

ASSOCIATIONS INCORPORATION ACT 1985

RULES

FOR

FLINDERS CAMPUS COMMUNITY SERVICES

13 August 2009

1. DEFINITIONS	4
2. INTERPRETATION	4
3. NAME	5
4. APPROVAL BY UNIVERSITY COUNCIL	5
5. OBJECTS	5
6. POWERS	5
7. MEMBERSHIP	6
7.1 INITIAL MEMBER	6
7.2 ADMISSION OF FURTHER MEMBERS	6
7.3 EXERCISE OF MEMBERSHIP POWERS	6
8. GOVERNANCE STRUCTURE OF THE ASSOCIATION.....	6
9. COMPOSITION OF THE BOARD	6
9.1 COMPOSITION	6
9.2 MEMBER-APPOINTED DIRECTORS	6
9.3 STUDENT-ELECTED DIRECTORS.....	7
9.4 TERMS OF OFFICE.....	7
9.5 REMUNERATION OF DIRECTORS.....	8
9.6 REMOVAL OF DIRECTORS	8
9.7 SELECTION PROCESS FOR THE APPOINTMENT AND RE-APPOINTMENT OF MEMBER APPOINTED DIRECTORS (INCLUDING THE CHAIRPERSON).....	8
9.8 CASUAL VACANCIES	9
10. POWERS AND DUTIES OF THE BOARD.....	10
10.1 POWERS OF THE BOARD	10
10.2 DIRECTORS' DUTIES	11
10.3 BY-LAWS	12
11. PROCEDURES OF BOARD	12
11.1 FREQUENCY OF MEETINGS	12
11.2 MODE OF MEETING	12
11.3 QUORUM.....	12
11.4 CALLING OF MEETINGS	12
11.5 NOTICE OF MEETING	13
11.6 CHAIRPERSON OF MEETING	13
11.7 VOTES OF DIRECTORS.....	13
11.8 MATERIAL PERSONAL INTERESTS OF DIRECTORS.....	13
11.9 ATTENDANCE AT MEETINGS	13
12. ASSOCIATION EXECUTIVE.....	14
13. STUDENT COUNCIL.....	14
14. OTHER SUB-COMMITTEES	14
15. MEMBER'S RESOLUTIONS.....	15
15.1 BOARD-INITIATED MEMBER'S RESOLUTIONS	15
15.2 MEMBER-INITIATED MEMBER'S RESOLUTIONS	15
16. MINUTES AND RECORDS.....	15
17. ALTERATION OF RULES.....	16
18. SEAL	16
19. WINDING UP	16
20. FINANCIAL YEAR.....	16
21. FINANCIAL REPORTING.....	17
22. PROHIBITION AGAINST SECURING PROFITS FOR MEMBER	17
23. TRANSITION PERIOD.....	17

23.1	DEFINITION	17
23.2	INITIAL BOARD MEMBERS	17
23.3	INITIAL STUDENT PRESIDENT	18
23.4	INITIAL STUDENT COUNCIL	18
23.5	POST-TRANSITION PERIOD DIRECTORS.....	18
23.6	GENERAL MANAGER	19
23.7	MEMBERSHIP	19

1. DEFINITIONS

In these Rules:

"**Act**" means the *Associations Incorporation Act 1985 (SA)* and includes Regulations made under the Act;

"**Advocacy**" includes support to students on individual academic issues and systemic issues relating to students;

"**Appointed Student Directors**" means the Directors of the Board appointed pursuant to clause 9.2.1(c);

"**Association**" means the incorporated association known as "Flinders Campus Community Services";

"**Board**" means the board of the Association;

"**By-laws**" means the by-laws of the Association or any of its sub-committees, established by the Board;

"**Chairperson**" means the Director of the Board holding the position of chairperson and appointed pursuant to clause 9.2.1;

"**Director**" means an officer of the Board;

"**Elected Student Director**" means an Director of the Board elected pursuant to clause 9.3.1(b);

"**External Director**" means an Director of the Board appointed pursuant to clause 9.2.1(b);

"**General Manager**" means the person engaged by the Association to be responsible for the day-to-day management of the Association. For the avoidance of doubt, the General Manager is also a Director;

"**Director**" means a Director of the Board;

"**Member**" means a member of the Association;

"**Regulations**" means the regulations to the Act;

"**Returning Officer**" means a person or organisation engaged by the Board to conduct elections;

"**Student**" means any enrolled student of the University, whether that person is enrolled as a full time, part time or external student;

"**Student President**" means the Director of the Board holding the position of Student President and elected pursuant to 9.3.1(a);

"**University**" means Flinders University;

"**University Community**" includes all Students and staff of the University and staff of FCCS;

"**University Council**" means the peak governing body of the University, as defined by the *Flinders University of South Australia Act, 1966 (SA)*

2. INTERPRETATION

In these Rules:

2.1 neuter includes masculine and feminine;

- 2.2 singular includes plural and vice versa;
- 2.3 reference to a person includes a corporation and partnership and vice versa;
- 2.4 headings do not affect interpretation;
- 2.5 reference to parliamentary legislation includes:
 - 2.5.1 the legislation as amended;
 - 2.5.2 any substituted legislation; and
 - 2.5.3 any regulations and instruments under the legislation.
- 2.6 While the University is the sole Member of the Association, a reference in these Rules or the Act to:
 - 2.6.1 a “meeting of members” (whether the “meeting” is an annual general meeting, a special general meeting or any other type of meeting) is a reference to the University as sole Member considering a proposed resolution of the Member; and
 - 2.6.2 a “resolution of members” (whether the “resolution of members” is special or ordinary) is a reference to the University as sole Member deciding the outcome of a Member’s resolution.

3. NAME

The name of the Association is Flinders Campus Community Services.

4. APPROVAL BY UNIVERSITY COUNCIL

The establishment of the Association and these Rules are subject to approval by University Council.

5. OBJECTS

The objects of the Association are:

- 5.1 to promote, support and protect the rights and interests of Students;
- 5.2 to organise, offer and promote activities and programmes that assist, complement and enhance the educational experience and the personal and professional development of Students;
- 5.3 to offer and promote Student support services, recreation, sport, advocacy and representation;
- 5.4 to offer services and facilities for the University Community, guests and visitors to the University; and
- 5.5 such other objectives as may be ancillary to the above.

6. POWERS

The Association has all the powers conferred by section 25 of the Act.

7. MEMBERSHIP

7.1 Initial Member

As at the date of incorporation of the Association, the University is the sole Member of the Association.

7.2 Admission of further Members

The University Council may, at any time and in its sole discretion, amend these Rules to provide for further Members of the Association. Such amendments may address the following:

- 7.2.1 categories of membership and their respective rights;
- 7.2.2 membership fees (if any);
- 7.2.3 cessation of membership;
- 7.2.4 meetings of members; and
- 7.2.5 any other relevant matter as determined by the Member in its sole discretion.

7.3 Exercise of membership powers

The Member shall exercise its membership powers prudently and act in accordance with the objects of the Association.

8. GOVERNANCE STRUCTURE OF THE ASSOCIATION

Subject to these Rules, the governance structure of the Association is as follows:

- 8.1 the Board is responsible for the overriding governance of the Association;
- 8.2 the Association Executive is responsible for transacting the business of the Board (if required) between Board meetings; and
- 8.3 the General Manager is responsible for the day-to-day management of the Association.

9. COMPOSITION OF THE BOARD

Subject to the transitional Board arrangements under clause 23.2:

9.1 Composition

- 9.1.1 The Board comprises eleven (11) people (each a “**Director**”):
- 9.1.2 Seven (7) Directors are appointed by the University Council, one (1) Director (the General Manager) is appointed by the FCCS Board as set out in clause 10.1.1 (c), and the remaining three (3) Directors are determined in accordance with elections as per the procedure set out in clause 9.3.3.

9.2 Member-Appointed Directors

- 9.2.1 The University Council must appoint the following Directors:
 - (a) a Chairperson to provide leadership to the Board.

- (b) four (4) External Directors to offer a wider perspective to the Board's activities. The External Directors must not be staff of the Association or Students, but may be staff of the University.
- (c) two (2) Appointed Student Directors to offer a Student-related perspective to the Board's activities. Any Student in the Student Council is eligible to be appointed under this clause.

9.2.2 Appointments by University Council must not take place until a selection committee or the Student Council (as applicable) has made a recommendation to the Board, and the Board has made a recommendation to the University Council, as required by clause 9.7.

9.3 **Student-Elected Directors**

9.3.1 The following Directors are elected:

- (a) One (1) Student President; and
- (b) Two (2) Elected Student Directors.

9.3.2 The role of the Student President is:

- (a) to act as the president of the Student Council;
- (b) to make representations to the Board on behalf of Students and the Student Council; and
- (c) to regularly communicate (using whatever means the Board, in its sole discretion, deems appropriate) the activities of the Board and the Student Council to Students.

9.3.3 Between 30 June and 15 September each year, the Returning Officer must conduct an election in which Students are invited to vote for one or more candidates (each of whom must be a Student) who seek to be elected as:

- (a) the Student President; and
- (b) the Elected Student Directors.

9.3.4 The Returning Officer must declare the results of the elections to the Vice-Chancellor by no later than 30 September in each year.

9.3.5 The Board shall determine By-laws for the conduct of elections.

9.4 **Terms of office**

Subject to clause 9.6:

- 9.4.1 The elected Student President holds office for 12 months commencing from 1 November in the year they are elected. No person may hold the office of Student President for more than two consecutive full years.
- 9.4.2 Elected Student Directors hold office for a period of one year commencing from 1 November in the year they are elected.
- 9.4.3 Elected Student Directors are eligible for re-election.
- 9.4.4 The Chairperson, and the External Directors hold office for a period of two years commencing from the date of appointment (subject to re-appointment pursuant to clause 9.4.6 or removal pursuant to clause 9.5).

- 9.4.5 The Appointed Student Directors hold office for a period of one year commencing from the date of appointment (subject to re-appointment pursuant to clause 9.4.6 or removal pursuant to clause 9.6).
- 9.4.6 The Chairperson, the Appointed Student Directors and the External Directors are eligible for re-appointment but may hold office for a total maximum period of six years.
- 9.4.7 For clarity, the General Manager holds office until he or she:
- (a) resigns or is otherwise removed pursuant to his or her employment or service contract with the Association; or
 - (b) is removed pursuant to clause 9.6 of these Rules.

9.5 Remuneration of Directors

Unless otherwise determined by the Board, Directors are not entitled to be remunerated for their services to the Board. This clause does not prevent a Director from being reimbursed by the Association for out-of-pocket expenses properly incurred by the Director in the course of acting as director of the Association.

9.6 Removal of Directors

A Director ceases to hold office if:

- 9.6.1 the Director is disqualified under section 30 of the Act;
- 9.6.2 the Director is permanently incapacitated by ill health;
- 9.6.3 the Director is absent without leave of absence for more than 3 consecutive Board meetings or for more than 3 Board meetings in a calendar year; or
- 9.6.4 the Director resigns. A Director may resign from office by giving written notice to the Association.

9.7 Selection Process for the Appointment and Re-appointment of Member Appointed Directors (including the Chairperson)

9.7.1 The appointment/re-appointment of any Member Appointed Director must follow the selection procedures set out in this clause 9.7. These procedures must be carried out as expeditiously as possible.

9.7.2 Chairperson

For the appointment/re-appointment of the Chairperson under clause 9.2.1(a), the University Council has the sole discretion to decide the successful candidate for appointment and/or re-appointment.

