act. The number of Directors will increase to the minimum of six at the first election of LTSA.

SCHEDULE 1

APPOINTMENT OF PROXY – LA TROBE STUDENT ASSOCIATION LTD (LTSA)

I, _____
(Member)

of _____
(Address)

appoint _____
(Proxy)

as my proxy for the General Meeting of LTSA be held on

(Date)

and at any adjournment.

CHOOSE

My proxy can vote on my behalf for all resolutions at the above General Meeting.

OR

My proxy can vote for the resolutions listed below as indicated:

| in favour of / against | detail of proposed resolution |
|---------------------------|-------------------------------|
| | |
| | |
| | |
| | |
| | |
| | |
| | |

Signed _____
(Member)

Date: