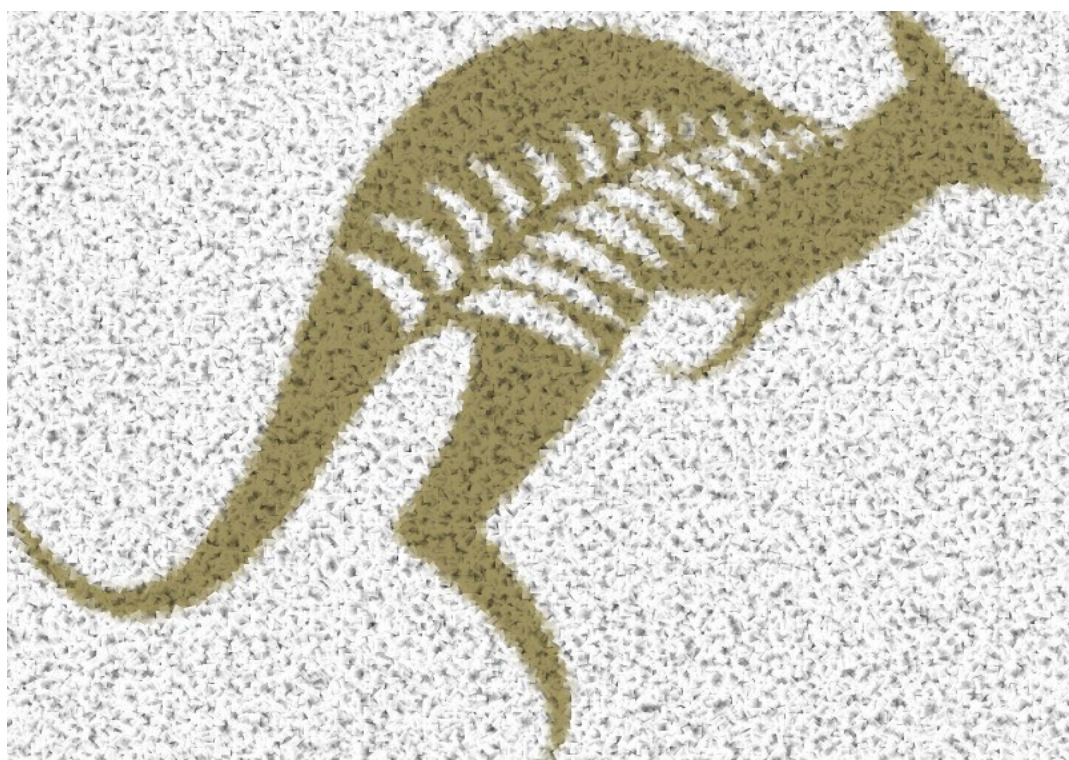




ANZSSA

AUSTRALIAN AND NEW ZEALAND STUDENT SERVICES ASSOCIATION LTD

CONSTITUTION



Accepted ANZSSA Special General Meeting – November 2019

Amended ANZSSA Annual General Meeting – December 2019

Registered under Qld Fair Trading on 22 November 1996 Reg No: IA17480

**Registered as a Company Limited by Guarantee by ASIC on 24 September
2020 - ACN: 644 596 912**

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1. PREAMBLE

1.1 Australia and New Zealand are independent, sovereign nations who share many common values and historical links. Respecting the independence of each nation, the Association brings together people working in post-secondary education to achieve the objects of the Association.

1.2 The Company is a not-for-profit public company limited by guarantee.

1.3 The liability of Members is limited to the guarantee amount in clause 1.4.

1.4 Each Member must contribute an amount of \$1.00 (the guarantee) to the property of the Company if the Company 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:

1.4.1 debts and liabilities of the Company incurred before the Member stopped being a Member, or

1.4.2 costs of winding up.

2. NAME

The name of the Company shall be Australian and New Zealand Student Services Association Limited. ("ANZSSA") (in these rules called "the Company").

3. OBJECTS

The objects for which the Company is established are:

- The fostering and promotion of all aspects of health and well-being of students, staff and their linked communities within post-secondary institutions of education.
- The sponsoring of regular meetings and the organisation of close professional contact between its members.
- The promotion of research.
- The protection, promotion and advocacy of the interests of all those providing or using services for students within post-secondary education.
- The conducting of the Company's affairs and meetings as much as possible in a style based on open discussion and consensus.
- The recognition of exemplary service to Student Services within post-secondary education through the awarding of Fellowships.

4. MEANING WITHIN THE ACT

A word or expression that is not defined in these rules, but is defined in the Corporations Act (2001) Cth has, if the context permits, the meaning given by the Act.

As noted in clause 1B, the Act prevails if any of these rules are inconsistent with the Act.

5. POWERS

5.1. The Company has, in the exercise of its affairs, all the powers of an individual.

5.2. The Company may, for example, -

- enter into contracts;
- acquire, hold, deal with and dispose of property;
- make charges for services and facilities it supplies; or
- do other things necessary or convenient to be done in carrying out its affairs.

5.3. The Company may also issue secured and unsecured notes, debentures and debenture stock for the Company.

6. ORGANISATION OF COMPANY

The Company shall have the following management structure:

- An Executive;
- An Advisory Council;
- Regional Groups; and,
- Professional Focus Groups.

7. CLASSES OF MEMBERSHIP

7.1 The membership of the Company shall consist of the following:

7.1.1 PROFESSIONAL MEMBERS shall be those who are employed in the field of Student Services in post-secondary institutions of education or such other persons approved by the Executive. They shall be entitled to hold office and vote.

7.1.2 INSTITUTIONAL MEMBERS shall be those who are tertiary institutions who have interests in the aims and objectives of the Company and may have multiple staff interested in becoming professional members of the Company. Under this membership, an unlimited number of staff from that institution can interact with the Company's activities as a member. Each individual member shall be entitled to hold office and each institution shall be entitled to one (1) vote.

7.1.3 HONORARY MEMBERS shall be those granted membership of the Company for a period as set down by the Executive. Honorary Members shall not be entitled to hold office or to vote.

7.1.4 LIFE MEMBERS shall be those who have given distinguished and outstanding service in furthering the objectives of the Company. They shall be elected at a General Meeting of the Company on the recommendation of the Executive. They shall be entitled to hold office and to vote.

7.1.5 FELLOWS shall be those persons who have demonstrated exemplary service to the profession of Student Services through their professional work in post-secondary education, contributions to policy development, contributions to the education and training field, research and/or publications relating to the provision of services to students or to the development of student affairs in post-secondary education. They shall not be entitled to hold office or vote.

7.1.6 STUDENT MEMBERS shall be those other persons who are currently enrolled students in a post-secondary institution, who have interests in the aims and objectives

of the Company and approved by the Executive. They shall not be entitled to hold office or vote.

7.1.6. CORPORATE MEMBERS shall be organisations responsible for the direct delivery of services or goods to students or university staff, who have evident interests in the aims and objectives of the Company and approved by the Executive. Standard under this membership, five (5) representatives from that institution can interact with the Association's activities as a member, however, these members shall not be entitled to hold office or vote.

7.1.6.1. Corporate Members must adhere to rule 13 which prohibits commercial solicitation to ANZSSA members without express and prior deliberation and approval by the Executive.

7.1.6.2. Corporate Members will be supplied with standard ANZSSA-Corporate-Member logos and may state that they are a member of ANZSSA who supports the Company's objectives. They must not purport to represent ANZSSA in any fashion and where possible and reasonable seek input from the Executive in respect of any media releases around shared activities.

7.2 Ordinary members includes those who have joined the Company as individuals as well as those who have joined the Company by any such group membership processes as determined by the Executive.

7.3 The number of ordinary members shall be unlimited.

7.4 A person who wishes to become a member of the Company must apply by written application:

7.4.1 The application shall be in such form as the Executive prescribes; applications should be made to the Secretariat;

7.4.2 An application must be accompanied by the applicant's membership fee;

7.4.3 Admission of a member is subject to ratification by the Executive in accordance with clause 9 of the Rules;

7.4 Fellows are to be elected by a simple majority at an Annual General Meeting of the Association. Candidates for fellowship shall be recommended to the Secretariat 30 days in advance of the Annual General Meeting.

8. MEMBERSHIP FEES

8.1 The membership fees for each class of membership shall be such sum as the Executive shall from time to time determine.

8.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Executive shall from time to time determine.

9. ADMISSION AND REJECTION OF MEMBERS

9.1 At the next meeting of the Executive after the receipt of any application and the fee applicable for any class of membership, such application shall be accepted by the Executive, unless there are grounds for rejection of the applicant.

9.2 Any applicant who receives a majority of the votes of the members of the Executive present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

9.3 Upon the rejection of an application for any class of membership the Secretariat of the Executive shall forthwith give the applicant notice in writing of such rejection.

9.4 If a person's membership application is rejected, that person's membership fee must be refunded.

9.5 The Executive must ensure that, as soon as possible after the person applies to become a member of the Company, and before the management committee considers the person's application, the person is advised:

9.5.1 Whether or not the Company has public liability insurance; and

9.5.2 If the Company has public liability insurance—the amount of the insurance.

10. TERMINATION OF MEMBERSHIP

10.1 A member may resign from the Company at any time by giving notice in writing to the Secretariat,

10.2 Such resignation shall take effect at the time such notice is received by the Secretariat unless a later date is specified in the notice when it shall take effect on that later date.

10.3 A member who has resigned in good standing may nominate another eligible person to complete if any remaining period of membership if he/she chooses to do so.

10.4 If a member -

- is convicted of an indictable offence; or
- fails to comply with any of the provisions of these rules; or
- has membership fees in arrears for a period of 2 months or more; or
- conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Company,

the Executive shall consider whether the member's membership shall be terminated.

10.4.1 The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Executive resolves to terminate the membership it shall instruct the Secretariat of the Executive to advise the member in writing accordingly.

11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

11.1 A person whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the Secretariat of the Executive written notice of the person's intention to appeal against the decision of the Executive.

11.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretariat shall convene, within 3 months of the date of receipt of such notice, a general meeting to determine the appeal.

11.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Executive or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

11.4 The appeal shall be determined by the vote of the members present at such meeting.

12. REGISTER OF MEMBERS

12.1 The Executive shall maintain a register where the names and contact information of all persons admitted to membership of the Association and the dates of their admission are stored.

12.2 Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Executive or the members at any general meeting may require from time to time.

12.3 The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretariat for such inspection:

12.3.1 A member must contact the Secretariat to arrange an inspection of the register;

12.3.2 However, the Executive may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the executive has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13. PROHIBITION ON USE OF INFORMATION ON REGISTER OR MEMBERS

13.1 A member of the Company must not:

13.1.1 Use information obtained from the register of members of the Company to contact, or send material to, another member of the Company for the purpose of advertising for political, religious, charitable or commercial purposes; or

13.1.2 Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Company for the purpose of advertising for political, religious, charitable or commercial purposes.

13.2 Subrule (13.1) does not apply if the use or disclosure of the information is approved by the Company.

14. SECRETARIAT

14.1 The Secretariat is appointed by the Executive.

14.6 The Secretariat's functions include, but are not limited to:

14.6.1 Calling meetings of the Company, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Company; and

14.6.2 Keeping minutes of each meeting; and

14.6.3 Keeping copies of all correspondence and other documents relating to the Company; and

14.6.4 The Secretariat will maintain the register of members of the Company.

15. MEMBERSHIP OF EXECUTIVE

15.1 The Executive of the Company shall consist of a President, Vice-President (Australia), Vice-President (New Zealand), Director (Indigenous), Director (Engagement), and Director (Professional Development), all of whom shall be members of the Company.

15.2 Elected members of the Executive shall hold office for 2 years, and may serve no more than 2 terms consecutively in the same role.

