



**ADELAIDE UNIVERSITY UNION
CONSTITUTION**

Effective as of 10 September 2012

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1. Establishment & Objects

- 1.1 By this Constitution a body is established pursuant to the *University of Adelaide Act 1971 (as amended)* (**Act**).
- 1.2 This body exists primarily to:
- 1.2.1 provide amenities and services to Students and Members;
 - 1.2.2 to further the welfare of Students and Members;
 - 1.2.3 to be the main social, cultural, and support centre for all the students of the University of Adelaide (**University**);
 - 1.2.4 to represent the interests of the students of the University, individually and as a whole, to the University, government, and the community at large; and
 - 1.2.5 to ensure that its services are provided equitably across the major campuses of the University.
- 1.3 These objects will be achieved through a partnership of Students, Members, the University, Affiliates and staff of the Adelaide University Union.

2. Name & Nature

- 2.1 This body is known as the Adelaide University Union (**AUU**). The AUU is a body corporate with perpetual succession and a common seal pursuant to the Act.
- 2.2 The affairs of the AUU must only be employed in pursuit of the objects stated in this Constitution.
- 2.3 The conduct of the affairs of the AUU is subject to the powers vested in the Council of the University by the Act.

3. Definitions

Unless a contrary intention is evident, the following definitions apply to this Constitution and all other AUU documents:

- 3.1 '*Absolute Majority*' means a majority (or if specified, a three-quarter majority) of all voting members of Board, even if one or more members is not present at the meeting of Board in question.
- 3.2 '*Academic days*' means any day Monday to Friday except public holidays on which lectures are scheduled to be conducted by the University in the normal course of the academic year.
- 3.3 '*Academic year*' is from the first day on which lectures are scheduled to be conducted by the University in a calendar year to the last day of scheduled exams in a calendar year.
- 3.4 '*Acting President*' means the Vice-President or a person appointed by Board pursuant to this Constitution.
- 3.5 '*Affiliate*' means a legally incorporated association, specified in a Schedule to this Constitution, which is funded annually by the AUU.
- 3.6 '*Board*' means the Board of the AUU

- 3.7 *'Board Elect'* means those persons elected to the positions of Student Elected Directors, prior to the end of the term of the current Board, together with the continuing Student Elected Directors.
- 3.8 *'Council'* means the Council of the University.
- 3.9 *'Election Tribunal'* means the body set out in the Rules charged with declaring the results of general elections.
- 3.10 *'EO'* means the Executive Officer of the AUU.
- 3.11 *'Executive'* means the Executive of the Board.
- 3.12 *'External Director'* means a member of the AUU Board appointed under clause 7.3 of this Constitution.
- 3.13 *'General Election'* means an election held under this Constitution to elect Student Elected Directors of the AUU.
- 3.14 *'Immediate Past President'* means the person who served as President in the term before the term of office of the current President.
- 3.15 *'Leave of Absence'* means non-attendance at a Board meeting(s) with the approval of a simple majority of Board at a prior meeting of Board, or the next Ordinary Meeting immediately following the meeting of the absence.
- 3.16 *'Master Copy'* means the hard copy of Schedules, Rules and/or Policy kept by the President.
- 3.17 *'Member'* means any person deemed to be a member of the AUU by this Constitution.
- 3.18 *'Ordinary Meeting'* means the meetings of the Board scheduled by the President at the commencement of a new Board's term and/or according to Clause 8.
- 3.19 *'Policy'* means an instrument of Board, other than a Schedule or Rule, created pursuant to this Constitution.
- 3.20 *'President'* means the President of the AUU holding office pursuant to this Constitution.
- 3.21 *'President Elect'* means that person elected to the position of President, prior to the end of the term of the current President.
- 3.22 *'Returning Officer'* means a person appointed to conduct any election under this Constitution.
- 3.23 *'Rule'* means an instrument of Board, other than a Schedule or Policy, created pursuant to this Constitution.
- 3.24 *'Schedule'* means an instrument of Board, other than a Rule or Policy, created pursuant to this Constitution.
- 3.25 *'Secret Ballot'* means a ballot in respect of which the Returning Officer takes all reasonable steps to ensure that no person other than him/herself and any assistant Returning Officer has access to validly cast votes and the electors roll prior to the close of the poll such as would enable that person to link a voter with a validly cast vote.
- 3.26 *'Simple Majority'* means a majority of all Student Elected Directors present at any one particular meeting of Board.