9.7.3 External Directors

For the appointment/re-appointment of any External Director under clause 9.2.1(b):

- (a) the Board must make a recommendation to the University Council about a specific candidate for each External Director. A recommendation by the Board must be made on the following terms:
 - (i) subject to clause 9.4.6, a recommendation may relate to an appointment or a re-appointment of an External Director:

- (ii) the Board must make its recommendation after taking the advice of a selection committee (being a sub-committee of the Board) comprising:
 - A. the Chairperson; and
 - B. the General Manager; and
 - C. one Student Director nominated by the Board; and
 - D. one external Director nominated by the Board: and

the selection committee must seek the views of the Board prior to making a recommendation to the board.

- (b) the University Council has the sole discretion to decide the successful candidate for appointment and/or re-appointment.

9.7.4 Appointed Student Directors

For the appointment/re-appointment of any Appointed Student Director under clause 9.2.1(c):

- (a) the Board must make a recommendation to the University Council about a specific candidate for each Appointed Student Director. A recommendation by the Board must be made on the following terms:
 - (i) subject to clause 9.4.6, a recommendation may relate to an appointment or a re-appointment of an Appointed Student Director:
 - (ii) the Board must make its recommendation after taking the advice of the Student Council as to the appropriate candidate(s):
 - (iii) the candidate recommended by the Student Council must be a student on the Student Council:
- (b) the University Council has the sole discretion to decide the successful candidate for appointment and/or re-appointment.

9.8 Casual vacancies

The University Council must appoint a natural person to fill a casual vacancy on the Board, subject to the following:

9.8.1 Student Directors

If the vacancy relates to the following positions:

- (a) Elected Student Director; or
- (b) Appointed Student Director; or
- (c) Student President,

then:

- (d) the Student Council must make a recommendation to the Board about a specific candidate to fill the casual vacancy. The candidate recommended by the Student Council must be a Student on the Student Council, and the Board must consider whether it will endorse the recommendation. If the Board decides to endorse the recommendation, it must submit the recommendation to the University

Council. The University Council has the sole discretion to decide the successful candidate; and

- (e) the term of office of the casual appointee expires when the term of office of the Director they replace would normally have ended;

9.8.2 **Chairperson**

If the vacancy relates to the Chairperson the University Council has the sole discretion to decide the successful candidate for the casual vacancy.

9.8.3 **Other Directors**

If the vacancy relates to any other Director's position (except the General Manager):

- (a) the Board must make a recommendation to the University Council about a specific candidate to fill the casual vacancy;
- (b) the recommendation by the Board must be made on the following terms:
 - (i) the Board must make its recommendation after taking the advice of a selection committee (being a sub-committee of the Board) comprising:
 - A. the Chairperson;
 - B. the General Manager;
 - C. one Student Director nominated by the Board;
 - D. one external Director nominated by the Board: andthe selection committee must seek the views of the Board prior to making a recommendation to the board.
- (c) the University Council has the sole discretion to decide the successful candidate; and
- (d) the term of office of the casual appointee expires one year after his or her appointment unless the casual appointee resigns, is removed from office, or otherwise ceases to be a Director.

9.8.3 For clarity, this clause 9.8 does not apply to the office of the General Manager.

10. **POWERS AND DUTIES OF THE BOARD**

10.1 **Powers of the Board**

10.1.1 The Board governs the business and affairs of the Association. The Board's role includes, but is not limited to:

- (a) approving the mission and strategic direction of the Association, as well as the annual budget and business plan;
- (b) overseeing and reviewing the management of the Association and its performance;
- (c) appointing the General Manager and monitoring his or her performance. For clarity, the appointment of the General Manager shall be governed by the following principles:

- (i) all Directors (other than the incumbent General Manager, if any) may vote on any resolution relating to the appointment, re-appointment and/or removal of the General Manager;
 - (ii) the Board may from time to time establish By-laws for additional procedures for the appointment and/or removal of the General Manager;
 - (d) establishing policies, procedures and principles consistent with legal requirements and reasonable expectations of the University Community;
 - (e) approving and monitoring systems of control and accountability;
 - (f) overseeing and monitoring the assessment and management of risk across the Association; and
 - (g) approving significant commercial activities of the Association.
- 10.1.2 The Board may exercise all the powers of the Association (except the powers of the Members in general meeting or equivalent powers of a sole Member) within the objects of the Association.
- 10.1.3 The Board has the 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.
- 10.1.4 The Board shall appoint a Public Officer as required by the Act.
- 10.1.5 The Board may appoint other officers and employees of the Association.
- 10.1.6 The Board may delegate any of its powers, except the powers of delegation, to officers and/or employees, or to any sub-committee comprising such persons as the Board thinks fit.
- 10.1.7 No such delegation by the Board shall prevent or otherwise limit the Board in the exercise of its powers, duties or functions.

10.2 **Directors' Duties**

Each Director owes the following duties to the Association:

10.2.1 **Duty of Care and Diligence**

- (a) Directors must act responsibly, diligently and with due care;
- (b) Directors must keep themselves reasonably informed about the Association's business affairs;
- (c) Directors must be familiar with the Association's financial affairs; and
- (d) Directors must devote reasonable time and effort to the Association's affairs.

10.2.2 **Duty to Act in Good Faith**

- (a) Directors must act in good faith and for the benefit of the Association; and
- (b) Directors must exercise their powers for a proper purpose.

10.2.3 **Duty to Avoid Conflicts of Interest**

- (a) Directors must act honestly;
- (b) Directors must avoid a conflict of interest and address such conflicts in accordance with clause 11.8.
- (c) Directors must not make improper use of their position or information gained in the course of acting as Directors; and
- (d) Directors must invest Members' funds wisely and ensure that the Association remains solvent at all times.

10.3 **By-laws**

10.3.1 The Board may at any time make, alter and repeal By-laws, consistent with the Act and these Rules, for any matter that is:

- (a) The subject of these Rules; or
- (b) Necessary, convenient or desirable in relation to the conduct of the business and affairs of the Association, the Board or any of the Board's sub-committees.

10.3.2 By-laws amending the role, management, governance or structure of the Student Council (after the Student Council has been established) must also have the approval of the Student Council.

10.3.3 Unless otherwise agreed by the Board and the Student Council, notice of any proposed resolution to make, alter or repeal a By-law must be given to:

- (a) all Directors of the Board; and
- (b) the Student Council (but only if clause 10.3.2 applies),
at least 21 days in advance.

10.3.4 At least 75% of Directors of the Board (and, for the purposes of clause 10.3.2, 75% of the Student Council, as applicable) must vote in favour of a resolution to make, alter or repeal a By-law for it to pass.

11. **PROCEDURES OF BOARD**

11.1 **Frequency of meetings**

The Board must meet no less than six times in any calendar year.

11.2 **Mode of meeting**

The Board may conduct its meetings in any manner and in any place as the Board sees fit.

11.3 **Quorum**

A quorum for a meeting of the Board is 50% plus one Director who have a deliberative vote. The quorum must be present at all times when business is transacted.

11.4 **Calling of meetings**

11.4.1 The Chairperson may at any time call a meeting of the Board to be held at such time and place as the Chairperson determines.

11.4.2 The Secretary must, at the request of 3 or more Directors, call a meeting of the Board to be held at such time and place as is convenient to the Directors.

11.5 Notice of meeting

Notice of each Board meeting:

11.5.1 may be given by such means as is convenient, including by electronic transmission;

11.5.2 must be given to all Directors of the Board

11.5.3 must be given to the General Manager; and

11.5.4 must be given at least five working days prior to the meeting.

This clause may be waived upon the agreement of all Directors.

11.6 Chairperson of meeting

Where a meeting is held and the Chairperson is not present or is not able to chair the meeting the Board may elect one of the Directors present to be the chairperson for that meeting.