15.3 Notwithstanding the previous clause, if there are no nominees available for election to a vacancy under those terms, a member may continue in office if elected.

15.4 The election of members of the Executive shall take place at the Annual General Meeting at which the member's substantive two year term expires, in the following manner:

15.4.1 Any 2 members of the Association shall be at liberty to nominate any other member to serve as a member of the Executive.

15.4.2 The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the Secretariat at least 14 days before the Annual General Meeting at which the election is to take place.

15.4.3 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted on the Association web site for at least 7 days immediately preceding the Annual General Meeting.

15.4.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

15.4.5 Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

16. VACANCIES ON EXECUTIVE

16.1 The Executive shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Executive on an acting basis. The position will then be filled substantively by election at the next Annual General Meeting.

16.2 The continuing members of the Executive may act notwithstanding any casual vacancy in the Executive, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Executive, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the Company, but for no other purpose.

17. FUNCTIONS OF THE EXECUTIVE

17.1 Except as otherwise provided by these rules and subject to resolutions of the members of the Company carried at any general meeting, the Executive –

- i. shall have the general control and management of the administration of the affairs, property and funds of the Company; and
- ii. shall have authority to interpret the meaning of these rules and any matter relating to the Company on which these rules are silent.

17.2 The Executive may exercise all the powers of the Company:

- i. to borrow or raise or secure the payment of money in such manner as the members of the Company may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and,
- ii. to invest in such manner as the members of the Company may from time to time determine.

17.3 For sub-section 17.2 (i), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:

- i. the financial institution for the Company; or
- ii. if there is more than 1 financial institution for the Company – the financial institution nominated by the Company.

17.4 The functions of the members of the Executive and other Office Bearers are outlined in duty statements prepared and approved by the Executive.

18. MEETINGS OF THE EXECUTIVE

18.1 The Executive shall meet at least once every 2 calendar months to exercise its functions.

18.2 The Executive shall decide how a meeting is to be called.

18.3 Notice of a meeting is to be given in the way decided by the Executive.

18.4 At every meeting of the Executive half the number plus one shall constitute a quorum.

18.5 Subject as previously provided in this section, the Executive may meet together and regulate its proceedings as it thinks fit.

18.6 However, questions arising at any meeting of the Executive shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

18.7 A member of the Executive shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.

18.8 Not less than 14 days' notice shall be given by the Secretariat to members of the Executive of any special meeting of the Executive.

18.9 Such notice shall clearly state the nature of the business to be discussed thereat.

18.10 The President shall preside as chairperson at every meeting of the Executive, or if there is no President, or if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, one of the Vice-President (Australian or New Zealand), shall be chairperson or if the Vice-President is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.

18.11 If within half an hour from the time appointed for the commencement of an Executive meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive, shall lapse.

18.12 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive

may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

18.13 A meeting of the Executive may be held by teleconference or other electronic means

18.14 The Advisory Council will be provided with the agenda and minutes of meetings of the Executive.

18.15 The Secretariat must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are recorded.

18.16 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

19. DELEGATION OF POWERS OF EXECUTIVE

19.1 The Executive may delegate any of its powers to one or more committees consisting of such members of the Company as the Executive thinks fit.

19.2 To avoid any doubt, the Executive may create committees under this clause in addition to the Regional Committees described in clause 21.

19.3 Any committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed by the Executive.

19.4 A committee may elect a chairperson of its meetings.

19.5 If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.

19.6 A committee may meet and adjourn as it thinks proper.

19.7 Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

20. ADVISORY COUNCIL

20.1 There shall be an Advisory Council comprising the following persons:

- i. The Executive;
- ii. The Immediate Past President
- iii. The Convenor of each Regional Committee;
- iv. The Convenor of each Professional Focus Group; and,
- v. Any other positions as may be established by the Executive in consultation with the Advisory Council (for example, Conference Convenor, JANZSSA Editor).

20.2 The function of the Advisory Council is to play a contributing role in setting and working towards the strategic goals of the Company, through consultation with the ANZSSA membership, discussion with and advice to the Executive.

