

The Constitution of the Flinders Business Students' Association of Flinders University of South Australia

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1. Definitions

1.1. Guide to definitions

- (a) Words that have been defined by 1.2 below have been provided to assist in identifying defined terms
- (b) Terms that have not been defined in 1.2 below are defined by an ordinary dictionary meaning.

1.2. Definitions

- (a) In this Constitution:
 - i. **‘Acting Executive’** means a General Committee Member of FBSA who is filling in for a role whilst a new executive is being elected
 - ii. **‘AGM’** refers to an Annual General Meeting (see below)
 - iii. **‘Annual General Meeting’** means a yearly meeting of FBSA members, General Committee Members and Executive Committee Members to report on the years events and hold elections for the year ahead. Requirements of Annual General Meetings are set out in section 9.0.
 - iv. **‘Asset’** means any future economic benefits controlled by FBSA as a result of past transactions or other past events, including income, supplies and inventory.
 - v. **‘Association’** refers to FBSA as defined below.
 - vi. **‘Business Course’** is defined by Flinders University and can be found on the University website. At the time of enacting this document, they were located at: <https://www.flinders.edu.au/study/business>
 - vii. **‘Business Student’** means any student admitted and enrolled in at least one Business Course at Flinders University
 - viii. **‘CBGL’** means the Flinders University College of Business, Government and Law.
 - ix. **‘Constitution’** means the formal version of this document which has been adopted and enacted by the Association that states the rules that govern FBSA operations.
 - x. **‘Current Membership’** means membership to FBSA that fulfils the criteria in section 3.1 below, which has not expired, been cancelled or revoked.
 - xi. **‘Current Student’** means any enrolled student of Flinders University, whether that person is enrolled as a full time, part time or external student.
 - xii. **‘Executive Committee’** means the elected Members of the executive office of FBSA, as set out in section 4.1
 - xiii. **‘Executive Committee Member’** means any Member of the Executive Committee.

- xiv. **'Extenuating Circumstance'** means circumstances that are beyond the individuals control and has had a significant negative impact an individual's ability to complete a task
- xv. **'Financial Year'** of FBSA shall run from 1 December to 30 November each year.
- xvi. **'FBSA'** means the Flinders Business Students' Association.
- xvii. **'FUSA'** means Flinders University Student Association.
- xviii. **'General Committee'** means the elected and appointed FBSA office holders as set out in section 5.1.
- xix. **'General Committee Member'** means any Member of the General Committee
- xx. **'General Meeting'** means a formal FBSA meeting which is open to all Business Students. It must be called and run in accordance with FBSA Constitution and/or FUSA Regulations.
- xxi. **'General Secretary'** refers to the General Secretary of FUSA.
- xxii. **'Interest in Business'** means an individual who has an expressed or demonstrated interest in any field of business
- xxiii. **'Member'** refers to a Member of FBSA that complies with the requirements set out in 3.1.(b) below.
- xxiv. **'Outgoing Executive'** means an Executive Member whose position for the preceding term of office has been filled, however has not yet completed their term of office.
- xxv. **'Regulations'** refers to the Regulation as set out in the *'Clubs and Academic Association Regulations'* approved by the Student Council of Flinders University Student Association (FUSA).
- xxvi. **'Related Parties'** means those people related to the General Committee Members of FBSA.
- xxvii. **'Returning Officer'** means a person or organisation engaged by FBSA to conduct elections. The responsibilities and powers of the Returning Officer are set out in section 4.7.
- xxviii. **'Shared Systems'** means platforms the Association utilises to conduct its business including Google Drive, Slack, JotForm etc.
- xxix. **'Special General Meetings'** means a meeting outside of the ordinary meeting timeline in order to discuss something important or unusual. Requirements for Special General Meetings are provided in section 8.0.
- xxx. **'Teams'** means a group of FBSA Committee Members formed to carry out a specific task or set of tasks on behalf of the Association

2. Purpose

2.1. Name

- (a) The name of the Business Students' association is the "Flinders Business Students' Association or 'FBSA.'