11.7 Votes of Directors

11.7.1 Each Director has one deliberative vote.

11.7.2 The Chairperson has a casting vote if there is an equality of deliberative votes.

11.7.3 An ordinary resolution of the Board is carried by a majority of votes cast, except where these Rules or the Act provides otherwise.

11.8 Material personal interests of Directors

Subject to sections 31 and 32 of the Act, a Director who has any direct or indirect interest (whether pecuniary or otherwise) in a contract, or proposed contract, with the Association:

11.8.1 must, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to Board Directors;

11.8.2 must disclose the nature and extent of his or her interest in the contract at the next Board meeting;

11.8.3 must not take part in any decision of the Board with respect to that contract.

11.9 Attendance at Meetings

11.9.1 Any Student may attend meetings of the Board, subject to any reasonable conditions determined by the Board.

11.9.2 The Board may, in its sole discretion, eject any Student (not being an Director of the Board) from meetings of the Board.

11.9.3 The General Manager must attend all meetings of the Board (subject to any reasonable excuse, including that the date and/or time of a Board meeting conflicts with a matter requiring his or her urgent attention as General Manager).

12. ASSOCIATION EXECUTIVE

- 12.1 The Board must establish an Association Executive as a sub-committee of the Board.
- 12.2 The Association Executive comprises the Chairperson, Student President, one External Director, and one Student Director, as selected by the Board. At the Board's discretion, other Directors may be part of the Association Executive.
- 12.3 The Association Executive:
 - 12.3.1 may transact the business of the Board between Board meetings (if required) for and on behalf of the Association (subject to any By-laws established by the Board for this purpose);
 - 12.3.2 may exercise such other powers as may from time to time be delegated to it by the Board; and
 - 12.3.3 must provide the Board with reports of its activities at the each Board meeting.

13. STUDENT COUNCIL

- 13.1 The Board must establish a sub-committee known as the Student Council.
- 13.2 The first Student Council shall be established pursuant to clause 23.4.
- 13.3 The role of the Student Council is to assist the Board in pursuing the objects of the Association by:
 - 13.3.1 Identifying, promoting and developing activities, programmes and services that are relevant to the objects of the Association; and
 - 13.3.2 Communicating with Students in relation to the above.
- 13.4 The membership and proceedings of the Student Council will be determined by By-laws established by the Board.
- 13.5 The Board must consider any recommendations or proposals put by the Student Council consistent with the powers, objectives and obligations of the Association under these Rules, the Act, any By-laws, and any other applicable legislation or policy.

14. OTHER SUB-COMMITTEES

- 14.1 In addition to the Student Council and the Association Executive, the Board may, in order to pursue the objectives of the Association, establish other advisory sub-committees.
- 14.2 The Board may determine such By-laws as it sees fit for the activities and proceedings of any sub-committee.
- 14.3 A sub-committee to which any powers have been so delegated (including, to avoid doubt, the Association Executive and the Student Council) must exercise the powers delegated in accordance with the directions of the Board. A power so exercised is taken to be exercised by the Board.

15. MEMBER'S RESOLUTIONS

15.1 Board-Initiated Member's Resolutions

15.1.1 Within 18 months after incorporation (and, thereafter, within 5 months after the end of each financial year of the Association), the Board must arrange for the Member to consider, for the purposes of a Member's resolution, the following matters:

- (a) the profit and loss account, the balance sheet and the reports of the auditor, the Board and other committees;
- (b) appointing an auditor; and
- (c) any other business which under the Act ought to be transacted at an annual general meeting.

15.1.2 The Board may arrange for the Member to consider any other proposed resolution at any other time (subject to clause 15.1.3).

15.1.3 The Board must give to the Member written notice of a proposed resolution under this clause at least 21 days before the proposed resolution is decided by the Member. Notice may be given to the Member by email, pre-paid post, facsimile transmission or as permitted by statute.