20.3 Shall meet at least twice per year.

20.4 In conducting Company business, the Executive must take into consideration any views communicated to it by the Advisory Council, though these views may be given such weight as the Executive considers appropriate.

20.5 There is an expectation that the Executive would nominate individual members for ratification by the Advisory Council annually to take on the following roles:

- i. JANZSSA Editor
- ii. Convenors of Professional Focus Groups
- iii. Convenors of Regional Groups
- iv. ANZSSA Conference Committee Convenor
- v. Other such specialist roles as may be added, and the preceding roles amended or discontinued as deemed necessary from time to time

21. RESIGNATION OR REMOVAL FROM EXECUTIVE OR ADVISORY COUNCIL

21.0 Any member of the Executive or Advisory Council may resign from their position at any time by giving notice in writing to the Secretariat but such resignation shall take effect at the time such notice is received by the Secretariat unless a later date is specified in the notice when it shall take effect on that later date.

21.1 A member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case.

21.2 The question of removal shall be determined by the vote of the members present at such a general meeting.

21.3 There is no right of appeal against a member's removal from office under this section.

22. REGIONAL GROUPS

22.1 Regional Groups are the members of the Association who reside in each its respective regional area:

- Tasmanian Branch
- South Australian Branch
- Victorian Branch
- Western Australian Branch
- Queensland Branch
- New South Wales and ACT Branch
- New Zealand Branch
- Members of the Company who reside in the Northern Territory may choose to align themselves with either the Queensland or South Australian Branch if membership numbers do not justify the existence of a separate branch. However, these members may choose to form a Northern Territory branch if this is deemed viable by the Executive.

22.2 Each Regional Committee shall consist of a Regional Convenor.

22.3 Regional Groups must operate at all times in accordance with resolutions and regulations passed by the Executive.

22.4 Each Regional Committee shall pursue the objects of the Association within their region.

23. PROFESSIONAL FOCUS GROUPS

23.1 A Professional Focus Group may be formed by any subset of members with an area of common professional interest.

23.2 A Professional Focus Group must seek endorsement by the Executive to be recognised as such by ANZSSA.

24. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

All acts done by any meeting of the Executive, Advisory Council, Regional Group, or Professional Focus Group, or by any person acting as a member of such group shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member, or that the member is disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of such groups as the case may be.

25. RESOLUTIONS OF BODIES WITHIN THE COMPANY

25.1 A resolution in writing signed by all the members of the Executive, Advisory Council, Regional Group, or Professional Focus Group, as the case may be, shall be as valid and effectual as if it had been passed at a meeting of that group duly convened and held.

25.2 Any such resolution may consist of several documents in like form, each signed by 1 or more members of the relevant group.

26. ANNUAL GENERAL MEETINGS

Each Annual General Meeting must be held:

- i. At least once each year; and
- ii. within 6 months after the end date of the Association's reportable financial year; and,
- iii. Comply with requirements in the Corporation's Act (2001) Cth.

27. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

The following business must be transacted at every general meeting –

- i. the receiving of the financial statement (income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Company for the last financial year);
- ii. the receiving of the auditor's report on the financial affairs of the Company for the last financial year;
- iii. the presenting of the audited statement to the meeting for adoption;
- iv. in the event of vacancies, the election of members of the Executive; and,
- v. the appointment of an auditor for the present financial year.

28. SPECIAL MEETING

28.1 The Secretariat shall convene a special meeting by sending out notice of the meeting within 14 days of:

- i. being directed to do so by the Executive; or
- ii. being given a requisition in writing signed by not less than one-third of the members presently on the Executive; or

- iii. being given a notice in writing of an intention to appeal against the decision of the Executive to reject an application for membership or to terminate the membership of any person.

28.2 A requisition mentioned in subsection 28.1 (ii) shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

28.3 A special meeting is attended by the Executive only and is in addition to the meetings of the executive held every 2 months.

