



UNIVERSITY OF SYDNEY UNION

**REGULATIONS
AND DIRECTORS' DUTY
STATEMENTS
OF
THE UNIVERSITY
OF SYDNEY UNION**

February 2011

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In pursuance of the powers conferred on it by the clause 9.2 (e) of the Constitution, the Board of Directors has enacted the following Regulations:

1. CONFLICTS OF INTEREST

1.1 In meetings of the Board and its Committees

1.1.1 A conflict of interest arises where the business of the Board relates to a partner, spouse or family member of the Director, or where the Director is in business with the candidate. Where the Director may be considered to derive a personal gain or loss from a decision to be made at a Board meeting, the Board, by special resolution, may resolve that the Director in question has a conflict of interest in respect of that decision.

1.2 On Selection Panels

1.2.1 A conflict of interest arises where the business of the Selection Panel relates to a partner, spouse, friend or family member of a member of the Selection Panel, or where the member of the Selection Panel is in business with the candidate.

1.2.2 A member of the Selection Panel should declare any conflicts of interest at the commencement of the Selection Panel, and should not vote on that candidate.

1.2.3 If the Chair has conclusive evidence of a conflict of interest that has not been declared, the Chair may declare a conflict of interest in respect of that member of the Selection Panel. Such a declaration shall have effect as if the member of the Selection Panel had made such declaration.

2. THE BOARD

2.1 Meetings of the Board

2.1.1 The Board shall meet at least ten times in each calendar year.

2.1.2 Meetings of the Board and Committees shall be conducted in accordance with the Standing Orders as published in *A Guide to Procedures for Meetings of The University of Sydney Union*. The Board Secretary shall be responsible for ensuring that all Board Directors and Committee members receive a copy of the guide annually.

2.2 The Board Agenda

2.2.1 The business at meetings of the Board shall be as follows, in an order to be determined by the President when preparing the agenda:

Apologies and leave of absence, Minutes of previous meetings, Starring of the agenda and adoption of unstarred items, Open question time, Business arising from the minutes, Reports of the President, Vice President, Honorary Secretary, Honorary Treasurer, Director of Finance and Business Systems and Chief Executive Officer, Motions of which due notice has been given, Confidential business, General Business, Correspondence, Other business.

2.2.2 Reports of Committees, Sub-Committees and Working Groups and substantive resolutions of all Committees shall be included with the agenda for Board Meetings as recommendations to the Board.

2.3 Election of Office Bearers

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- 2.3.1 At a special meeting of the incoming Board held in the last week of June, Office Bearer positions shall be elected by a quota-proportional system in secret, conducted by a nominated Returning Officer.
- 2.5 *Election of Director(s) to Women's and Queer Portfolios*
- 2.5.1 Immediately after the election of the Executive at the Special Meeting, Directors will be elected to the Women's Portfolio and the Queer Portfolio following a quota-proportional system.
- 2.5.2 The Director elected to the Women's Portfolio must be female-identifying.
- 2.5.3 The Honorary Secretary will be responsible for Women's Portfolio in the event that no Director is elected.
- 2.5.4 The Director elected to the Queer Portfolio must be queer-identifying.
- 2.5.5 The Honorary Secretary will be responsible for Queer Portfolio in the event that no Director is elected.

3. DIRECTORS AND OFFICE BEARERS

3.1 Board Directors

- 3.1.1 All Board Directors shall act in accordance with the Duty Statements for Board Directors, which forms Appendix 1 to this document.
- 3.1.2 The Duty Statements for Board Directors shall not be modified or rescinded except by Special Resolution of the Board.
- 3.1.3 Failure to adhere to the Constitution, Regulations and/or Duty Statements may be acknowledged by a motion, carried, censuring the Director in question. Further failure by a Board Director to adhere to the Duty Statements may be brought before the Board provided the breach contemplated is clearly ascertainable and evidence thereto is supplied before the Board.
- 3.1.4 Upon satisfaction of clause 3.1.3, the Board may then decide:
- (a) by Special Resolution only, that the Director in question is guilty of misconduct and shall cease to hold office. This shall apply in the case of a serious breach to the Constitution, Regulations and/or Duty Statements, such as a breach of fiduciary duty, abuse of corporate opportunity, disclosure of in camera proceedings, or systemic failure to attend meetings.
 - (b) where a Director is being reimbursed for expenses, by simple majority, that the Director in question shall not be reimbursed for expenses for the period in question for which he or she was in breach of his or her duties. Alternatively, future reimbursement of expenses may be suspended to reflect only the period for which the breach was sustained. The period referred to in this Clause shall be calculated in increments of one month. A maximum of nine month's expenses calculated pro-rata may be withdrawn or suspended for the tenure of a Board Director.
- 3.1.5 In case of 3.1.4 (a), the Director in question shall:
- (a) be informed of the matters to be raised against that Director with due notice
 - (b) be afforded a right of reply at the Board meeting at which the Special Resolution is to be put, or at the next ordinary Board meeting
 - (c) be given a reasonable opportunity to appeal to the University Senate.

The Director in question shall be suspended from the Board for the duration of the Board's deliberations if the Special Resolution in 3.1.4 (a) is passed.

In respect of Clause 3.1.5 (c), the Board shall be bound by the University Senate's decision.

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- 3.1.6 Failure by a Board Director to attend a Board meeting without apologies accepted by the Board shall result in 35% of the Board Director's monthly payment being forfeited. This shall be an automatic process with no exemptions except when a doctor's certificate is produced.
- 3.1.7 No Board meeting referred to in this Part may move into camera in discussing particular items related to the dismissal of a Director, or the withdrawal or suspension of expense reimbursement.
- 3.1.8 Pursuant to clause 7.5 (a) (ii) of the Constitution, where a position on the Board is vacated, the person entitled to fill that vacancy, being the next highest polling candidate at the most recent elections shall be notified in writing by the Chief Executive Officer and must reply to the Chief Executive Officer by letter posted not more than two (2) weeks after the original notification is sent out, except in extraordinary circumstances beyond the control of the person or the USU.

4. APPOINTMENT OF COMMITTEES

4.1 Committee Interviews and Selections

- 4.1.1 Interviews for the ordinary or new member positions on USU Committees shall be conducted by the Committee Selection Panel. The Panel shall consist of:
- (a) the Vice President (*ex-officio*)
 - (b) three Directors elected by the Board. In the event that the Vice President is not female, one of these Directors must be female.
 - (c) the Director of Human Resources Management, or their appointee.
- 4.1.2 (a) The Board will determine the opening and closing dates for applications and nominations for ordinary Committee members so long as they are opened no earlier than the first week of Semester Two and close no later than the last week of September. Applications and nominations must be open for a minimum of two weeks.
- (c) If insufficient applications or nominations to fill the number of positions available have been received for member positions on any Committee, applications for that committee shall be opened again for a period of two (2) weeks.
- 4.1.3 (a) Interviews for all ordinary Committee positions shall be held in September. Elections to the Clubs and Societies Committee shall be conducted in October as outline in section 4.3
- 4.1.4 The term of office for all ordinary new Committee members shall be from 1 January to 31 December each year, The term of office for appointed members of Specialist Committees shall be for two years from the date of appointment.
- 4.1.5 The Board shall make the appointment of external members including the Chairs of the Specialist Committees.
- 4.2 Appointment of Additional Members*
- 4.2.1 A member of the USU, who has not been appointed in the above process as an Committee member, shall be eligible for membership of the Debates Committee when he or she has attended three regular meetings of that Committee within a given year.
- 4.2.2 Any member of a USU Committee, upon becoming a member of the USU Board, shall cease to be a member of that Committee.
- 4.2.3 If an ordinary Committee member fails to attend two consecutive meetings without an apology or valid excuse, the Vice President in consultation with the relevant Chair, may advise the Board to replace the Committee member.