- 3.27 'Special Meeting' means any meeting of Board that is not an Ordinary Meeting.
- 3.28 'Special Resolution' means a resolution of Board approved by a two thirds majority of the Student Elected Directors present.
- 3.29 'Student' means any person enrolled at the University as a student.
- 3.30 'Student Elected Director' means a member of the AUU Board elected under clause 7.2 of this Constitution.
- 3.31 'Vice-President' means the Vice-President of the AUU holding office pursuant to Clause 13 of this Constitution.

4. Membership

- 4.1 A person is a Member of the AUU if they have complied with the terms of membership and fall within a category of membership referred to in Clause 4.2. No other persons are members of the AUU.
- 4.2 The following categories of membership exist and a member can only belong to 1 category of membership:
- 4.2.1 Ordinary Members
Any student of the University who becomes a Member on terms as offered by the AUU Board in Rule.
- 4.2.2 Associate Members
Any member of the community (including staff of the University and staff of the AUU) who becomes a Member on terms as offered by the AUU Board in Rule.
- 4.2.3 Life Members
Those upon whom the Board has conferred life membership for outstanding service to the AUU. Such membership can only be conferred by Special Resolution.
- 4.3 The Board is entitled to waive all or part of the membership fee on grounds as set out in a Rule of Board.

5. Cessation of Membership

- 5.1 Membership ceases upon receipt by the EO or President of a written letter of resignation.
- 5.2 Membership under Clause 4.2.1 ceases upon the person ceasing to be a Student.

6. A.U.U. Board

Subject to this Constitution the Board has the entire management and superintendence of the affairs of the AUU.

7. Composition of the Board

- 7.1 There will be a Board of the AUU, the members of which must be:
- 7.1.1 18 years or over,
- 7.1.2 able to hold a liquor licence pursuant to the Liquor Licensing Act (SA) 1997, and

- 7.1.3 otherwise legally able to hold the position of director of an incorporated association.
- 7.2 Student Elected Directors
- 7.2.1 Subject to clause 10.2, the Board will have 10 Student Elected Directors.
- 7.2.2 A Student Elected Director must
- 7.2.2.1 be an Ordinary Member
- 7.2.2.2 not be a permanent staff member of the AUU
- 7.2.3 One of the Student Elected Directors shall also be the President.
- 7.2.4 5 Student Elected Directors shall be elected by Students in each calendar year.
- 7.2.5 The term of office of the Student Elected Directors of Board is 2 years, from 1 December in the calendar year they are elected until 30 November the year after the following year.
- 7.3 External Directors
- 7.3.1 The Board may appoint up to two External Directors with skills and expertise relevant to the fulfilment of the objectives of the AUU.
- 7.3.2 The External Directors must not be Students nor permanent staff of the AUU.
- 7.3.3 The process and criteria for appointment and removal of External Directors shall be governed by a Rule.
- 7.4 Board Observers
- The following people are entitled to receive all Board papers and attend all meetings of the Board, but do not have voting rights:
- 7.4.1 the manager in charge of the provision of student services for the University or his/her nominee;
- 7.4.2 the EO;
- 7.4.3 if not otherwise a member of the Board, the Immediate Past President; and
- 7.4.4 the Board Elect.
- 7.5 Throughout this Constitution members of Board are referred to as 'Directors'.

8. Conduct of Board Meetings

- 8.1 The President has a deliberative vote and in the case of an equality of votes, may exercise a casting vote.
- 8.2 At Board meetings no Director may delegate his/her voting right in absentia.
- 8.3 The Board may invite such persons to attend its meetings as it may determine.
- 8.4 The quorum for a meeting of Board is 50 percent plus one of the Student Elected Directors.
- 8.5 If a quorum is not reached at a meeting of Board the functions and powers of Board are delegated automatically, unless otherwise prevented by this Constitution, to the Executive until such time as a quorate meeting of Board is held.