28.4 If the Secretariat is unable or unwilling to call the special meeting, the President must call the meeting.

28.5 A request for a special meeting must state:

- i. why the special meeting is called; and
- ii. the business to be conducted at the meeting.

28.6 A notice of a special meeting must state:

- i. the day, time and place of the meeting; and
- ii. the business to be conducted at the meeting.

28.7 A special meeting of the Executive must be held within 14 days after notice of the meeting is given to the members of the management committee.

29. SPECIAL GENERAL MEETING

29.1 A special general meeting must be held within 3 months after the Secretariat:

- i. is directed to call the meeting by the Executive; or
- ii. is given the written request mentioned in subrule 28.1.ii. or
- iii. is given the written notice of an intention to appeal mentioned in subrule 28.1.iii.

28.2 If the Secretariat is unable or unwilling to call the special meeting, the President must call the meeting.

28.3 A special general meeting is open to all members, the only one held regularly is the Annual General Meeting.

28.4 The Secretariat shall convene all special general meetings of the COmpany by giving not less than 14 days' notice of any such meeting to the members of the Association.

28.5 The manner by which such notice shall be given shall be determined by the Executive.

28.6 However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the management committee, shall be given in writing.

28.7 Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

29. QUORUM AT SPECIAL GENERAL MEETING

29.1 At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Executive plus 1.

29.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

29.3 For the purposes of this rule - "**member**" includes a person attending as a proxy.

29.4 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive or the Association, shall lapse.

29.5 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

29.6 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

29.7 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

29.8 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

30. PROCEDURE AT SPECIAL GENERAL MEETING

30.1 Unless otherwise provided by these rules, at every special general meeting:

- i. the President shall preside as chairperson, or if there is no President, or if the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, one of the Vice-President's (Australia or New Zealand) shall be the chairperson, or if neither is present or both are unwilling to act then the members present shall elect 1 of their number to be Chairperson of the meeting; and
- ii. the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
- iii. every question, matter or resolution shall be decided by a majority of votes of the members present; and every eligible member present shall be entitled to vote and in the case of an equality of votes the Chairperson shall have a second or casting vote; and
- iv. however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and
- v. voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
- vi. the chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
- vii. a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote; and
- viii. the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
- ix. a proxy may but need not be a member of the Company; and

- x. the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- xi. where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy is attached as Appendix I;
- xii. the instrument appointing a proxy shall be deposited with the Secretariat prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and,
- xiii. the Secretariat shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive meeting and general meeting to be entered in a document to be open for inspection at all reasonable times by any financial member who previously applies to the Secretariat for that inspection (an inspection and copies must be supplied within 28 days of the request, however, the Company may require the member to pay reasonable costs of supplying the minutes); and
- xiv. a special general meeting may be held by teleconference, or other electronic means; and
- xv. a member may take part and vote in a special general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

30.2 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Executive meeting verifying their accuracy.

30.3 Similarly, the minutes of every special general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

30.4 However, the minutes of any Annual General Meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or Annual General Meeting.

31. REGULATIONS & BY-LAWS

The Executive may from time to time make, amend or repeal regulations (or by-laws), not inconsistent with these rules, for the internal management of the Association and any regulation (or by-law) may be set aside by a general meeting of members. For instance, the Executive may make regulations governing the conduct of Regional Committees.

32. ALTERATION OF RULES

32.1 Subject to the provisions of the *Corporations Act (2001) Cth*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

32.2 However an amendment, rescission or addition is valid only once if has been accepted by the Australian Securities & Investments Commission.

33. COMMON SEAL

33.1 The Executive shall provide for a common seal and for its safe custody.

33.2 The common seal shall only be used by the authority of the Executive and every instrument to which the seal is affixed shall be signed by any 2 of the Executive members.

34. FUNDS AND ACCOUNTS

34.1 The funds of the Association must be kept in the name of the Association in a financial institution decided by the Executive.

34.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

34.3 All moneys shall be deposited as soon as practicable after receipt thereof.

34.4 All amounts of \$100.00 or over shall be paid by cheque or electronic transfer and signed by any 2 of the Executive or other member authorised from time to time by the Executive.