15.2 Member-Initiated Member's Resolutions

This clause does not limit the Member's right to consider and decide, at any time and of the Member's own initiative, any other Member's resolution. However, the Member must give the Board not less than 21 days notice of its intention to do so and the notice must specify the general nature of the proposed resolution.

16. MINUTES AND RECORDS

16.1 The Association must:

16.1.1 cause minutes of all proceedings of Board meetings and records of the Member's resolutions to be entered in books kept for that purpose;

16.1.2 cause:

- (a) those Board minutes to be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the meeting at which the minutes are confirmed;
- (b) those records of Member's resolutions to be confirmed and signed by the Member.

16.2 A minute or record that is entered, confirmed and signed in accordance with this clause is, in the absence of proof to the contrary, proof of the proceedings to which the minute or record relates.

16.3 Where minutes or records have been entered, confirmed and signed in accordance with this clause, it is to be taken, in the absence of proof to the contrary, that:

16.3.1 the meeting to which the minutes relate was held, or the resolution to which the record relates was made;

16.3.2 the proceedings noted in the minutes occurred;

- 16.3.3 all appointments of Directors or auditors noted in the minutes or recorded in the resolution were validly made.

17. ALTERATION OF RULES

- 17.1 Subject to the approval of the University Council, these Rules may be altered by a resolution of the Member.
- 17.2 Upon registration in accordance with section 24 of the Act, the Rules (as amended) bind the Association and the Member.

18. SEAL

- 18.1 The Association must have a common seal upon which its name appears in legible characters.
- 18.2 The common seal may be used only with the express authority of the Board.
- 18.3 The affixing of the seal must be:
- 18.3.1 witnessed by any two Directors of the Board; and
 - 18.3.2 recorded in the minute book of the Association.
- 18.4 The seal must be kept in the custody of the Secretary or any other person the Board thinks fit.

19. WINDING UP

- 19.1 The Association may be wound up in accordance with section 41 of the Act.
- 19.2 Subject to section 21 of the Act, the Member is not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association.
- 19.3 On a winding up, any surplus assets (within the meaning of section 43(5) of the Act) must be distributed to another non-profit association with similar objects to the Association chosen by
- 19.3.1 the Board on or before the winding up; or
 - 19.3.2 if the Board does not make that decision, any Court with jurisdiction.

20. FINANCIAL YEAR

- 20.1 The first financial year of the Association commences on incorporation and ends on 31 December 2006.
- 20.2 Each subsequent financial year of the Association commences on 1 January and ends on 31 December.

21. FINANCIAL REPORTING

- 21.1 The Association must keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 21.2 The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, must be presented to the Member for consideration by the Member pursuant to clause 15.1.1.
- 21.3 The annual (periodic) return must be lodged with the Office of Consumer and Business Affairs within 6 months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement and the Board's report.
- 21.4 In the course of considering a proposed resolution pursuant to clause 15.1.1, the Member must appoint a person to be the auditor of the Association. The auditor must hold office until the next annual Member's resolution pursuant to clause 15.1.1 and is eligible for re-appointment.
- 21.5 If an appointment is not made pursuant to an annual Member's resolution, the Board shall appoint an auditor for the current financial year.

22. PROHIBITION AGAINST SECURING PROFITS FOR MEMBER

- 22.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects.
- 22.2 No portion of the income and capital of the Association may be paid or distributed directly or indirectly to the Member or Students, except as bona fide remuneration of the Member or Student for services rendered or expenses incurred on behalf of the Association.

23. TRANSITION PERIOD

23.1 Definition

In this clause, **the Transition Period** means the period from the date of incorporation of the Association to 31 October 2006.