- 8.6 The Board must hold regular Board meetings at such intervals as necessary for the conduct of its affairs. Ordinary Meetings must be scheduled by the President at the commencement of a new Board's term and must be held at least every six weeks. An Ordinary Meeting may be rescheduled provided that at least two weeks' notice is given to Directors. Notice is deemed to be given when the President is satisfied that a reasonable attempt has been made to contact every Director.
- 8.7 The Board must keep Minutes of all resolutions and proceedings of the Board.
- 8.8 Open Minutes of the Board must be posted on the AUU website within one month of being passed by the Board as being a true and accurate record of the meeting.
- 8.9 Ordinary Meetings must be convened by the President, or, in the President's absence, by the Acting President.
- 8.10 The President may convene a Special Meeting of the Board for the consideration and dispatch of business that the President may wish to submit to the Board.
- 8.11 Without limiting the scope of Clause 8.10, a Special Meeting of the Board must be convened upon receipt of a written petition of three Student Elected Directors of the Board and such requisition must set forth the objects for which the Special Meeting is required to be convened. The meeting must be held within 14 days of the receipt of the petition.
- 8.12 Meetings of the Board must be conducted in open session, provided that the Board may, by resolution supported by a simple majority, decide to discuss matters deemed confidential in a confidential session of the Board.

9. Ceasing to be a Member of Board

A Student Elected Director ceases to be a member of the Board:

- 9.1 upon receipt by the EO or President of a letter of resignation;
- 9.2 upon being absent without Leave of Absence from the Board from four Ordinary Meetings of the Board;
- 9.3 upon ceasing to be a Member;
- 9.4 upon death or on the happening of any event which would prohibit that person from being involved in the management of an Association under the Associations Incorporations Act 1985 (SA) or which would prohibit that person from holding a liquor licence pursuant to the Liquor Licensing Act (SA) 1997;
- 9.5 upon a Resolution approved by a three-quarter Absolute Majority of the Student Elected Directors for reasons of misconduct. Such a Resolution constitutes notice to dismiss at the next Ordinary Meeting but only takes effect if, at the next Ordinary Meeting after the Ordinary Meeting at which the Resolution was passed, the notice to dismiss is approved by a three-quarter Absolute Majority of the Student Elected Directors; or
- 9.6 upon the term of office of the member expiring.

10. Casual Vacancies

- 10.1 Subject to clause 10.2, any vacancy which arises from time to time amongst the Student Elected Directors shall be filled by the next highest polling candidate from the most recent election at the time the vacancy arises and who shall hold office until the expiry of the term of the Student Elected Director who is replaced.

- 10.2 The Board may resolve not to fill one or more vacancies under clause 10.1:
- 10.2.1 if the vacancy arises not longer than 90 days prior to the expiration of the term of the Student Elected Director under clause 22; or
 - 10.2.2 if the vacancy arises more than 90 days prior to the expiration of the term of the Student Elected Director, provided that by doing so it does not permit the number of Student Elected Directors to fall below 8.

11. Executive of the Board

- 11.1 There will be a body of the Board known as the Executive.
- 11.2 The Executive must comprise:
- 11.2.1 the President as Chair and as a voting member;
 - 11.2.2 the Vice-President;
 - 11.2.3 three of the Student Elected Directors as voting members, elected at the meeting referred to in Clause 11.10;
 - 11.2.4 the EO as a non-voting member;
 - 11.2.5 the President Elect as a non-voting member, for the term from his/her election to the taking up of office of President.
- 11.3 The Executive must meet at least once between successive Ordinary Meetings of the Board.
- 11.4 The quorum for a meeting of the Executive must be 3 of the voting members and any resolution must have the support of at least 3 voting members.
- 11.5 The President or a voting member of the Executive elected by the Executive must chair meetings of the Executive.
- 11.6 A member of the Executive, elected pursuant to clause 11.2.3 ceases to be a member of the Executive and a casual vacancy arises:
- 11.6.1 on ceasing to be a Student Elected Director;
 - 11.6.2 on a resolution of the Board to remove that member supported by an Absolute Majority; or
 - 11.6.3 on receipt by the EO or President of a written letter of resignation.
- 11.7 A casual vacancy must be filled by election by and from the Student Elected Directors.
- 11.8 The powers, functions, and duties of the Executive are determined by express resolution of the Board from time to time or by Rule.
- 11.9 The Board may delegate any of its powers, functions or duties under this Constitution to the Executive except this power of delegation and the power to make Schedules, Rules and Policy.
- 11.10 Following the election of the Student Elected Directors of the Board but prior to the commencement of their term of office on 1 December, the Board Elect and the President shall meet in October to elect the voting members of the Executive. The term of office of the voting members of the Executive is from 1 December in the

calendar year they are elected up until 30 November the following year. The meeting referred to in this Clause shall be conducted in the same manner as an Ordinary Meeting of the Board.