2.2. Running of the Association

- (a) FBSA should be operated in accordance with
 - i. This Constitution, and
 - ii. All FBSA policies and procedures, and
 - iii. All of FUSA's Club Regulations, and
 - iv. All Flinders University Policies, and
 - v. All Australian law.

2.3. Vision

- (a) To be Flinders University's leading academic student association.

2.4. Mission Statement

- (a) To help all Business Students, and those with an Interest in Business, succeed during their time at Flinders University, and
- (b) To prepare them for success beyond in the workforce.

2.5. Objectives

- (a) The objectives and purposes of FBSA are:
 - i. Voice - To represent all Business Students, and those students with an Interest in Business, at Flinders University, and
 - ii. Collaboration - To encourage collaboration between Business Students and students with an Interest in Business at Flinders University, with the CBGL staff, FUSA affiliated student associations and the general community, and
 - iii. Opportunity - To provide students with the opportunity to participate in social, professional development, networking educational and wellbeing activities, and
 - iv. Support - To provide an environment where all Business Students and students with an Interest in Business at Flinders University can obtain a sense of belonging and inclusion, and
 - v. Governance - To participate in the governance of the CBGL.

2.6. Not for profit

- (a) FBSA shall operate on a not-for-profit basis.

- (b) The Assets and income of FBSA shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the Members or Related Parties of the organisation.
 - i. Assets may only be distributed directly or indirectly to Members of the Association as genuine reimbursement for expenses incurred on behalf of the organisation.

3. Membership

3.1. Membership of FBSA

- (a) A person becomes a 'Member' and gains 'Current Membership' of FBSA if they meet the criteria in 3.1(b) and they complete the membership registration form.
- (b) People eligible for membership include:
 - i. All current Flinders University students:
 - enrolled in a Business Course, or;
 - with an Interest in Business
 - ii. Flinders University Alumni:
 - that have graduated a Business Course, or;
 - with an Interest in Business
 - iii. All others at the discretion of the FBSA General Committee.
- (c) A person becomes a Member of FBSA for one year. It must be renewed annually to retain Current Membership upon meeting one or more of conditions in section 3.1(b)
- (d) FBSA will be responsible for making contact with the Member one month before membership lapses
- (e) FBSA has no restriction on general membership or membership criteria beyond aligning to the Association's objectives.
- (f) The General Committee may determine if a membership fee is required and its time of payment by the end of January throughout each year of operations at a General Committee meeting.

3.2. Conditions of Membership

- (a) All Members of FBSA are bound by
 - i. This Constitution, and
 - ii. All FBSA policies and procedures, and
 - iii. All of FUSA's Club Regulations, and
 - iv. All Flinders University Policies, and
 - v. All Australian law.

3.3. Cessation of Membership

- (a) A Member of FBSA ceases their membership if they;
 - i. Do not renew their membership when it lapses, or
 - ii. Provide written notice to the Secretary via email, or
 - iii. No longer fulfils the membership criteria in 3.1.(b), or
 - iv. Are informed in writing by the Secretary that their membership has been revoked, or
 - v. Dies or is permanently incapacitated.
- (b) The Member shall be liable for any outstanding payments due to FBSA incurred from or during membership.

3.4. Disciplinary Action

- (a) Disciplinary action for:
 - i. a Member is found in 3.4(b) below
 - ii. an Executive or General Committee Member is found in section 5.0 of the FBSA Disciplinary Policy
- (b) Membership may be revoked through a majority vote of the Executive Committee on the basis that a Member has contravened one or more of the following:
 - i. the mission or objectives of FBSA;
 - ii. FBSA's policies and procedures;
 - iii. FUSA's policies and procedures;
 - iv. Flinders University's policies and procedures; and
 - v. Any Australian law
- (c) If membership is revoked, the Secretary must provide written notice including reasons for revocation to the person within seven days
- (d) The procedure for disputes of membership revocation is given in provision 7.0 of the disciplinary policy

4. The Executive Committee and Elections

4.1. Composition of The Executive Committee

- (a) The Executive Committee is comprised of:
 - i. The President, and
 - ii. The Vice-President, and
 - iii. The Secretary, and
 - iv. The Treasurer, and
 - v. The Wellbeing, Education, and Professional Development and Director, and
 - vi. The Social Director.