23.2 Initial Board Members

Notwithstanding any other provision in these Rules, during the Transition Period, the Board consists of eleven (11) Directors, namely:

- 23.2.1 the Chairperson appointed under clause 9.2.1;
- 23.2.2 four External Directors, who are neither staff of the Association nor Students (but may be staff of the University), appointed under the same terms as provided for in clause 9 (and specifically clause 0) but subject to the proviso that their suitability for appointment (taking account of their skills, knowledge, and experience) shall be determined by a Selection Committee comprising the Chair of the University's Student Organisations Committee, a University nominee and two students nominated by the Student Organisations Committee. Upon confirmation of the suitability of the four proposed external Directors, the University Council must appoint those candidates unless the University Council reasonably considers that such candidates are unsuitable;
- 23.2.3 existing officeholders of certain Student organisations, as follows:

- (a) The person holding the office of President of the Flinders University Union Inc at the date of the incorporation of the Association;
- (b) The person holding the office of General Secretary of the Students' Association of Flinders University Inc at the date of the incorporation of the Association;
- (c) The person holding the office of President of the Flinders University Clubs & Societies Association Inc at the date of the incorporation of the Association;
- (d) The person holding the office of President of the Flinders Postgraduate Students' Association Inc at the date of the incorporation of the Association;
- (e) The person holding the office of President of the Flinders International Students' Association Inc at the date of the incorporation of the Association; and
- (f) The person holding the office of Chair of the Board of Management of the Flinders University Sports Association Inc at the date of the incorporation of the Association.

If any existing officeholder described above declines or is unable to accept appointment as a Director for the Transition Period, the governing body of the relevant organisation may appoint an alternative candidate to the Board.

23.3 Initial Student President

23.3.1 An Initial Student President shall be elected by and from the persons specified in clauses 23.2.3 (a), (b), (c), (d), and (e) and the presiding officer of the Flinders University Sports Association Inc at the time of the incorporation of the Association.

23.3.2 The term of office of the Initial Student President ends on 31 October 2006.

23.4 Initial Student Council

Within 7 days of the date of incorporation of the Association, the Initial Board Members must establish the first Student Council, comprising::

23.4.1 The Initial Student President as outlined in clause 23.3;

23.4.2 Two Initial Student Board Directors who must be Students elected by and from the persons specified in clauses 23.2.3 (a), (b), (c), (d), (e) and (f); and

23.4.3 Thirteen Students selected by the SOC from the Student members of the six student organisation governing bodies at the time of the incorporation of the Association.

The period of office for this Initial Student Council will end on 31 October 2006.

Thereafter, the Board must establish a new Student Council in accordance with clause 13.

23.5 Post-Transition Period Directors

For the avoidance of doubt, the post-Transition Period Directors shall be appointed/elected in accordance with clause 9, namely:

23.5.1 the Chairperson appointed under clause 23.2.1 shall continue for the balance of his or her term of office as provided for in clause 9;

23.5.2 the four External Directors appointed under clause 23.2.2 shall continue for the balance of their respective terms of office as provided for in clause 9;

- 23.5.3 a fifth External Director, whose term of office commences on 1 November 2007, shall be appointed by the Member under clause 0;
- 23.5.4 due to the resignation of the Initial Student President in accordance with clause 23.3.2, the Initial Board must direct the Returning Officer to conduct an election in the period between 30 June and 15 September 2006, in which Students are invited to vote for one or more candidates (each of whom must be a Student) who seek to be elected as Student President in accordance with clause 9.3.3(a); and
- 23.5.5 due to the resignation of the Student Directors appointed under clause 23.2.3 at the expiry of the Transition Period:
- (a) the Initial Board must direct the Returning Officer to conduct an election in the period between 30 June and 15 September 2006, in which Students are invited to vote for one or more candidates (each of whom must be a Student) who seek to be appointed to the two positions of Elected Student Director of the Association, in accordance with clause 9.3.1(b); and
 - (b) before the expiry of the Transition Period, the University Council must appoint two Students as "Appointed Student Directors" in accordance with clause 0.

23.6 General Manager

The Initial Board must, in the Transition Period, engage a person to be the General Manager of the Association.

23.7 Membership

During the Transition Period, the Board shall assess and determine the feasibility of admitting Students as members of the Association.