



The Constitution of the ABSS

The Adelaide Business Students' Society is the representative body for all business (commerce, economics & finance) students studying at the University of Adelaide.

Name	1.0
Definitions	2.0
Objects and Purposes	3.0
Powers	4.0
Membership	5.0
Resignations	5.1
Register of Members	5.2
The Committee	6.0
Powers and Duties	6.1
Appointment	6.2
Nomination and Election Process	6.3
Proceedings of Committee	6.4
Disqualification of Committee Members	6.5
Resignation of Committee Members	6.6
General Meetings	7.0
Annual general meetings	7.1
Special general meetings	7.2
Notice of general meetings	7.3
Proceedings at general meetings	7.4
Voting at general meetings	7.5
Voting at Executive Meetings	7.6
Poll at general meetings	7.7
Special and ordinary resolutions	7.8
Proxies	7.9
Minutes	8.0
Financial Reporting	9.0
Financial year	9.1
Accounts to be kept	9.2
Accounts and reports	9.3
Annual returns	9.4
Appointment of auditor	9.5
Prohibition against securing profits for members	10.0
Winding Up	11.0
Application of Surplus Assets	12.0
Rules	13.0

1.0 Name

The Name of the incorporated association is the Adelaide Business Students' Society, referred herein as 'the association'.

2.0 Definitions

For all purposes herein, unless contrary intention appears:

- a. 'ABSS' means Adelaide Business Students' Society.
- b. 'AGM' means Annual General Meeting.
- c. 'Business School' means the University of Adelaide Business School or the appropriate higher level employee within the business school who can be said to represent the business school such as the Business School Manager or Head of School or a person or agent appointed on their behalf.
- d. 'Constitution' shall mean Constitution of the Adelaide Business Students' Society.
- e. 'Committee' means General Committee of the Adelaide Business Students' Society.
- f. 'Committee Member' means a Member of the General Committee other than those committee members that are part of the Executive.
- g. 'Executive' means those positions defined under section 6.2
- h. 'Member' means a current student at the University of Adelaide undertaking a degree within the Business school.
- i. 'Chairperson' means the President's role at a meeting, unless another Chairperson is chosen by other attendees at a meeting.
- j. 'Notice' means A4 sized notices placed on University of Adelaide noticeboards or electronically communicated notices to Members placed on the website of the Adelaide Business Students' Society or distributed via any other electronic medium.
- k. 'Office' means the position held on the Committee by Committee Members
- l. 'the Act' means the *Associations Incorporations Act 1985*

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act dd 1915 (SA) and the Act as in force from time to time.

3.0 Objects and Purposes

The aims and purposes of the ABSS shall be as follows:

- a. To facilitate, encourage and improve the education of business and commerce at the University of Adelaide.

- b. To provide students with a range of social activities for the benefit of all its members.
- c. To enable students to establish a foundation for potential careers by organising workshops and other professional/corporate events.
- d. To represent its members at inter-varsity, inter-faculty or inter-state student society conventions and meetings when called upon to do.
- e. To advance and represent the interests of its members generally whether academically, vocationally, socially or otherwise.

4.0 Powers

The committee are allowed to make changes to rules (in association with constitution rules) in respect to:

- a. Faculty Relations but not allowed to change the conduct of its operations specifically in regards to s.5, 6, 11 and 13.
- b. Sponsorship and endorsements
- c. Membership
- d. Finances but excluding regulations and recordings
- e. External university affairs
- f. Control and management of assets
- g. Behaviour regulations of committee/members at ABSS events when acting within their ability
- h. Committee structure and committee proceedings
- i. Giving the ABSS power to modify the conduct of its operations with in order to achieve its specific objectives with respects to s4 b, f, g and h.
- j. Voting rights and regulations

Only through the business school's approval does the ABSS have the ability to change rules and regulations according to:

- a. Financial accountability as outlined in the constitution
- b. Elections procedure
- c. Changes to the constitution

All changes must take place at a special general meeting or general meeting in accordance to rules outlined in s8.2 and s8.3.

5.0 Membership

As defined in Section 2.0 h).

5.1 Resignations

A member may resign from membership of the association by giving written notice to the secretary of the association or an oral notice given at a general meeting.

5.2 Register of members

A register of members must be kept and contain: i) The name and email address of each member ii) The date on which each member was admitted to the association, and iii) If applicable, the date of and reason(s) for termination of membership.