4.2. Term of Office

- (a) The term of office for incumbents of the Executive Committee shall run from December 1 to November 30 of the following year.
- (b) Incumbents will be involved in the affairs of their position from the date of the AGM until November 30 to receive a handover from the Outgoing Executive.

4.3. Functions and Responsibilities of the Executive Committee

- (a) The functions of the Executive Committee are
 - i. To oversee all the activities of the Association, and
 - ii. To ensure that the Association acts in accordance with the Constitution, and
 - iii. To administer the Association's budget and finances, and
 - iv. To manage any Teams that have been formed and their actions and duties.

4.4. Vacant Executive Committee Members

- (a) An Executive Committee Member Position becomes vacant if:
 - i. An Executive Member resigns, and or
 - ii. An executive Member is dismissed from the committee, and or
 - iii. An executive ceases their membership of the Association, and or
 - iv. An executive no longer meets the membership criteria outlined in section 3.1(b), and or
 - v. An executive position remains vacant after the AGM, and or
 - vi. An executive dies or permanently incapacitated.

4.5. Nominating for an Executive Position

- (a) A person may nominate for a vacant executive position if
 - i. They hold a Current Membership
 - ii. Can complete the term of office as stipulated in 4.2(a)
- (b) The President must also be a Current Student for the entire term of office
- (c) Nominations should be sent in writing to the Returning Officer, prior to the commencement of the meeting at which the election is held.
- (d) The Returning Officer must allow a final chance for students to nominate for the executive position during the meeting immediately prior to the ballot.
- (e) Current Executive Committee Members must annually re-nominate and be re-elected to continue their position
- (f) A current Executive Committee Member is not bound to nominate for the same position at the next AGM.

- (g) All nominees must attend the election, unless they have negotiated non-attendance with the Returning Officer for Extenuating Circumstances

4.6. Election Timing for the Executive Committee

- (a) All Executive Committee positions are vacated and re-elected at the annual AGM and the election should be announced with the AGM notification
- (b) Should an Executive Position become vacant during the term of office, a General Meeting must be held within 21 days to fill the role
 - i. note all requirements relating to General Meetings in section 8

4.7. Responsibilities and Powers of the Returning Officer

- (a) The Returning Officer
 - i. Is responsible for the conduct of Executive Committee elections, and
 - ii. Must be appointed at least 2 weeks before the election, and
 - iii. Is responsible from the commencement of the election period until the declaration of results, for interpreting this Constitution, and
 - iv. Must act at all times in accordance with the Constitution, and
 - v. May act and make such determinations with respect to the election as they see fit, where not otherwise provided for in the Constitution, provided that they act fairly, and their actions do not bring the poll into disrepute, and
 - vi. May apply sanctions to candidates or campaigning assistants, and
 - vii. The Returning Officer must declare any conflicts of interest and act impartially, and
 - viii. The Returning Officer will not be a current General Committee Member.
- (b) The Returning Officer cannot
 - i. Stand as a candidate in the election, nor
 - ii. Vote in the election.

4.8. Election Ballots

- (a) Elections for the Executive Committee shall
 - i. Always be conducted by secret ballot, and
 - ii. The order of the names on the ballot shall be randomised by the Returning Officer.

4.9. Vote Counting

- (a) Each Member present at the meeting, including any nominated candidates, at which the election is held is entitled to a single vote for each ballot.
- (b) The nominated Member who receives the most votes in the election and who is

eligible for the position shall be declared the winner of the election.

- (c) The Returning Officer is responsible for counting all votes
- (d) Ballots of AGM must be held and not discarded until 1 December of the voting year.