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- 4.2.4 The Board may by special majority resolve to remove any member when it is clear to the Board that that person is unable to fulfil their duties.
- 4.2.5 An employee of the USU shall not be an ordinary Committee member where there is a clear conflict with their professional duties.
- 4.2.6 The Committee Selection Panel may select a number of reserve applicants for each Committee.
- 4.2.7 In the event that a member leaves a Committee, a reserve applicant for that Committee may be appointed by the Vice President.
- 4.2.8 In the event that the reserve list has been exhausted, appointment of additional members to the Committee shall be at the discretion of the President, Vice President and the Committee Chair in consultation with the Director of Human Resources Management.

5. EXECUTIVE COMMITTEE

- 2.2.1 The Board Executive shall meet at least one week before each Board meeting or as otherwise required for the purposes of:
- a) Authorising expenditure of less than \$2,000.
 - b) Authorising expenditure on emergency capital replacements of less than \$5,000.
 - c) Considering day-to-day matters which are not necessary to bring to Board.
 - d) Reviewing the agenda for the next Board meeting and starring all items of importance, provided that any Director may at the start of the Board meeting request the starring of an item which has not been starred by the Executive.
 - e) Completing the annual review of the Chief Executive Officer and any other matters relevant to remuneration policy with the assistance of the Senate Appointed Board Directors.
 - f) The appointment of the Electoral Arbiter and the Returning Officer.

6. STUDENT EXPERIENCE COMMITTEES

6.1 Organisation and Leadership

The student experience Committees will be organised and run by the Chairs of the respective Committees in conjunction with the Vice President.

6.3 Clubs & Societies Committee

6.3.1 There shall be a Clubs & Societies Committee comprising:

- (a) the President (*ex-officio*)
- (b) the Vice President (*ex-officio*)
- (c) the Honorary Secretary (Chair)
- (e) up to eight ordinary members elected by and from USU Club Executives

USU Staff in attendance (non-voting):

- (g) the Director of Student Programs
- (h) the Clubs & Societies Manager, or their appointee.

6.3.2 The Committee shall review applications for financial assistance received from registered clubs and societies.

6.3.3 The C&S Office shall be empowered to approve all clubs and societies funding.

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- 6.3.4 The Committee shall operate in accordance with the *Clubs & Societies Regulations*.
- 6.3.5 Except by Special Resolution of the Board, no change made to the Clubs and Societies Regulations shall take effect until the beginning of the next academic year following the date of the Board meeting adopting the change.
- 6.3.6 The Committee shall make recommendations regarding the involvement of clubs and societies in O-Week and Clubs and Societies' Conferences.
- 6.3.7 The Committee shall review the USU's *Clubs & Societies Regulations*, and make recommendations in accordance with the broad changing needs of clubs and societies.
- 6.3.8 In the event of a disagreement or contention regarding an application made by the C&S Office, the matter will be referred directly to the Committee.
- 6.3.9 In the event of a disagreement or contention regarding an application at Committee, it will be referred directly to the Board for a final decision.
- 6.3.10 In the event of a disagreement or contention regarding interpretation of the *Clubs & Societies Regulations*, it will be referred directly to the Board.
- 6.3.11 The Committee shall oversee the USU's annual award of prizes to its clubs and societies.
- 6.3.12 The Committee shall incorporate the Clubs & Societies Awards Selection Panel which shall include:
- (a) The Vice President or their appointee
 - (b) The Chair of the Clubs & Societies Committee (Chair)
 - (c) The Immediate Past Chair of the Clubs & Societies Committee
 - (d) One ordinary member of the Clubs & Societies Committee
 - (e) The Clubs & Societies Manager or their appointee.
 - i. Where neither the C&S Chair, The Immediate Past C&S Chair or the VicePresident is a woman, the Executive should appoint a female second year director to represent the Vice President on the panel.
 - ii. where the p Vice President is the immediate past C&S Chair, the Executive should appoint an alternative second-year director
- 6.3.13 The Committee shall meet, where practical, within the two weeks prior to the ordinary meetings of the Board.
- 6.4 *Debates Committee*
- 6.4.1 There shall be a Debates Committee comprising:
- (a) the President (*ex-officio*)
 - (b) the Vice President (*ex-officio*)
 - (c) Up to one other member of the Board Executive
 - (d) the Director of Debates
 - (e) up to eleven ordinary members appointed by the Board
 - (f) up to two new members appointed by the Board
- USU Staff in attendance (non-voting):
- (g) the Director of Student Programs, or their appointee.
- 6.4.2 The Executive shall appoint an Executive Director as Chair of the Committee

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- 6.4.3 The Committee shall be responsible for the organisation of the USU's Debates programs and activities as articulated in the *Debates Committee Guidelines & Procedures*.
- 6.4.4 The activities of the Debates Committee including selections, duty statements of Committee members, and intervarsity event funding will be governed by and is subject to the procedures outlined in the *Debates Committee Guidelines & Procedures*.
- 6.4.5 All amendments to the *Debates Committee Guidelines and Procedures* will require Board endorsement by special majority prior to coming into effect.
- 6.4.6 The Committee shall meet monthly although it may meet less frequently during the Long Vacation.

7. SPECIALIST COMMITTEES

7.1 Organisation and Leadership

The Specialist Committees shall be organised and run by the Chair and Deputy Chair of the relevant Committee in conjunction with the Honorary Treasurer. The standard provisions governing conflict of interests shall apply for these Committees and all appointees.

7.2 Finance Committee

- 7.2.1 There shall be a Finance Committee comprising:
- (a) the President (ex-officio)
 - (b) the Honorary Treasurer (ex-officio)
 - (c) up to four external persons appointed by the Board, one of whom is appointed as Chair
 - (d) one non-Executive Director, Deputy Chair
 - (e) one University appointee

USU Staff in attendance (non-voting):

- (f) the Chief Executive Officer
- (g) the Director of Finance and Business Systems.

Up to two representatives of external auditors shall be in attendance as observers when appropriate.

- 7.2.2 The function of the Committee shall review the financial, audit, legal and risk management portfolios of the organisations.
- 7.2.3 The committee shall convene at least four times per year.

7.3 Remuneration & Human Resources Committee

- 7.3.1 There shall be a Remuneration Committee comprising:
- (a) the President (ex-officio), Deputy Chair
 - (b) the Vice President (ex-officio)
 - (c) the Honorary Treasurer (ex-officio)
 - (d) up to two external Directors, one of whom will be appointed Chair
 - (e) two Senate Appointed Board Directors
 - (f) the Immediate Past President of the Board of Directors

USU Staff in attendance (non-voting):

- (g) the Chief Executive Officer
- (h) the Human Resources Director

- 7.3.2 The quorum for meetings of this Committee will be four voting members.