34.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.

34.6 The Executive shall determine the amount of petty cash, if any.

34.7 All expenditure shall be approved or ratified at an Executive meeting in accordance with the approved procedures for financial expenditure and accounting.

34.8 As soon as practicable after the end of each financial year the Secretariat shall prepare a statement containing the particulars of –

34.8.1 the income and expenditure for the financial year just ended; and

34.8.2 the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

34.9 The auditor must examine the statement prepared under subsection 34.8 and present a report on it to the Executive before the next Annual General Meeting following the financial year for which the audit was made.

34.10 The income and property of the Company must be used solely in promoting the Company's objects and exercising the Company's powers.

34.11 The Company must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividends or distribution of profits

34.12 Clause 34.11 does not prevent the Company from paying a Member:

- a) by way of reimbursement for expenses properly incurred by the Member on behalf of the Company;
- b) in return for any services rendered or goods supplied in the ordinary course of business to the Company;
- c) as a Director in accordance with clause 42; or
- c) for any other bona fide reason or purpose for the attainment of the Objects.

34.12. The executive can elect (by unanimous decision) to open a financial account, credit-card, electronic payment system, investment, deposit, or enter into any other contractual financial arrangement legal in the Australian or New Zealand jurisdiction in which it is housed:

- i. the use of funds must adhere to 34.10, and can include funds for the activities of Regional Groups, Professional Focus Groups, or any other formal endorsed sub-groups of the Association; and
- ii. no member or external party may receive pecuniary or other benefits resulting from any financial arrangement, these may only return to the Company; and
- iii. only an authorised signatory to bank accounts shall be permitted to have signatory with individual transaction authority; and

- iv. the association reserves the right to pursue legal recovery and/or criminal prosecution for any signatory in respect of funds that are misused; and
- v. the Secretariat will ensure any financial arrangement is regularly reported to them by the financial institution, organisation, or entity that manages the financial arrangement; and
- vi. the Secretariat will organise any continuous informal reporting of income or expenses to them by a representative signatory when this is appropriate; and
- vii. accounts, income, and expenditure are to be submitted to the ANZSSA Executive for scrutiny and approval at executive meetings; and
- viii. final and formal audit and accounts are presented annually for approval by the members at the Annual General Meeting; and
- ix. the Executive can elect (by majority) to end any financial arrangement.

35. PAYMENTS TO DIRECTORS

35.1 The Company must not pay fees to a Director for acting as a Director.

35.2 The Company may pay Directors for:

- i. out-of-pocket expenses incurred by the Director in the performance of any duty as i. i. Director where the amount payable does not exceed an amount previously agreed by the Executive; or
- ii. any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as a Director or an auditor, where the provision of the service has the prior approval of the Executive and is on reasonable commercial terms.

35.3 The Company may pay premiums for insurance indemnifying Directors, as allowed by law and this Constitution.

36. DOCUMENTS

The Executive shall provide for the safe custody of books, documents, instruments of title and securities of the Company.

37. FINANCIAL YEAR

The financial year shall close on 30 June in each year.

38. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

38.1 This section applies if the Company is wound-up under part 10 of the Act and there are surplus assets.

38.2 The surplus assets must not be distributed among the members but must be given to another entity -

38.2.1 That has objects similar to the Company's objects; and

38.2.2 The rules of which prohibit the distribution of the entity's income and assets to its members.

38.3 In this section - "**surplus assets**" has the meaning given by section 92(3) of the Act.



APPENDIX I – PROXY FORM

AUSTRALIAN AND NEW ZEALAND STUDENT SERVICES ASSOCIATION INC. PROXY FORM

I, _____

of _____

being a member of the abovementioned Company, hereby appoint

of _____

as my proxy to vote for me on my behalf at the meeting of the Company,

to be held on the _____ day of _____, 20__ ,

and at any adjournment thereof.

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

or

[note voting choice is ultimately left to the proxies discretion]

Signed this _____ day of _____, 20__

Signature. _____