4.10. Post-Election requirements

- (a) The contact details for all new elected Members of FBSA must be given to the secretary of FBSA and FUSA's General Secretary within 14 days of the election.
- (b) The Dean and Director of College Services of the CBGL should be notified of the changes in 4.10(a)

5. The General Committee

5.1. Composition of the General Committee

- (a) The affairs of FBSA shall be managed by a General Committee comprised of:
 - i. The Executive Committee, and
 - ii. The Wellbeing, Education and Professional Development and Officers, and
 - iii. The Marketing Officer(s), and
 - iv. The Social Officer(s), and
 - v. The Finance Officer(s), and
 - vi. The Sponsorship Officer(s), and
 - vii. The HR Officer(s).
- (b) The Executive Committee should decide by December 31st each year how many officers will be on the General Committee

5.2. Term of Office

- (a) The term for a General Committee Member is from the date of their appointment till the December 31 each year
- (b) General Committee Members can be re-appointed for another term through an informal interview with the new team executive

5.3. General Committee Recruitment

- (a) All prospective committee Members must be provided access to copies of the position descriptions for all roles they are applying for.
- (b) The recruitment for officers on the General Committee must proceed as follows:
 - i. The applicant must submit their application in writing to the Executive Committee. It is suggested that an online application form is utilised, and
 - ii. The applicant must be given seven days notice for an interview, and

- iii. The applicant must be interviewed by two Members of the Executive Committee.

5.4. General Committee Selection

- (a) All General Committee applications must be reviewed and selected by two Members of the executive to join the General Committee.
 - i. It is preferred that this includes the Vice President and the Executive Member of the applicant's nominated team.
- (b) It should be determined whether an applicant will become an officer on the General Committee no later than 14 days after their interview was conducted
 - i. All applicants must be advised in writing whether or not their application was successful
 - ii. All successful applicants must be provided access to the Shared Systems of FBSA, including access to the Constitution

5.5. Vacation and Resignation of Office

- (a) The Office held by General Committee Member or executive becomes vacant if
 - i. They no longer meet the membership criteria outlined in 3.1(b),
 - ii. The Member dies, or
 - iii. Is permanently incapacitated, or
 - iv. They submit their resignation in writing to the Secretary, or
 - v. They are dismissed from the committee through the disciplinary action procedure

5.6. Disciplinary Action

- (a) Any General Committee Member of FBSA may be subjected to the disciplinary process if they contravene
 - i. the mission or objectives of FBSA, and or
 - ii. the commitments outlined in their position description, and or
 - iii. FBSA's policies and procedures, and or
 - iv. FUSA's policies and procedures, and or
 - v. Flinders University's policies and procedures, and or
 - vi. Any Australian law
- (b) The disciplinary process is outlined in the 'Disciplinary Policy and Procedure' document

6. Position Descriptions

6.1. Defining General and Executive Committee Member Duties

- (a) The duties of all FBSA General Committee Members and Executive Committee Members shall be outlined in position descriptions.
- (b) All General Committee and Executive Committee position descriptions will be updated by December 31st annually.
- (c) All committee Members and Executive Committee Members must be provided with a copy of their position description no longer than one week after being selected.
- (d) All committee Members must abide by the position responsibilities outlined in their position description and breach of these responsibilities will serve as due course for disciplinary action.
- (e) If a new Executive role or General Committee role is created, a position description must be created for this role before an individual is selected for and commences in this role.

7. Team, General Committee and Executive Committee Meetings

7.1. Calling a Team Meeting

- (a) The meeting shall be called by the team executive at a time and place convenient to the General Committee Members within the team.

7.2. Calling a General Committee Meeting

- (a) The Secretary shall convene a Committee meeting of FBSA at the request of
 - i. The President, and or
 - ii. The Vice President, and or
Four General Committee Members.
- (b) General Committee Members are to be given 5 working days notice.
- (c) The meeting shall be called at a time and place convenient to the General Committee Members.
- (d) A meeting agenda should be issued no later than 24 hours prior to a General Committee meeting.
 - i. This should include any relevant attachments or information, (such as the financial report) for the meeting to allow all Committee Members to read in advance
- (e) The draft minutes of the previous meeting must be presented and accepted at the General Committee meeting. The draft minutes are to be made accessible at the same time as the agenda for the next meeting.
- (f) The quorum for a General Committee meeting is one third of the General Committee Members, and at least two Members of the Executive Committee.
- (g) There must be a minimum of 3 General Committee meetings per semester.
- (h) Apologies for attendance to General Committee meetings must be provided in writing 24 hours prior to attendance to the Secretary, unless

- i. Extenuating Circumstances apply.