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- 7.3.3 The committee shall advise the Board on all long term and short term remuneration issues, including the target wages growth, and key processes and systems around remuneration for all staff and in particular non award staff.
- 7.3.4 The committee shall consider policies for the remuneration of senior staff that include:
- (a) Organisation size and sector
 - (b) Scope of responsibilities and strategic outcomes / impact of roles
 - (c) Number of direct reports and indirect reports and nature of their roles
 - (d) Budget responsibilities revenues costs etc.
- 7.3.5 The committee shall advise the Board on all Human Resources policies.
- 7.3.6 The Committee shall review the Human Resources management systems including performance review systems.
- 7.3.7 The Committee shall advise the Board on all major Industrial Relations instruments.
- 7.3.8 The Committee will consider information from management on Human Resources recruitment processes and strategies.
- 7.3.9 The Committee shall advise the Board on the management structure of the USU, seeking best practice management structures for the USU.
- 7.3.10 The Committee shall review annually, or as necessary, the remuneration of the CEO and advise the Board.
- 7.3.11 The Committee shall review annually in May, or as necessary, the remuneration of the Board Directors and advise the Board accordingly.
- 7.3.12 The Committee shall convene at least four times a year, and may meet more if necessary
- 7.4 *Electoral Committee*
- 7.4.1 There shall be an Electoral Committee comprising:
- (a) the President (ex-officio), Chair
 - (b) the Honorary Treasurer (ex-officio), Deputy Chair
 - (c) the Immediate Past President (ex-officio)
 - (d) one non-Executive Director
 - (e) the Immediate Past Returning Officer
- Union staff in attendance (non-voting):
- (f) the Chief Executive Officer, or their appointee.
- 7.4.2 The Committee shall consider matters pertaining to the conduct of the USU's Annual Elections, and specifically any recommendations made in the report of the Immediate Past Returning Officer.
- 7.4.3 The Committee shall meet within the two months prior to the opening of nominations for Board, and again within the two months following the date of the election conducted each year, and at such other times as the Committee deems fit.
- 7.4.4 The Committee shall review the regulations pertaining to the USU's Elections and shall make recommendations to the Board accordingly.
- 7.5 *Awards Committee*
- 7.5.1 There shall be an Awards Committee comprising:
- (a) the President (ex-officio), or their appointee
 - (b) the Vice-President (ex-officio)
 - (c) the Chief Executive Officer, or their appointee
 - (d) the President of The University of Sydney Union Alumni & Friends Association, or their appointee
 - (e) one Senate Representative

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- (f) one External Representative, Chair
- (g) the Director of Student Programs, or their appointee

- 7.5.2 The Committee shall determine the allocation of the USU's prizes, being the Cultural Blue and Honorary Life Membership, and others as necessary.
- 7.5.3 The Committee shall ratify the recommendations made by other nominations panels, as necessary.
- 7.5.4 The Committee shall consider applications for new awards and the modification of existing awards and prizes, including terms and conditions, for approval.
- 7.5.5 The Committee, or its delegate, shall source funding for awards in the form of:
 - (a) Personal donations
 - (b) Industry donations
 - (c) Bequests
 - (d) USU Funding
- 7.5.6 The quorum for meetings of this Committee will be four voting members, including at least the President or Vice-President of the USU.
- 7.5.7 The Committee shall convene at least four times a year, and may meet more if necessary.

8. DEPARTMENTAL REVIEW COMMITTEES

8.1 Organisation and Leadership

- 8.1.1 The Departmental Review Committees shall be organised and run by the President and Vice President, and in conjunction with the Honorary Treasurer. The standard provisions governing conflict of interests shall apply for these Committees and all appointees.
- 8.1.2 Departmental Review Committees shall meet fortnightly, except during the long vacation.
- 8.1.3 Departmental Review Committees will be formed for the following USU Departments
 - (a) Commercial Services Department
 - (b) Facilities & IT Department
 - (c) Marketing Department
 - (d) Student Programs Department
 - (e) any other USU department, as deemed necessary by the Board.
- 8.1.4 Membership shall be flexible, however, the President, Vice President, CEO and department head *must* be a members. Board Directors and other Department heads may attend at their discretion.
- 8.1.5 No Departmental Review Committee meeting should exceed one hour in length.
- 8.1.6 Departmental Review Committees will be responsible for reviewing the department's Action Points in the Strategic Plan, but may undertake other projects at the discretion of the Board.

8.2 Reporting Structures

- 8.2.1 There will be no requirement for formal resolutions from the Departmental Review Committees, instead, the department head will be responsible for recording the action points and minutes of the meeting.
- 8.2.2 Department heads will be required to submit a monthly report to the Board that details the action points and initiatives out of that their Departmental Review Committee for the month.

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The Department head, or their appointee, will be responsible for minutes and other records of the meeting, and will submit these records to the Board Secretary no later than one week after the date the meeting.

- 8.2.3 The Executive should prepare a review of the Departmental Committees and their effectiveness at addressing the point of the Strategic Plan at the end of their term.

9. CONDUCT OF MEETINGS

- 9.1 Meetings of the Board and Committees shall be conducted in accordance with the Standing Orders as published in *A Guide to Procedures for Meetings of the University of Sydney Union*. The Board Secretary shall be responsible for ensuring that all Board Directors and Committee members receive a copy of the guide annually.

- 9.2 Minutes shall be kept of meetings of the Board, its Committees and all General Meetings of the USU.

- 9.3 If any meeting of the USU has not gained quorum within thirty minutes of the scheduled starting time, the Chair shall declare the meeting lapsed for the reason of lack of quorum.

- 9.4 Quorum for Board meetings shall be seven (7) Directors.

- 9.5 Quorum for all Committee meetings, except in the case of the Remuneration Committee, shall be five (5) of the Committee's voting members, or at least half of the USU Committee's members, whichever is the less, including at least one Director.

- 9.6 In the event that a Committee member has a complaint about another Committee member or Board Director, the Chair of their Committee shall resolve the issue. If the Chair is unable to resolve the problem, or is personally conflicted, the matter shall be passed to the Vice President. If the Vice President is similarly unable to resolve the issue or is personally conflicted, the matter shall be passed to the President.

10. ANNUAL POLICY CONFERENCE

10.1 Organisation and Leadership

Each year an annual policy conference shall be organized by the Vice President. The purpose of the policy conference will be to advise the Board on policy matters.

- 10.2 There shall be a plenary session at the policy conference, chaired by the President, which follows on from forum sessions. It will be open to all students.

11. WOMEN'S AND QUEER PORTFOLIOS

- 11.1 The Chair of the relevant portfolio and corresponding Convenor(s) may, whenever they deem necessary, organise an informal meeting open to all students pertaining to the portfolio, with the purpose of canvassing issues that arise from the portfolio itself, and may also choose to invite relevant Clubs and Societies to attend.

12. APPOINTMENT OF EDITORS, CONVENORS & COORDINATORS

- 12.1 Appointment by the Board*

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- 12.1.1 The Board may resolve to appoint members of the USU to hold office in particular positions, including as editors of student publications, coordinators of programs or convenors of activities.
- 12.1.2 The Board shall consider the recommendation of the relevant Selection Panel in making a decision as to such appointments.
- 12.1.3 In the event that the Board does not accept the recommendation of a Selection Panel, the Board may, at its sole discretion, require that the interviews be conducted again with a new Selection Panel, if the Board so wishes.
- 12.1.3 Termination of any such appointments by the USU shall be by special resolution of the Board followed by at least one week's notice. Termination of the appointment by the office holder shall be by at least one week's notice.
- 12.1.4 The Selection Panel shall develop a reserve list of unsuccessful applicants, which shall be referred to in the event of an appointee leaving their position. The next listed applicant shall be then offered a term of office, and so shall the list continue until the position has been filled.
- 12.1.5 In the event that the reserve list has been exhausted, the appointment of another USU member to office shall be at the discretion of the Vice President in consultation with the Director of Student Programs.