6.0 The Committee

6.1 Powers and Duties

- a. The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. The business school shall have the final authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d. Whilst the committee has final authority over management and control of the funds and property of the association, this is conditional to rule 6.1(e)
- e. Spending of any funds not agreed upon relating to primary expenses approved at a general meeting must be approved by a member of the executive and kept as a record of the expense of which a copy must be kept in the ABSS office for no less than two years.
- f. Any gross violations of s6.1e or s12 will leave committee members personally liable (both jointly and severally) for the misuse of funds. Determinations of such violations are subject to majority committee interpretation of s12, rules outlined in the Act and s6.1e.
- g. The committee has the power to perform all acts and things as appear to the committee as essential for the proper management of the business and affairs of the ABSS, subject to these rules and the implied or express wishes of the University of Adelaide Business School.
- h. It is the express duty of the ABSS committee to transfer all relevant ABSS documents, financial records and capital investment to the new committee (elect) at absolutely no later than the 15th of December of the year of their election. Election results must be kept as a permanent record for no less than two years after the date of the election.

i. By partaking in any capacity as a member or aid of the ABSS, such persons are subject to be ruled by this constitution.

6.2 Appointment

a. The committee shall be comprised of officers of the general committee. The general committee shall be comprised of:

Executive:

The President

The Vice President

Sponsorship Director

Activities Director

General Committee:

Career Services Director

Secretary

Student Representative

Treasurer

Administration Director

Marketing Director

Education and Competitions Director

IT Director

First Year Representative

Appointed Positions General Member – Up to 6 positions

b. A committee member shall be a current student of the University of Adelaide enrolled in a degree offered by the Business School.

c. The limit for both appointed and non appointed committee members is set at 18 persons.

d. The names and respective positions of the executive and non executive committee must be outlined and published within one month of the finalisation of voting. Additional persons may not constitute the committee after this period other than in an advisory capacity.

e. If a member vacates their position permanently they can recommend a replacement for themselves. If the person is approved by a committee vote they may replace the vacated position.

f. General members can be appointed by the President or members of the committee throughout the year. Approval is required by the Executive.

g. The term of office for the committee shall be from 1st December of the election year until 30th November of the following year.

h. The 'First Year Representative' position shall be advertised to students through social media and email to members prior to the first mid-semester break of the academic year. Interested candidates shall nominate, with the final decision on the winning candidate to be made by the Executive.

6.3 Nomination and Election Process

a. A compulsory information session for nominees will be held shortly before nominations have opened.

b. All committee positions shall be subject to re-election during the process of the AGM. No retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 14 days before the meeting by delivering the nomination of that person.

c. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

d. Nominations for the position of President and Vice President can only be made by persons who have previously served on the ABSS Committee for any period of time (not necessarily a whole year). Nominations are only valid for both of these positions if that member attended at least 50% of the committee meetings while they were a member of the General Committee.

e. Elections shall be governed by the committee and overseen by a returning officer whom shall be appointed by the Business school.

f. For considerations of fairness and impartiality, the returning officer may not be anyone who has nominated to run as a candidate in the election for which they were appointed to conduct.

g. If insufficient nominations are received to fill all vacancies on the committee, positions shall be held vacant and can be filled by interested parties throughout the year as non published members.

h. Only business school students may partake in general meeting voting.

i. Any disorderly conduct by a nominee in the leadup to and/or during an election may result in disqualification of that nominee at the discretion of the returning officer.

j. All marketing and advertising material through any medium in the leadup to an election shall be written in English.

6.4 Proceedings of committee

- a. The committee shall meet together for the dispatch of business at least monthly when possible.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote. This is exempt in matters which require a differing quorum as outlined in the constitution.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next general meeting of the association.

6.5 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- a. Disqualified from being a committee member by the Act
- b. Expelled as a member under these rules
- c. Permanently incapacitated by ill health or personal reasons
- d. Resigned

6.6 Resignation of committee members

In the event that a member resigns or is disqualified as per s6.5, then the Executive may chose to find a replacement (on the current committee or externally) or to leave the position vacated.

7.0 General meetings

7.1 Annual general meetings

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 12 months after the incorporation of the association or the adoption of this constitution. The ABSS shall, in each calendar year convene an AGM of committee members and members.
- c. The items to be discussed at the meeting shall be:
 - i) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required) including full financial reports presented.
 - iii) The formal election/selection of committee members if required by s6.2

iv) The appointment of auditors if required by s11.5

v) Any other business requiring consideration by the association in general meeting including any other motions moved that may be discussed and voted upon by members or committee. Order of preference shall be given to the earliest motion/vote which was given notice to the committee.

vi) Election results for the new committee-elect shall be announced.

vii) Results of any other votes or polls conducted during the AGM shall be announced.

d. The AGM shall be held during the second academic semester but no later than the last week of October.

e. Two University staff members (excluding the returning officer) shall be present at the AGM, as arranged by the current President and/or committee to act as impartial observers to ensure that the constitution is upheld. This is only required if the current committee/returning officer expect positions to be contested at the AGM.

7.2 Special general meetings

a. The committee or membership may call a special general meeting of the association at any time.

b. For membership to call, upon a requisition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists which constitute no less than 25% of the total number of the members of the association may convene a special general meeting.

Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

e. For the committee to call, a special general meeting it requires a quorum of one more than half the total number of committee members.

f. Subject to 8.2a, at least 7 days notice of any special general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

7.3 Notice of general meetings

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution other than the election of a new committee is to be proposed shall be given at least 14 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice personally, by email or through any other electronic means.

7.4 Proceedings at general meetings

- a. A simple majority of the published committee present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting (or greater than 6 people).
- b. If one hour after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d. If the chairperson is not present within one hour after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

7.5 Voting at general meetings

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association. Voting for committee members can be taken by any University of Adelaide Business School student and this will be checked against their student number enrolment.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person without the use of proxies.
- c. Unless a poll is demanded by at least ten members, a question for decision at a general meeting other than that of the election of the committee must be determined by a show of hands.
- d. All rules are subject to rules present in s6.2
- e. Voting results and tallies must be recorded in the minutes.

7.6 Voting at Executive meetings

- a. In the event of equality of votes at an Executive meeting, the chairperson shall have a casting vote in addition to a deliberative vote.

7.7 Poll at general meetings

- a. If a poll is demanded, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- c. A quorum for a poll is judged as being a simple majority of the voting group.

7.8 Special and ordinary resolutions

- a. A special resolution as defined in the Act. A clause can be included repeating the definition in section 3 of the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

7.9 Proxies

Only proxies of committee members are allowed to vote in any voting procedure. This includes all voting procedures during committee meetings.

8.0 Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered after the relevant meeting in minute books or documents kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

9.0 Financial reporting

9.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year. If the association wants a different financial year the relevant dates should be inserted. Refer to section 3 of the Act for definition of 'financial year'.

9.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain all of the financial transactions and financial position of the association in accordance with the Act. Refer to regulation 8 of the Associations Regulations. Failure to do this may result in liability for unaccounted funds subject to s.12.

9.3 Accounts and reports

Financial accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting. Refer to section 35(6) of the Act. General overviews of the current state of the ABSS accounts shall also be accessible following a formal request to the committee, by any member of the society, sponsor of the society or faculty member of the business school. This is subject to approval by the committee and shall be viewed by the member whom requests the information at a time and place chosen by the committee in order for the request to not inconvenience the committee. This request may possibly be fulfilled through means of email. The meaning of this rule is to allow spending to remain transparent, reinforcing s12. Such a request shall be fulfilled no later than one month after the initial request and all financial information must be relevant to the person whom has requested it. Such relevance is determined by the committee. The business school can reserve the right to request a full financial audit of the ABSS.

9.4 Annual returns

Should gross receipts exceed the specified capacity set by the OCBA for a non-prescribed association, the annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report. Refer to section 36(1) of the Act.

9.5 Appointment of auditor

Should gross receipts exceed the specified capacity set by the OCBA for a non-prescribed association:

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year. Refer to section 3 of the Act for the definition of a 'prescribed association'. As a general description, a prescribed association is one that had gross receipts, excluding member subscriptions, in excess of \$500,000 in the previous financial year.

10.0 Prohibition against securing profits for members

- a. The income and/or capital assets of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses

incurred on behalf of the association. Section 55 of the Act provides a prohibition against securing profits for members.

b. Spending of any funds relating to expenses approved at a general meeting must be approved by a member of the executive and kept as a record of the expense on a related expenses fund document of which a copy must be kept in the ABSS office.

c. Any capital investment funded wholly or partially by ABSS funds is the sole property of the ABSS and if members do not return such capital to the ownership/possession of the ABSS within a reasonable period of time, determined by the committee or after their leaving of the committee they have committed theft from the organisation.

11.0 Winding up

Before winding up, the ABSS must seek and confirm business school approval. After such approval has been permitted, the association may be wound up in the manner provided for in the Act.

12.0 Application of surplus assets

a. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to nominated charities which have similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may otherwise determine to distribute surplus assets to the business school but only under the pre-requisite that they be used in a manner which is used to wholly benefit business school students and which prohibits the funds being used as income or any other capacity incongruent with the act.

b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

13.0 Rules

a. These rules may be altered (including an alteration to the association's name) only by special resolution of the members of the association. This includes revision or replacement by substitute rules.

Such a resolution would require a vote be undertaken by the committee in which 75% of the committee members present at the meeting vote for the change. At such a meeting, of the aforementioned 75%, all of the committee members must be present (or voting via proxy).

b. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

c. The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules. Note requirements of Section 24(6) and 24(7): Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the

name of the association which does not come into force until registered by the Office of Consumer and Business Affairs.

d. Any alterations to the rules or the constitution must be acknowledged publicly with a new copy of the constitution sent via email to the ABSS membership within one week of the changes.