12. President

- 12.1 There will be a President of the AUU who is a Student Elected Director. The President will be elected with the other voting members of the Executive in accordance with Clause 11.10.
- 12.2 The President is the Chair of the Board and the official spokesperson of the AUU and is responsible to the Board for policy development and implementation, strategic development and direction, supervising the operations of the AUU, the implementation of the resolutions made by the Board, and other duties as conferred by the Board from time to time.
- 12.3 The Presidents term of office is from 1 December in the calendar year they are elected up until 30 November the following year, provided that during this time the President remains a Student Elected Director.
- 12.4 The President is entitled to such remuneration and other benefits as the Board may determine by Rule.

13. Vice-President

- 13.1 There will be a Vice President of the AUU who is a Student Elected Director. The Vice President will be elected at the meeting referred to in clause 11.10 in the same manner as are the voting members of the Executive.
- 13.2 The Vice President is the Deputy Chair of the Board.
- 13.3 The Vice President's term of office is from 1 December in the calendar year they are elected up until 30 November the following year, during which time the Vice President remains a Student Elected Director.

14. Removal of President, Vice-President & Committee Chairs

- 14.1 The President, Vice-President or any Committee Chair ceases to hold their position:
- 14.1.1 on the expiration of the term of office;
 - 14.1.2 on the receipt by the EO of a written letter of resignation;
 - 14.1.3 upon the Board being recalled pursuant to this Constitution;
 - 14.1.4 on being dismissed pursuant to this Constitution; or
 - 14.1.5 on otherwise ceasing to be a member of the Board under clause 9.
- 14.2 The President, Vice-President or any Committee Chair may be suspended by a Special Resolution of the Board and such a resolution constitutes notice of a motion to dismiss the Office Bearer at the next meeting.
- 14.3 A Special Resolution to suspend the President, Vice-President or any Committee Chair is only effective until the beginning of the next Board meeting, and cannot be made again at the next Board meeting.

- 14.4 The President, Vice-President or any Committee Chair ceases to hold that position upon a Special Resolution of the Board, provided that notice of the motion to dismiss was given at the previous Board meeting in accordance with clause 14.2
- 14.5 Where the President has been suspended pursuant to clause 14.2, the Vice President automatically becomes the Acting President until such time as a Special Meeting of Board can be convened to elect a new President. Such a meeting must be convened within fourteen days of the President ceasing to hold office.
- 14.6 In the event that the Vice President is unable to be Acting President, an Acting President must be elected by the Student Elected Directors from the Student Elected Directors.
- 14.7 In the event that the Vice-President or a Committee Chair is removed pursuant to Clause 14.4, at the next Ordinary Meeting a new Vice-President or Committee Chair must be elected. The Board may, if it considers it appropriate at the time of removal pursuant to Clause 14.4, elect a person from the Student Elected Directors to act temporarily in the position until that next Ordinary Meeting.

15. Committees of the Board

- 15.1 The Board may appoint such Committees as it may from time to time deem necessary and must define the powers, functions and composition of each Committee.
- 15.2 The President is a member of each Committee and if it is a voting Committee, shall hold a vote.
- 15.3 The EO is a non-voting member of each Committee.
- 15.4 The President Elect is a non-voting member of each Committee.

16. Executive Officer

- 16.1 There will be an EO of the AUU who is appointed by the Board and must be an employee of the AUU.
- 16.2 The EO is responsible to the President and accountable to the Board for the general administration of the AUU in accordance with the Schedules, Rules, Policies and decisions of the Board.
- 16.3 Without in any way attempting to limit the generality of sub-clause 16.2 the EO of the AUU is responsible for:
- 16.3.1 the management of all AUU employees;
 - 16.3.2 ensuring the President is kept informed of all matters relevant to the operations of the AUU;
 - 16.3.3 the performance of such duties as are assigned to the EO by the Schedules, Rules and/or the Policy of the AUU or by any decision of the Board or the Executive or the President; and
 - 16.3.4 the maintenance, development and promotion of student services provided by the AUU.