7.3. Calling an Executive Committee Meeting

- (a) Executive Committee Meetings should be attended by all Executive Committee Members
- (b) Executive Committee Meetings are to be convened by the President. The Secretary must give the Executive Members 2 working days' notices by any form of accessible notification.
- (c) Apologies for in attendance to these meeting are to be provided 24 hours prior to attendance to the Secretary.

8. Special General Meetings

8.1. Calling a Special General Meeting

- (a) Special General Meetings may be convened at the request of
 - i. The President and the Vice President, and or
 - ii. Four General Committee Members, and or
 - iii. Ten Members.
- (b) The requests for a Special General Meeting must be given in writing to the Secretary
- (c) If the secretary does not respond to these requests within two weeks, requests should be directed to and responded to by the President.

8.2. Notice of Special General Meetings

- (a) Notice of a Special General Meeting shall be given to all current Business Students and FBSA Members by the Secretary at least seven days before the set meeting date.
- (b) Notice of Special General Meetings must include
 - i. Where and when the Special General Meeting will be held, and
 - ii. The particulars of the nature and order of the business to be discussed.

8.3. Purposes to convene a Special General Meeting

- (a) Special General Meetings shall be convened for any of the following purposes:
 - i. To remove executives or General Committee Members from office, and or
 - ii. To fairly and democratically elect executives to vacancies that have occurred as a result of removal or resignation, and or
 - iii. To make changes to the Constitution, and or
 - iv. To overturn any decisions made by an Executive Committee Member, and or
 - v. Any other provision set out as per the Regulations.

8.4. Chairing and Attendance of Special General Meetings

- (a) The President shall chair all Special General Meetings. If the President is absent from a meeting, the Vice- President shall chair the meeting.
- (b) The President or Vice President may elect at any time prior to the commencement of the Special General Meeting to nominate a temporary chair for the meeting.
- (c) If the President and Vice President are absent from a Special General Meeting, and a temporary chair has not been nominated, the first agenda item at the General Meeting shall be for the Secretary to determine the chair.

8.5. Voting at Special General Meetings

- (a) Persons eligible to vote shall be:
 - i. Members of the General Committee. Each Committee Member is entitled to one vote.
- (b) A vote shall pass if 50% plus one Members present vote in favour of the item.
- (c) Voting shall be by a show of hands unless 25% of the voting Members present request a secret ballot.
- (d) The chairperson of each meeting of FBSA is to have one vote in the General Committee meetings
- (e) In the event of a deadlock in a Special General Meeting,
 - i. the motion will be put to the Committee Members for a second vote.
 - ii. In the event of a double deadlock, the President or nominated Chairperson will have the deciding vote.

9. Annual General Meetings

9.1. Holding of Annual General Meetings

- (a) An Annual General Meeting (AGM) of FBSA must be held annually, by the end of October.

9.2. Purpose of the Annual General Meeting

- (a) The purpose of the AGM must be to:
 - i. Receive a report from the Committee.
 - ii. Receive the statements of the financial affairs of FBSA for the previous Financial Year.
 - iii. Elect the Members for the Executive for the next year.
 - iv. Motion to update the signatories of the FBSA bank account as required.
 - v. Any proposed changes to the FBSA Constitution.
 - vi. Any other business

9.3. Calling an Annual General Meeting

- (a) Annual General Meetings must be called by the Secretary at the request of President, Vice President or two other Executive Committee Members.