12.2 *Applications*

- 12.2.1 Opening and closing dates for applications for all positions shall be included in the schedule of meetings adopted by the Board and in the USU Diary.
- 12.2.2 Any applicant for a position must be a member of the USU at the time the appointment becomes effective. Membership status must be declared on the application form and verified by the relevant member of staff.
- 12.2.3 Only individual applications will be accepted unless otherwise stated.
- 12.2.4 If insufficient applications to fill the number of positions available have been received, applications shall be opened again for a period of two (2) weeks.

12.3 *Selection Process*

- 12.3.1 Applicants shall be interviewed by the relevant Selection Panel for the position, convened by the Chair with the support of the senior staff member on the panel.
- 12.3.5 All interviews shall be held *in camera*, and applications shall be treated in confidence.

13. DIRECTORS & COORDINATORS

13.1 *O-Week Directors*

- 13.1.1 The Board shall appoint up to two (2) O-Week Directors to coordinate the organisation of the USU's O-Week.
- 13.1.2 Individual or joint applications of two (2) persons shall be accepted.
- 13.1.3 The O-Week Directors shall report to the appropriate committee, as determined from time to time, or directly to the Board

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- 13.1.4 The Selection Panel shall comprise:
(a) the President
(b) the Honorary Secretary, Chair
(c) one non-executive first year Director
(d) the Director of Student Programs, or their appointee
(e) the Director of Human Resources Management or their appointee
- 13.2 *Verge (Arts Festival) Directors*
- 13.2.1 The Board shall appoint up to two (2) Verge (Arts Festival) Directors to coordinate the organisation of Verge, the USU's Arts Festival.
- 13.2.2 Individual or joint applications of two (2) persons shall be accepted.
- 13.2.3 The Verge (Arts Festival) Directors shall report to the appropriate committee, as determined from time to time, or directly to the Board
- 13.2.4 The Selection Panel shall comprise:
(a) the President
(b) the Honorary Secretary, Chair
(c) one non-executive first year Director
(d) the Director of Student Programs, or their appointee
(e) the Director of Human Resources Management or their appointee
- 13.4 *Director of Campus Culture*
- 13.4.1 The Board shall appoint two (2) Directors of Campus Culture annually who will coordinate the organisation of the USU's cultural and intellectual calendar, as per the position description.
- 13.4.2 The Director of Campus Culture shall report to the appropriate committee, as determined from time to time.
- 13.4.3 The Selection Panel shall comprise:
(a) the Honorary Secretary, Chair
(b) one non-executive first year Director
(c) the Director of Student Programs, or their appointee
(d) the Director of Human Resources Management or their appointee
- 13.5 *Director of Debates*
- 13.5.1 The Board shall appoint one (1) Director of Debates annually who will assist the Chair of the Debates Committee in coordinating the USU's Debates activities, as per the position description.
- 13.5.2 The Director of Debates shall report to the Debates Committee.
- 13.5.3 The Selection Panel shall comprise:
(a) the Vice President, Chair
(b) one non-executive first year Director
(c) the Director of Student Programs, or their appointee
(d) the Director of Human Resources Management or their appointee

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14. EDITORS

14.1 The Bull Student Editors

14.1.1 The Board shall appoint up to five (5) Student Editors, at least two of whom shall be female, to coordinate the production of the student pages in The Bull. The Student Editors will also assist in the production of The Diary and the USU web site and/or The Bull's affiliate web site.

14.1.2 The Selection Panel shall comprise:
(a) the Honorary Secretary, Chair
(b) the President
(c) the Publications and Art Services Manager or their appointee
(d) one Industry or Department of Media & Communications representative, or other external appointee as the Board sees fit.
(f) the Director of Human Resources Management or their appointee

14.1.3 The Selection Panel may, at its discretion, recommend the appointment a number of applicants to the position of Volunteer Interns.

14.2 Hermes Editors

14.2.1 The Board shall appoint up to four (4) Hermes Editors, at least half of whom shall be female, to coordinate the production of the USU's literary journal, Hermes. These shall be volunteer positions.

14.2.2 The Selection Panel shall comprise:
(a) the Honorary Secretary, Chair
(b) the President
(d) the Publications and Art Services Manager, or their appointee
(d) the Director of Human Resources Management or their appointee

14.3 Other Editors

14.3.1 The Board may appoint other editors for other publications, from time to time. Remuneration, if any, for any such positions shall be determined on a case by case basis.

14.3.2 The Selection Panel shall be determined as the need arises, but should consist of, at least:

- (a) One member of the Executive
- (b) One non-executive first year director
- (d) One member of the Marketing & Communications Staff
- (e) The Director of Human Resources Management or their appointee.

15. OTHER STUDENT LEADERSHIP POSITIONS

15. 1 *The Board may, at its complete discretion, from time to time choose to create Student Positions (such as Coordinators, Directorships, Internships, etc) and appoint suitable students appoint other Convenorships in addition to the existent portfolios. to assist with the development and management of additional community focused programs*

15.1.2 *The Selection Panel for these positions shall comprise:
(a) the Vice President, Chair
(b) one first year, non executive board director
(c) the Director of Student Programs, or their appointee
(d) The Director Of Human Resources Management, or their apointee*

15.1.3 *The payment and selection of any additional Convenor shall be consistent with the Regulation 16. s concerning existing Convenorships.*

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16. EVENT DIRECTOR, EDITOR AND CONVENOR PAYMENTS

16.1 *Amendments*

The following is a list of all Student Leadership roles that shall be remunerated and set by Board. The stated amounts may be amended as necessary by subsequent Boards and take effect from January of the following year where amendment is made.

16.2 *Schedule of Payments*

Verge Festival (x2 Directors) O-Week (x2 Directors)	\$4,000
Director of Debates	\$4,000
Director of Campus Culture	\$3,000
Student Editors	\$3,000
Student Event Coordinators/Interns	\$1,000

To be determined on
a case by case basis.

16.3 *Classification of Payment Categories*

16.3.1 USU Event Director shall be classified as follows:

- (a) essential core activity, the holding of which is necessary in the USU calendar with the event budget in excess of \$50,000
- (b) responsible for the creation and development of multiple events within one program in a highly focussed period.

16.3.3 USU Editor shall be classified as follows:

- (a) official Board magazine and communication medium
- (b) the Student Editors of, Hermes, The Bull, the Diary, the USU website any any other publications as the Board sees fit.

16.3.4 USU Student Event Coordinator shall be classified as follows:

- (a) is responsible for co-ordinating the activities of the Program over the course of a calendar year
- (b) acts in conjunction with staff and Board Directors to communicate and convene meetings with the Program community as appropriate.

16.4 *Roles and Responsibilities*

The roles and responsibilities of each convenor shall be included in the position descriptions that are to be set from time to time by the recommendation of the Vice President and approved by Board.

16.4.1 In the event of a conflict or dispute between any of the convenors, staff or members of the USU, then the President shall be the initial point of contact.

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17. ELECTIONS

17.1 Dates and Notice

17.1.1 The Board shall, subject to clause 10.2 (a) of the Constitution, determine the dates and times for receiving nominations and holding elections.