17. Financial Affairs

- 17.1 The Board is responsible for the administration of the AUU's financial affairs and property.

- 17.2 The Board may make annual grants to Affiliates.
- 17.3 The Board may only make grants to organisations for purposes in the attainment of the objects of the AUU
- 17.4 The Board must, no later than the first day in June in every year, present to the Council audited financial statements approved by the Board.

18. Powers of the AUU

- 18.1 The AUU is capable of:
- 18.1.1 suing and being sued,
 - 18.1.2 acquiring, holding, dealing with and disposing of real and personal property, and
 - 18.1.3 acquiring or incurring any other rights or liabilities that may properly attach to a body corporate.
- 18.2 Without limiting the generality of 18.1 above, the AUU has the powers, authorities and capacities:
- 18.2.1 to accept any gift of property for any of the objects of the AUU whether subject to any trust, interest condition or other limitation or not;
 - 18.2.2 to invest the monies of the AUU in such manner as the Board may determine;
 - 18.2.3 to borrow money on such terms and in such manner and upon such security, if any, as the Board may approve for the purposes of carrying out the AUU's objects;
 - 18.2.4 to sell, lease, mortgage, dispose of or otherwise deal with any of the property of the AUU;
 - 18.2.5 to enter into contracts with respect to the attainment of the AUU's objects;
 - 18.2.6 to accept and hold upon trust any real or personal property given to the AUU subject to any trust and to carry out any such trust;
 - 18.2.7 to open and operate accounts with financial institutions; and
 - 18.2.8 to purchase real or personal property of any description.
- 18.3 The Board has the power to do all other such things as may appear to be necessary, incidental or conducive to the attainment of the objects of the AUU.
- 18.4 The Board may create 4 types of instrument of Board, which will have the following hierarchy in the event of any conflict between them:
- 18.4.1 Schedules to the Constitution created pursuant to clause 19 of this Constitution;
 - 18.4.2 Rules created pursuant to clause 20 of this Constitution;
 - 18.4.3 Policy created pursuant to clause 21 of this Constitution; and
 - 18.4.4 Resolutions of Board, other than those properly formulated to amend Schedules, Rules or Policy, pursuant to this Constitution.

19. Schedules to this Constitution

- 19.1 The Board may annex Schedules to this Constitution on any matter other than those listed in Clause 20.
- 19.2 Without limiting the generality of Clause 19.1, the Board must make Schedules on the identity, if any, of its Affiliates and the terms on which they are funded.
- 19.3 Schedules to this Constitution form part of this Constitution notwithstanding that the procedure for making or amending Schedules to this Constitution will be as follows:
- 19.3.1 the creation of, or amendment to, a Schedule of this Constitution must be proposed by a Special Resolution of Board;
- 19.3.2 the resolution to create and/or amend a Schedule must begin with the words “Regarding the power granted in Clause 19 of the AUU Constitution concerning Schedules, this Board resolves...” and conclude with the words, “...and authorises the EO to alter the Master Copy accordingly.”
- 19.3.3 the schedule must lie on the table of the Board;
- 19.3.4 at the next Ordinary Meeting of Board, or at a subsequent Ordinary Meeting or Special Meeting, the creation of, or amendment to, a Schedule, as tabled, must be determined by a second Special Resolution of Board. Any amendment to the tabled Schedule, deemed by Board to be substantial, must be resubmitted to Board in accordance with clauses 19.3.1 to 19.3.4; and
- 19.3.5 a Schedule confirmed by Board will apply from the date it was confirmed or from such date as specified in the Schedule.
- 19.4 Correction of typographical errors, changes in punctuation, numbering, formatting, and the maintenance of cross-references and history are all considered to be purely administrative alterations, and may be performed by the President, without requiring a resolution of Board. The President must notify the Board of any such changes made to the Master Copy of any Schedules.