9.4. Notice of an Annual General Meeting

- (a) The Secretary shall give 14 days notice of the AGM by means of a notice by email to all Business Students and FBSA Members.
- (b) Notice of the AGM must include
 - i. Where and when the AGM will be held
 - ii. the particulars of the nature and order of the business to be discussed.
- (c) The quorum for the AGM shall be 8 FBSA Members.
- (d) Failure to reach quorum 30 minutes after the scheduled commencement time will result in the meeting being lapsed.
 - i. A new meeting must be rescheduled within 21 days of the original AGM date.

9.5. Chairing and Attendance of Annual General Meetings

- (a) The President shall chair all Annual General Meetings. If the President is absent from a meeting, the Vice- President shall chair the meeting.
- (b) The President or Vice President may elect at any time prior to the commencement of the General Meeting to nominate a temporary chair for the meeting.
- (c) If the President and Vice President are absent from a General Meeting, and a temporary chair has not been nominated, the first agenda item at the General Meeting shall be for the Secretary to determine the chair

9.6. Voting at the Annual General Meeting

- (a) Persons eligible to vote shall be:
 - i. Those Members of FBSA present. Each Member present is entitled to one vote.
- (b) A vote shall pass if 50% plus one Members present vote in favour of the item.
- (c) Voting shall be by a show of hands unless 25% of the voting Members present request a secret ballot.
- (d) The chairperson of each meeting of FBSA is to have one vote in the AGM
- (e) In the event of a deadlock in a General Meeting,
 - i. the motion will be put to the Committee Members for a second vote.
 - ii. In the event of a double deadlock, the President or nominated Chairperson will have the deciding vote.

9.7. Vacant Executive Positions after AGM

- (a) In the event that an executive position remains vacant after the AGM
 - i. Any current General Committee Member may be appointed as an 'Acting-Executive' by the President, Vice President and HR Officers. The nominated committee Member must agree to take on the position of Acting-Executive, and
 - ii. A General Meeting must be called within 21 days to fill the vacancy

10. Finances

10.1. Bank Account

- (a) FBSA shall hold accounts with such financial institutions as the Committee, in its discretion, shall decide.
- (b) All funds of FBSA shall only be kept in FBSA bank accounts and appropriated only with the approval of the committee.
- (c) The Treasurer shall keep and maintain proper books and accounts showing correctly the financial affairs of FBSA.
 - i. The books and accounts are to be available at every committee meeting.
 - ii. The Treasurer will provide a bank reconciliation prior to the minutes being distributed for each meeting.
- (d) The signatories to the bank account
 - i. Must include the President, Vice President and Treasurer
 - ii. May include the Secretary and any finance team Members\
 - iii. Any alteration of signatories his can be minuted in either an AGM, Special General Meeting, or General Committee Meeting.
- (e) At least two signatories to the bank account must be Current Students.
- (f) Treasury team cannot approve each other's payments

10.2. Authorisation of expenditure

- (a) All financial outlays must be approved by Treasurer and at least one other signatory.
- (b) Expenditure must only be authorised if it will further the aims and objectives of FBSA.

10.3. Banking of money

- (a) The Association must bank all monies received as soon as practicable.
- (b) Exclusion of subsection (a) does not apply to petty cash
- (c) Petty cash is to be limited to a maximum value of \$500AUD.

10.4. Record keeping

- (a) The Association must ensure that a record is kept of all expenditure and income received. This record must specify the nature of all goods or services purchased and the name of the vendor.
- (b) The Association must ensure that it obtains a receipt for all purchases and safely stores a copy.

11. Dissolution

11.1. Distribution of Assets

- (a) In the event of the Association being dissolved, the Assets and finances that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to the Flinders University Student Association which is not carried on for the profit or gain of its individual Members.

12. FBSA Constitution

12.1. Amending this Constitution

- (a) Amendments may only be made to this Constitution by resolution passed by majority of FBSA Members in an Annual General Meeting or Special General Meeting.
- (b) The Constitution of FBSA is to be reviewed annually; and
- (c) Where applicable amended and passed at the annual AGM.
- (d) Numbering, spelling errors or clear grammatical errors in the Constitution can be amended by a 75% vote of the Committee at a Committee Meeting.

12.2. Access to the Constitution

- (a) FBSA must make copies of this Constitution freely available to Members.