17.1.2 In the case of each annual election, the Chief Executive Officer shall, at least eight weeks before the date or dates of the election, post a notice advertising the election by:

- (a) stating the day on which nominations open, which shall be at least six weeks before the day or days of the elections
- (b) stating the day and time on which nominations close, which shall be at least five weeks before the day or days of the elections and not less than seven days after nominations open
- (c) stating the day or days of the election
- (d) drawing members' attention to the availability of absentee voting facilities.

17.2 Electoral Committee

The Electoral Committee of the USU shall not meet in the period after nominations open and before the declaration of results.

17.3 Eligibility

17.3 .1 All current members of the USU except those who hold Honorary Membership or Associate Membership are eligible to nominate for election.

17.3 .2 All current members of the USU, including Associate Members but excepting those who only hold honorary memberships are eligible to vote in the election.

17.4 Duty Statements

The Chief Executive Officer shall ensure that all candidates for election receive a copy of the Duty Statements for Board Directors upon submission of their nomination for election by the membership.

17.5 Candidates for Election

17.5.1 All candidates for the USU Board elections shall be required to resign from paid USU positions before the close of nominations.

- 17.5.2 (a) Each candidate for election must submit a nomination form authorised by at least ten nominators who are members of the USU, provided that no members may nominate more candidates for election than there are positions to be filled at that election. This form must also contain a statement of willingness to stand for election signed by that candidate and a recent, passport-style photograph of the candidate.
- (b) Nomination forms may contain information regarding positions held in various organisations. This information must specify the candidate's position in the

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organisation and the period in which the position was held. Candidates must supply a statutory declaration to affirm the validity of the information provided.

- (c) Candidates must also sign and submit statutory declarations affirming that:
 - (i) they will attend compulsory training sessions as proscribed by the Board from time to time;
 - (ii) they have read and will comply with the USU's Regulations;
 - (iii) they have read and will comply with the Duty Statements for Board Directors in the event that they are elected to Board.

- (d) Positions on all ballots for USU Elections shall be determined by lot.

17.5.3 The names of all candidates for election shall be exhibited on the USU notice boards maintained in accordance with clause 15.1 (g) of the Constitution for a period of not less than fourteen days preceding the election.

17.6 *Polling/pre-polling*

17.6.1 On the day or days of the election for the Board of Directors, polling shall be open at the University between, at least, the hours of 9.00 am and 7.30 pm and between such other hours and at such polling places as the Board may direct.

17.6.2 The Chief Executive Officer may provide for pre-poll voting, on the day preceding the first day of the election and voting procedures shall follow those for voting on the day or days of the election.

17.6.3 In exceptional circumstances the Returning Officer, in conjunction with the Chief Executive Officer, may provide for pre-polling to take place more than one day, but not more than one week, earlier than the first day of the election. Voting procedures shall follow those for voting on the day or days of the election.

17.7 *Voting in Person on Polling Day*

17.7.1 The officer in charge of a polling place shall ensure that only eligible people are allowed to proceed to cast a vote.

17.7.2 Votes shall be cast in a manner determined by the Committee, saving that

- (i) Only eligible members may vote
- (ii) No person may vote more than once in any election
- (iii) No vote shall be cast unless the voter is able to present identification shall be a current Access Card. In the case of Associate Members the only acceptable form of photo identification shall be a current University of Sydney Student Card.

17.8 *Absentee Voting*

- (a) A member who is eligible to vote may make an absentee vote at the place and times proscribed by the Electoral Committee. Absentee voting shall not be available more than 7 working days before the election or after 4.00pm on the day before the election. Voting procedures shall follow those for voting on the day or days of the election.

17.9 *The Count*

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- 17.9.1 (a) On the closing of the poll, the Returning Officer shall proceed to count the votes.
(b) If in an election there are equal votes cast for two or more candidates the Returning Officer shall immediately draw lots to determine, from among those candidates whose votes were equal, a sufficient number to complete the new Board.
(c) Once the vote has been counted the RO shall announce in such a public space as determined by the Committee the results of the election and make a *Declaration of the Provisional Results*. Furthermore the results shall be emailed to all candidates and posted on the USU Notice Boards and on the USU Website.
- 17.9.2 (a) Each candidate for election may nominate a scrutineer by informing the Returning Officer in writing. There shall only be one scrutineer per candidate in the tally room at any time.
(b) No candidate for election may be appointed scrutineer and shall not be present in the tally room at any time.
- 17.10 *Roles of Returning Officer/Electoral Arbiter*
- 17.10.1 (a) The Electoral Committee shall make a recommendation to the Board of a person to act as Returning Officer. Prior to the opening of nominations, the Board shall appoint a suitable person to act as Returning Officer. The Returning Officer shall be charged with the conduct of the election, and any referenda process, and may appoint such assistant officers as may be deemed necessary. Neither the Returning Officer nor their assistant officer(s) may be a candidate for election and shall not nominate a candidate for election.
(b) The Returning Officer shall be paid such remuneration as the Board may from time to time prescribe.
(c) The Board may appoint a reserve Returning Officer who shall assume the duties of the Returning Officer in the event that the Returning Officer becomes incapacitated or is otherwise unable to fulfil his/her role.
(d) The Returning Officer shall hold office from the time of appointment until such time as all appeals arising out of the election have been determined.
- 17.10.2 (a) The Board shall appoint an Electoral Arbiter not being a candidate for election who shall be a barrister or solicitor of the Supreme Court of New South Wales or a judge or magistrate.
(b) The Electoral Arbiter shall hold office from the time of appointment until such time as all appeals arising out of the election have been determined.
(c) The Board may appoint a reserve Electoral Arbiter who shall assume the duties of the Electoral Arbiter in the event that the Electoral Arbiter becomes incapacitated or is otherwise unable to fulfil his/her role.
- 17.10.3 Notwithstanding Regulations 17.11, 17.12, and 17.13, the Returning Officer and the Electoral Arbiter shall apply these Regulations having regard to whether or not they consider that a candidate sought unfairly to influence the result of the ballot, or that candidates were unfairly prejudiced, or that voters were unfairly influenced by the forbidden practice found to have occurred.
(a) In the event that these regulations are contravened and a cost is incurred, if the Returning Officer is satisfied on the balance of probabilities that a candidate is responsible, the candidate(s) shall be responsible for any costs incurred.

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- (b) A Returning Officer, on their own motion or on receipt of a complaint, may require any member to come before them to submit to questioning.
- (c) It shall be a defence to an allegation of a breach of these regulations if the candidate is able to prove that he or she did not know and / or could not be reasonably expected to know that agents acting on his / her behalf were acting contrary to the Regulations.