20. Rules

- 20.1 The Board may make Rules for any purpose pertaining to the affairs of the AUU.
- 20.2 Without limiting the generality of clause 20.1, the following matters must be governed by Rules:
- 20.2.1 the conduct of general elections;
- 20.2.2 the conduct of general student meetings;
- 20.2.3 the establishment and conduct of Committees of Board;
- 20.2.4 the conduct of Board meetings;
- 20.2.5 the terms on which membership is offered;
- 20.2.6 honoraria of any student representative; and
- 20.2.7 the process and criteria for appointment and removal of External Directors.
- 20.3 The procedure for making a rule is as follows:

- 20.3.1 a Rule must be proposed by resolution of the Board supported by a simple majority;
 - 20.3.2 the resolution to create and/or amend a Rule must begin with the words “Regarding the power granted in Clause 20 of the AUU Constitution concerning Rules, this Board resolves...” and conclude with the words, “...and authorises the EO to alter the Master Copy accordingly.”
 - 20.3.3 the proposed Rule must then lie on the table of the Board;
 - 20.3.4 at its next Ordinary Meeting, or at a subsequent Ordinary or Special Meeting, the Board must, by resolution supported by a simple majority, confirm the Rule (with such amendment, if any, as it may approve in the same manner), or disallow it. Any amendment deemed to be substantial by the Board must lie on the table and be posted as before until the next meeting of the Board.
 - 20.3.5 a Rule confirmed by the Board must be forwarded to the Council for its concurrence. A Rule made in accordance with this clause will apply from the date concurred in by the Council or from such subsequent date as specified in the Rule.
- 20.4 Correction of typographical errors, changes in punctuation, numbering, formatting, and the maintenance of cross-references and history are all considered to be purely administrative alterations, and may be performed by the President, without requiring a resolution of Board. The President must notify the Board of any such changes made to the Master Copy of any Rules.

21. Policy

- 21.1 The Board may make Policy on any matter, other than those listed in clauses 19.2 and 20.2 of this Constitution.
- 21.2 The procedure for making Policy is as follows:
 - 21.2.1 Policy may only be created or amended if approved by an Absolute Majority of Board at any one meeting.
 - 21.2.2 Any motion of Board to create and/or amend a Policy must begin with the words “Regarding the power granted in Clause 21 of the AUU Constitution, this Board resolves...” and conclude with the words, “...and authorises the EO to alter the Master Copy accordingly.”
- 21.3 Correction of typographical errors, changes in punctuation, numbering, formatting, and the maintenance of cross-references and history are all considered to be purely administrative alterations, and may be performed by the President, without a resolution of Board. The President must notify the Board of any such changes made to the Master Copy of any Policy.

22. Election and Voting Procedures

- 22.1 All students are entitled to vote in Referenda and the election of Student Elected Directors.
- 22.2 All elections for positions within the AUU must be held by Secret Ballot.
- 22.3 The Student Elected Directors must be elected during the third quarter of each year.
- 22.4 For the election of Student Elected Directors pursuant to this Constitution and any election conducted by any meeting of Board, or conducted by any Committee of the AUU, the method of voting must be the Hare Clarke Optional Preferential Proportional system.

22.5 Voided Elections

Where any election for Student Elected Directors conducted pursuant to this Constitution is declared void, either pursuant to this Constitution or the Rules made thereunder, the following provisions apply:

- 22.5.1 A new election must be held on academic days determined by the EO provided that there must not be less than 15 academic days from the day on which the EO gives notice advertising the elections and calling for nominations and the close of polling. The EO must act as Returning Officer for the elections held pursuant to this clause and the elections must be conducted, except insofar as the setting of dates for nominations, close of nominations and commencement and close of polling (which dates must be set by the EO) in accordance with the Rules. If a new election cannot be held in the same academic year as the elections which have been declared void were held, then no new elections must be held prior to the holding of the next annual elections due pursuant to this Constitution.
- 22.5.2 Pending any new election and the subsequent appointment of Student Elected Directors thereafter the entire management and superintendence of the affairs of the AUU must be conducted by those Ordinary Members who, but for the fact that the election was declared void, would have been elected as Student Elected Directors to Board and will for that purpose exercise all rights and powers as if they constituted the duly Student Elected Directors of the Board.
- 22.5.3 Notwithstanding the provisions of sub-clause 22.5.2 hereof, where the Election Tribunal declares an election void because it determines that the complaint or complaints which have been found proved are such that the result of the election has been materially affected thereby, and the Election Tribunal must not so determine unless satisfied on the balance of probabilities of that fact, the onus of proof of which must lie with the complainant or complainants, then pending a new election and the subsequent appointment of Student Elected Directors thereafter the entire management and superintendence of the affairs of the AUU must be conducted by the EO, the President of the AUU holding office immediately prior to the election which has been declared void and 3 other Ordinary Members, who must be appointed by the Student Elected Directors of the Board holding office immediately prior to the election which has been declared void. The EO, the President, and the 3 members so appointed will exercise all rights and powers as if they constituted the duly elected Board, save that quorum of members so acting must be 2.
- 22.5.4 Any member vested with the management and superintendence of the affairs of the AUU pursuant to sub-clause 22.5.2 or 22.5.3 hereof must retire and relinquish that office forthwith upon the election of Student Elected Directors following a new election held pursuant to sub-clause 22.5.1 hereof.

23. Power of Recall

- 23.1 On the receipt by the EO of a petition expressly declaring no confidence in the Board, signed by at least 1% of Students, the EO must hold a referendum on the question.
- 23.2 The Referendum must be conducted in accordance with this Constitution.
- 23.3 The Student Elected Directors of the Board will cease to hold office upon the declaration of the EO that:
- 23.3.1 at least 7% of Students cast valid votes; and

- 23.3.2 a majority by at least 7% of those voting cast valid votes expressed no confidence in the Board.
- 23.4 If Student Elected Directors cease to hold office pursuant to clause 23.3 above, the EO must conduct an election to fill the vacant positions on the recalled Board within 20 academic days of the Student Elected Directors ceasing to hold office.
- 23.5 The EO is the administrator of the AUU until such time as the new Board takes office.
- 23.6 The new Board will take office for the remainder of the term of the recalled Board except that where the new Board takes office less than 2 months before the expiry of the term of the recalled Board, in which event the new Board is deemed to be elected for the term of office next following the expiration of the term of the recalled Board as well as for the unexpired term of that Board.
- 23.7 The Board may only be removed pursuant to the provisions prescribed in this clause.

24. General Student Meetings of the AUU

- 24.1 The Board may convene general student meetings of the AUU and must do so on receipt by the EO of a petition for a general meeting of the AUU signed by not less than 1% of Students.
- 24.2 General student meetings may only be held on academic days.
- 24.3 A petition must state, in the form of a motion to be proposed at the general meetings, the nature of the business for which the meeting is to be convened. Such a meeting must be held within 20 academic days of receipt of the petition.
- 24.4 A general student meeting must be convened by the posting of notices specifying the time, place and business of the meeting in accordance with the notification procedures in this Constitution. Not less than 5 academic days notice of a general meeting must be given.
- 24.5 A certificate signed by the President and EO that the notices were duly posted is conclusive evidence of such posting.
- 24.6 The quorum for a general student meeting is 1% of Students.
- 24.7 A general student meeting may make recommendations to the Board and such recommendations must be considered at the next meeting of the Board.
- 24.8 Any motion to be proposed at a general student meeting may be amended without prior notice by resolution of the general meeting provided the amended motion pertains directly to the subject matter of the original motion and not to an unrelated matter.
- 24.9 If a resolution making a recommendation to the Board is carried by a majority of at least 1% of Students and the Board in its consideration in clause 24.7 above rejects such recommendation(s) the procedure for recall pursuant to this Constitution must be instituted as if a petition had been presented.
- 24.10 A general student meeting of the AUU may only be conducted at the North terrace campus of the University and the location of such a meeting must be specified in the petition.

25. Referenda

- 25.1 The EO must call a Referendum when directed by a simple majority of the Board or upon receipt by the EO of a petition signed by at least 1% of Students, provided that if Clause 26 applies the concurrence of Council is to first be obtained.
- 25.2 A resolution or petition calling for a Referendum can relate to any matter pertaining to the running of the AUU and it must state the exact form of the Referendum motion(s).
- 25.3 A Referendum must be by Secret Ballot of all Students held over at least 3 academic days.
- 25.4 Notice of a Referendum must comply with the notification procedures in this Constitution. The notice must specify the motion(s) and the times and places of voting.
- 25.5 There must be at least 5 academic days notice of any Referendum.
- 25.6 A petitioned Referendum must be held within 20 academic days of the petition's receipt.
- 25.7 A Referendum motion is passed if at least 7% of Students cast valid votes and the number of valid votes cast in favour exceeds the number against.
- 25.8 A passed Referendum motion is binding over all Board and general student meeting decisions.

26. Alteration of the Constitution

- 26.1 Subject to clause 19, this Constitution may only be altered by Referendum.
- 26.2 Any such Referendum must be held according to the provisions of this Constitution.
- 26.3 Prior to a Referendum being held, all proposed alterations to this Constitution must be submitted by the EO to the Council for its concurrence.
- 26.4 Subject to the prior concurrence of the Council, all proposed alterations must be submitted to a Referendum to be held within 60 academic days of the concurrence of the Council.
- 26.5 All alterations to this Constitution take effect upon the declaration by the Returning Officer that the requirements for a Referendum as outlined in Clause 25.7 have been met.

27. Notification

- 27.1 When this Constitution requires notice to be given to Members, it is deemed to be given if, as a minimum:
 - 27.1.1 An email is sent to all AUU Members via the AUU email subscribers list;
 - 27.1.2 Notice is given in any practicable student media.
 - 27.1.3 Notice has been posted on the AUU website; and
 - 27.1.4 An all-student email has been sent.
- 27.2 In the event that the University refuses to send an all-student email, notice will be deemed to be given if Clauses 27.1.1, 27.1.2 and 27.1.3 have been satisfied.
- 27.3 A certificate signed by the President and the EO to the effect that this clause has been complied with is conclusive proof of notice having been given.

28. Interpretation

Any question of the interpretation of this Constitution must be determined by the Board provided that any Member of the AUU adversely affected by any such interpretation may appeal to the Council whose decision is final and cannot be appealed to any body whatsoever.

29. Common Seal

The AUU will have a common seal that will be kept in the custody of EO and can only be used with the authority of the Board. Every instrument to which the seal is affixed shall be signed by the EO and the President. The Board may not delegate the power to use the seal to any other body corporate, association or person.

30 Transitional Matters

- 30.1 Any amendment to this Constitution relating to the composition of Board does not require any alteration to the composition of Board prior to the expiry of the term of office of the Student Elected Directors at the time the amendment is enacted.
- 30.2 Subject to any provisions of this Constitution allowing their earlier removal, the Student Elected Directors at the time an amendment is made to this Constitution varying the date upon which the term of office of Student Elected Directors expires, remain Student Elected Directors of the Board until that varied date.
- 30.3 If this Constitution is amended by Referendum held 27-31 August 2012, all positions for Student Elected Directors shall be vacated at the next annual election. The first 5 highest polling candidates elected at that election shall be elected as Student Elected Directors for a term of 2 years. The next 5 highest polling candidates elected at that election shall be elected as Student Elected Directors for a term of 1 year. To the extent of any inconsistency with clause 7.2.5, this clause applies.
- 30.4 At the election following that held pursuant to 30.3 an election for 5 Student Elected Directors shall be conducted. Those elected shall serve for a term of 2 years.
- 30.5 At all following elections, Student Elected Directors shall be elected for a term of 2 years.

31. Prohibition

The income and property of the AUU, whencesoever derived, must be applied solely towards the promotion of the objects of the AUU, and no portion thereof may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the AUU or relatives of such Members, providing that nothing herein prevents the payment in good faith of remuneration to any officer or servant of the AUU in return for any services actually rendered to the AUU or reasonable and proper rental for premises let to the AUU by any Member of the AUU.

32. Winding up

- 32.1 The AUU may be dissolved at any time in the same manner provided for altering this Constitution, subject to Clause 26.
- 32.2 Upon such resolution being carried any property of the AUU remaining after payment of all debts and legal liabilities must be transferred to such charity or authority or

institution having similar objects to the AUU as determined by the Students in the same resolution as the resolution to wind-up the AUU, subject to Clause 32.