17.11

Forbidden Practices

17.11.1

The following shall constitute forbidden practices in an election:

- (a) Campaigning of any sort or the soliciting of votes before the date determined by the Electoral Committee.
- (b) The canvassing of votes within an area of up to three metres around the polling place, to be marked by the polling clerk.
- (c) The recording of a vote to which a person is not entitled.
- (d) Voting more than once in an election.
- (e) The distribution of any publication which in any way comments on the election and which does not carry on it the name and Access Card Number of the member of the USU who authorises it and takes responsibility for its contents.
- (f) Intentionally making any statement which is materially false in relation to any candidate, the USU, the USU Staff or the Election.
- (g) Causing damage or defacement to any public or private property inside or outside the University for the promotion of any candidate(s) in any election of USU. For the purpose of this section, damage or defacement includes, but is not limited to: stickers, posters, chalking and paint that cannot be removed with water, that is on the inside or outside of buildings, steps, handrails, footpaths, trees, poles, bins, signs or on any part of the University and/or the USU and its surrounds not specifically set aside for such purposes.
- (h) Chalking in any USU grounds. This includes balconies, pathways, courtyards, walls and any other surfaces within the USU confines.
- (i) Contravening the University's or USU's policy on Advertising on Campus.
- (j) Using any form of campaign material which contains an adhesive that is designed to secure the material to any surface except where such usage is allowed under the University and USU Regulations and Policies.
- (k) The distribution by a candidate, or person(s) associated with a candidate's campaign, of anything except campaign leaflets and how to vote cards on the day(s) of election. This provision does not apply to the distribution of any matter by electoral officials.
- (l) Bribery, whether direct or indirect and whether before or after an election, by or on behalf of a candidate, or agent of a candidate, of another candidate, voter(s) or electoral official. For the purposes of this Regulation, bribery shall include the giving, procuring, promising, offering or endeavouring to give, procure, promise, or offer money, employment, position or material resources in exchange for preferential treatment or to induce a voter to vote or to refrain from voting or to vote in a particular

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way and includes any threat or intimidation with a view to inducing preferential conduct and/or to induce a voter to vote or refrain from voting or to vote in a particular way.

- (m) The use of any USU resource in the campaign for any candidate. This includes, but is not limited to, staple guns, photocopiers, paper, telephones, faxes, computers and emails.
- (n) A candidate incurring, or causing to be incurred, expenditure exceeding the amount as determined annually by the Electoral Committee for any purpose in connection with the election or incurring, or causing to be incurred, expenditure on goods or ways other than those proscribed by the committee from time to time. The Returning Officer shall inform candidates by the date of the close of nominations of the amount for that year and any proscriptions on spending.
 - (i) Candidates must include all donations, contributions and gifts to them (except labour) as expenditure by them.
 - (ii) Donations, contributions and gifts are to be valued at their market value.
 - (iii) All Candidates will submit to the Returning Officer a tally of expenses and a copy of receipts 48 hours prior to the opening of the Poll. The submission shall include a statutory declaration confirming that the submission reflects a true and accurate reflection of the total spent thus far.
 - (iv) All candidates shall provide evidence to the Returning Officer within 24 hours of the close of polls that the total expenditure that the candidate incurred, or caused to be incurred, did not exceed the relevant limits under this section.
 - (iv) Expenditure will be valued in accordance with receipts produced by the person except in the event that, in the Returning Officer's opinion, the receipted costs are unreasonable.
- (o) A person shall not engage in any dishonest practice in relation to an election.
- (p) A person shall not, in relation to an election, print, publish or distribute, or cause, permit or authorise to be printed, published or distributed, any matter or thing containing a statement:
 - (i) that is untrue; or
 - (ii) that is, or is likely to be, misleading or deceptive; or
 - (iii) that is discriminatory on the grounds of sex, sexuality, race and ethnicity, or disability.
 - (iv) It shall be a defence to an allegation of breach of this subsection if the person proves that she or he did not know and could not reasonably be expected to have known that the matter or thing contained a statement of the kind referred to in subparagraphs (i) and (ii) above.

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- (q) It is a breach of the Regulations to falsify evidence of campaign-related expenditure. Candidates who are found to have falsified evidence of campaign-related expenditure will be we automatically excluded from the election.

17.11.2 People other than USU members, university staff and students enrolled at the University of Sydney may not campaign for and on behalf of candidates.

17.12 Complaints to the Returning Office Up Until the Close of Polling

17.12.1 Full Members and Life Members may lodge a complaint if they believe a breach of the electoral Regulations has occurred; however the Returning Officer may investigate any aspect of the electoral process without having received a formal complaint.

17.12.2 Complaints shall be addressed to the Returning Officer.

17.12.3 Complaints must be lodged in writing.

17.12.4 The Returning Officer shall deal with all complaints in a timely manner which shall be no later than 5 working days from the receipt of the complaint.

17.12.5 The onus of proof lies with the complainant and all supporting material concerning the complaint must also be lodged at the time that the complaint is lodged.

17.12.6 Where the Returning Officer is of the opinion that, on the balance of probabilities, a breach of the Regulations, by a candidate, or by an agent of a candidate or on behalf of a candidate has occurred, they may take all or any of the following courses of action, namely:

- (i) remedy the matter
- (ii) dismiss the matter
- (iii) exclude any candidate or candidates from the ballot, or
- (iv) disqualify any candidate or candidates irrespective of whether the ballot has been held or the votes already counted.

17.13 Complaints After The Counting of the Vote

17.13.1 Candidates may appeal against the Provisional Results by making a written submission, giving details of the grounds for the complaint, to the RO within 24 hours of the Declaration of the Provisional Results, in accordance with 17.9.1 (c).

17.13.2 The onus of proof lies with the complainant and all supporting material concerning the complaint must also be lodged at the time that the appeal is lodged. No supporting documentation will be received by the RO after the expiry of the 24 hour period.

17.13.3 The Returning Officer shall deal with all complaints in a timely manner which shall be no later than 5 working days from the receipt of the complaint.

17.13.4 Where the Returning Officer is of the opinion that, on the balance of probabilities, a breach of the Regulations, by a candidate, or by an agent of a candidate or on behalf of a candidate has occurred, they may take all or any of the following courses of action, namely:

- (i) remedy the matter

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- (ii) dismiss the matter
- (iii) exclude any candidate or candidates from the ballot, or
- (iv) disqualify any candidate or candidates irrespective of whether the ballot has been held or the votes already counted.

- 17.13.5 The election result shall be deemed formally and finally declared upon;
- (a) the expiration of 24 hours after the Declaration of the Provisional Results where ;
 - (i) the Returning Officer is satisfied that no breaches of these Regulations has occurred ;and
 - (ii) no further complaint or appeal has been lodged; or
 - (b) upon the conclusion of any investigation conducted by the Returning Officer or determination of any appeal by the Legal Arbiter

17.13.6 No complaints may be lodged later than 24 hours after the Declaration of Provisional Results.

17.14 Appeals Made to The Electoral Arbiter

17.14.1 Any candidate may appeal to the Electoral Arbiter against any decision made by the Returning Officer against that candidate.

17.14.2 Appeals to the Electoral Arbiter shall be made in writing, directed to the CEO of the University of Sydney Union and must be lodged within 24 hours of the Returning Officer's Ruling.

17.14.3 The onus of proof lies with the complainant and all supporting material concerning the complaint must also be lodged at the time that the appeal is lodged.

17.14.4 The Electoral Arbiter shall have the same powers as the Returning Officer as under Regulation 17.12.6.

17.14.5 The Electoral Arbiter shall act by way of a hearing according to his/her own discretion.

17.14.6 The Electoral Arbiter shall make a determination in a timely manner, which shall be no longer than 14 calendar days from the date of the lodgement of the complaint with the Chief Executive Officer.

17.14.7 The decision of the Electoral Arbiter shall be final.

17.15 Regulation Changes

Any change to the Regulations governing elections made after the opening of nominations in any year shall take effect only after the elections held in that year

18. USE OF USU PREMISES

18.1 The Cellar Theatre: The University of Sydney Union Students' Performance Space

18.1.1 The theatre beneath the Holme Building, facing Science Road, commonly known as THE CELLAR shall be officially titled THE CELLAR THEATRE: THE UNIVERSITY OF SYDNEY UNION STUDENTS' PERFORMANCE SPACE. There shall be a sign displaying this name, with the ADDENDUM "HOME OF SUDS – AUSTRALIA'S OLDEST CONTINUOUS THEATRE COMPANY."

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- 18.1.2 The Cellar Theatre: The University of Sydney Union Students' Performance Space, shall be available to SUDS throughout the year for the purposes of auditions, productions, workshops, rehearsals, meetings and guest speakers.
- 18.1.3 The use of The Cellar is based on the concept of mutual responsibility. The University of Sydney Union Facilities Department shall be responsible for the maintenance and safety of The Cellar Theatre in terms of hygiene, drainage and safety requirements; whilst the user, as outlined in THE CELLAR THEATRE: THE UNIVERSITY OF SYDNEY UNION STUDENTS' PERFORMANCE SPACE USAGE AGREEMENT document, will abide by any staff directions in terms of health and safety issues.
- 18.1.4 An annual safety inspection of the space will be conducted by a representative of the USU Facilities Department. This shall include the checking and testing of:
- (a) All lanterns and their power cords, including earth continuity
 - (b) All power cords, including earth continuity
 - (c) Light dimmers
 - (d) All racks Outlets, including earth continuity
 - (e) Sound equipment
 - (f) General power outlets
 - (g) Drainage
 - (h) Wall and ceiling lamps - including illuminated exit signs
 - (i) Fire equipment
 - (j) Crash doors
 - (k) All essential services
- The University of Sydney Union will notify the SUDS Executive of the time and date of the annual inspection two weeks in advance of the inspection being carried out. Further, the University of Sydney Union will invite the SUDS President (or representative) to be present at the inspection and will provide the SUDS Executive with a written report detailing the results of the inspection no later than two weeks after the conclusion of the inspection.
- 18.1.5 Any safety or maintenance problems occurring throughout the year shall be reported immediately to the Programs Manager in Student Programs Department.
- 18.1.6 Subject to Board approval, the upkeep of USU-owned equipment in The Cellar shall be maintained through R&M budgets. Funding for the replacement of consumables - such as light bulbs and gels - may be applied for through the C&S Committee.
- 18.1.7 The space is to be maintained as a dedicated space for student theatrical and performance activities. The following is to be understood:
- (a) Access to The Cellar shall comply with the objectives laid down in the Constitution, Regulations and policies of The University of Sydney Union (particularly, in this context, article 3.1 (b) of the USU Constitution, "to work towards creating an environment free from all forms of discrimination and harassment", and ACT5/00 of the USU's Policy Document, which prohibits "any performance or activity on USU premises that demeans or degrades USU members on the basis of their gender, sexuality, ethnicity or religion.");
 - (b) Any current member of the USU may join SUDS and make a proposal for the use of the space. Such usage shall be determined by general meetings of SUDS, at which all SUDS members have equal voting rights;
 - (c) As a condition of their on-going occupation of The Cellar, SUDS shall advertise its 4 "wild card slots" in *The Bull* and via Clubs and Societies notices, so as to announce The Cellar Theatre: The University of Sydney USU Students' Performance Space's availability to other clubs and societies and groups of USU members not being members of SUDS wishing to produce performance pieces. Should there be no person or persons wishing to take advantage of these wild card slots, the use of The Cellar during that time will revert to SUDS. Proposals for wild card slots shall be made at a SUDS general meeting. Members of SUDS and the proposing society shall have equal voting rights. SUDS shall fund the wild card slot for publicity and production costs to an amount determined by the SUDS. Profits from any wild card slot shall be shared equally between SUDS and the other society. The aim of the wild card slot shall remain the broadening of the artistic content in the Cellar Theatre: The University of Sydney University Union Students' Performance Space's program.

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19. ADMINISTRATION

19.1 Access to records

19.1.1 All records of the USU shall be open for inspection by any Board Director after reasonable notice has been given to the Chief Executive Officer with the exception of contracts and staffing information relating to staff other than the Chief Executive Officer.

19.1.2 The Board may, in exceptional circumstances, resolve to grant access to Board Directors to any record deemed an exception in 17.1.1.

19.1.3 If any expenditure authorised by the Board is not incurred within six months from the date of authorisation, unless part of the Budget, the authorisation shall lapse.

19.1.4 Except by permission of the Board, no credit shall be given to members of the USU, nor shall any money be lent by the USU or its employees to any member.

19.2 Auditors

19.2.1 Auditors shall be appointed/re-appointed by the Board at a meeting of the Board prior to the Annual General Meeting with the terms and conditions of appointment/re-appointment to be then determined.

19.2.2 The appointment/re-appointment shall be confirmed at the Annual General Meeting with the proviso that in the absence of quorum the Board's recommendation shall stand.

19.2.3 The Board shall not appoint/re-appoint a person or firm as Auditor of The USU unless that person or firm has, prior to the appointment, confirmed the terms and conditions of appointment/re-appointment to act as Auditor, by notice in writing to The USU.

19.2.4 The Auditors shall be required to submit a comprehensive written report to the Board following the completion of the Annual Accounts.

19.3 Extraordinary Funding

19.3.1 The USU may provide additional funding or alternate forms of funding, or loans, to groups or individuals affiliated with the USU. Any such application for additional funding must satisfy the following conditions:

- (a) The submission clearly falls outside the standing funding sources, or an extension to funding caps is deemed to be necessary
- (b) The submission has confirmed other sources of funding
- (c) The applicants have consulted with relevant USU staff
- (d) The Board approves the submission by special resolution.

19.3.2 All applications for extraordinary funding are to be directed to the Vice President no later than a week prior to a meeting of the Board.

20. LIFE MEMBERSHIP

20.1 (a) As of 1 January 2006 no person shall be eligible to be conferred with Life Membership of the USU.

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- (b) Persons who were life members as at 1 January 2006 shall continue to be recognised as Life Members of the USU, and shall remain eligible to vote in USU elections and access whatever benefits the Board may from time to time determine.

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APPENDIX 1

DUTY STATEMENTS FOR BOARD DIRECTORS

The Duty Statements for Board Directors form part of the Regulations of the University of Sydney Union.

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DUTY STATEMENTS OF NON-EXECUTIVE AND EXECUTIVE DIRECTORS

1.

DIRECTORS

- (a) Directors shall comply with their roles and responsibilities as prescribed by law and as outlined in the Institute of Company Directors Publication "*Duties and Responsibilities of Company Directors*" viz:
 - (i) Fiduciary duty to the USU and its members
 - (ii) Duty of care and diligence
 - (iii) Abuse of corporate opportunity
 - (iv) Improper use of information
 - (v) Personal liability.
- (b) Directors shall act in accordance with the Constitution, Regulations and Duty Statements.
- (c) Directors shall:
 - (i) show respect and courtesy for other members of the Board, members of the USU and staff
 - (ii) not allow personal preferences or differences to impede their work as Directors
 - (iii) not give directions to staff members to place them in a position that asks them to disregard directions from their supervisors.
- (d) Directors shall attend:
 - (i) annual and mid-year budget sessions
 - (ii) Board meetings
 - (iii) the Annual General Meeting
 - (iv) Committees of which they are members, and other meetings and appointments at which their presence is required
 - (v) the annual induction for Directors
 - (vi) all interviews as stipulated in the Regulations
 - (vii) any Board Directors Training sessions that may arise provided four weeks notice is given of the session.
- (e) Directors shall review the Constitution and Regulations on an on-going basis, and where necessary, in consultation with Committee members.
- (f) Directors shall:
 - (i) accurately and without distortion represent Board policy on any issue
 - (ii) communicate with and consult the President over the Board agenda
 - (iii) communicate regularly with the Chief Executive Officer and relevant Department Heads in order to understand the operational implications of proposed policies
 - (iv) participate annually in at least one tour of campuses and clinical sites conducted by the USU.
- (g) Directors shall not breach *camera*.
- (h) Directors shall declare all conflicts of interest.
- (i) Directors shall not claim expenses in excess of their entitlement for any one year.
- (j) Directors shall:
 - (i) seek to inform USU members and the broader community of the detrimental effect voluntary student unionism (VSU) in all its forms would have on the USU and all other student organisations
 - (ii) campaign against VSU in all its forms during State or Federal elections if it arises as an issue
 - (iii) work with other student organisations to fight VSU in all its forms on a campus, state and national level.
- (k) Directors, on completing their term of Office, shall return any property of the USU such as keys, files, phones or other equipment that may be in their possession.

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2. PRESIDENT

- (a) The President shall act in accordance with 8.2 of the Constitution.
- (b) The President, in consultation with the Chief Executive Officer, shall set the Board and Executive agenda.
- (c) The President shall attend:
 - (i) meetings of the Board, the Board Executive, and other meetings as required
 - (ii) the annual ACUMA conference
 - (iv) meetings of Wentworth Annexe Limited
 - (v) meetings of the USU Alumni and Friends Council
 - (vi) Pre-Senate meetings
 - (vii) meetings of the University Senate as required.
- (d) The President shall prepare a report for monthly Board meetings on matters of relevance to his/her report.
- (e) The President shall:
 - (i) be familiar with the basic rules of meeting procedure
 - (ii) with the Honorary Treasurer, meet with the audit partner as soon as is practicable after the election of the said President and Honorary Treasurer
 - (iii) have at least six consultation hours per week either in the President's Office or in public locations within the Holme, Wentworth or Manning buildings.
 - (iv) meet periodically with the Patron of the USU, and with representatives from the University, including the Vice-Chancellor and Registrar
 - (vi) meet periodically with the President or senior representative of the following organisations: Students' Representative Council, Sydney University Postgraduate Representative Association and Sydney University Sport and Fitness.
 - (vii) organise and facilitate Board Directors Training.
- (f) At the commencement of the term of the new President, the outgoing President shall induct the new President. This shall include:
 - (i) A formal meeting with the USU's Chief Executive Officer
 - (ii) Furnishing the new President with copies of annual and mid-year budgets, annual performance plans, information about the Chief Executive Officer review process and other important material
 - (iii) Furnishing the new President with all documents relevant to matters topical at the time
 - (iv) Furnishing the new President with copies of all correspondence for the past year per the Correspondence File as well as important memoranda
 - (v) Identifying policies adopted by Board that the new President should specially oversee to ensure their implementation
 - (vi) Identifying processes of which the new President should be aware, such as agenda setting, cheque signing and expense reimbursement.
- (g) The President shall table at the ordinary December and June Board meetings a list of total expenses claimed by each Director.
- (h) The President shall, where the Director of Student Publications is unable or in need of clarification, inspect USU publications.
- (i) The President shall sign cheques when called to do so.

3. VICE PRESIDENT

- (a) The Vice President shall act in accordance with 8.3 of the Constitution.
- (b) The Vice President shall attend:
 - (i) meetings of the Board, the Board Executive, and other meetings as required
 - (ii) Student Experience Committee meetings

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- (c) The Vice President shall prepare a report for monthly Board meetings on matters of relevance to his or her report.
- (d) The Vice President shall:
 - (i) monitor the activities of Committee Chairs and assist Committee Chairs in fulfilling their role
 - (ii) prepare a written report to the ordinary December and June Board meetings that shall, on matters of fact and not opinion, comment on the performance of Committee Chairs for the preceding six month period
 - (iii) with the assistance of the Committee Secretaries, co-ordinate the scheduling and notice of Committee meetings
 - (iv) co-ordinate the Committee induction process
 - (v) organise a comprehensive exit review of Committee members at the completion of the academic year and report to the Board on the feedback received. Further, the Vice President shall attempt to be available for involvement in the following year's review.
- (e) The Vice President, in conjunction with the other members of the Board Executive and where the Director of Student Publications is unable or in need of clarification inspect USU publications.
- (f) The Vice President shall sign cheques when called to do so.

4. HONORARY TREASURER

- (a) The Honorary Treasurer shall act in accordance with 8.4 of the Constitution.
- (b) The Honorary Treasurer shall:
 - (i) facilitate the Board's understanding of the financial performance and position of the USU by preparing a report for monthly Board meetings.
 - (ii) liaise weekly with the Director of Finance and Business Systems
 - (iii) with the President, meet with the audit partner as soon as is practicable after the election of the said President and Honorary Treasurer.
- (c) The Honorary Treasurer shall attend:
 - (i) meetings of the Board, the Board Executive, and other meetings as required
 - (ii) Specialist Committee meetings.
- (d) The Honorary Treasurer, in conjunction with the other members of the Board Executive, shall inspect USU publications if called to do so, or as empowered by USU policy.
- (e) The Honorary Treasurer shall sign cheques when called to do so.

5. HONORARY SECRETARY

- (a) The Honorary Secretary shall act in accordance with 8.5 of the Constitution.
- (b) The Honorary Secretary shall attend:
 - (i) meetings of the Board Executive
 - (ii) student forum meetings and working parties.
- (c) The Honorary Secretary shall prepare a report for monthly Board meetings on matters of relevance to his/her report.
- (d) The Honorary Secretary shall hold the office of 'Director of Student Publications' and take on the title, duties, responsibilities and powers of the position.
- (e) The Honorary Secretary shall manage and oversee the running of the Student Forums including the convenors associated with that role.
- (f) The Honorary Secretary shall oversee the USU's public issues programs including internal events as well as developing and maintaining any strategic partnerships with third-parties that may arise from time to time.

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- (g) The Honorary Secretary shall oversee the co-ordination of the USU Annual Dinner and Other USU public events.
- (h) The Honorary Secretary shall be responsible for the taking of minutes at meetings in the absence of the Board or Committee Secretary.
- (i) The Honorary Secretary shall sign cheques when called to do so.

6. COMMITTEE CHAIRS AND DEPUTY CHAIRS

- (a) Committee Chairs and Deputy Chairs shall:
 - (i) be familiar with the basic rules of meeting procedure
 - (ii) outline a meeting schedule for their Committee at the beginning of each Semester
 - (iii) prepare a detailed and appropriate Committee agenda for each Committee meeting that he or she Chairs. This shall be sent out with the 'notice of Committee meeting'. In the event that extenuating circumstances prevent this, responsibility for agenda preparation and timely distribution shall be passed to other elected Director(s) to the Committee in question, and then to the Vice President
 - (iv) consult the Vice President, other elected Director(s) to the Committee in question as well as its ordinary members when setting Committee agendas
 - (v) maintain regular contact with all Committee members
 - (vi) at each Committee meeting, inform the Committee as to whether or not resolutions of the previous Committee meeting were adopted by the Board, and provide adequate reasoning thereto
 - (vii) report to Board on the Committee's current activities if requested and draw relevant matters to the Board's attention
 - (viii) inspect minutes of Committee meetings prior to their distribution with the next 'notice of Committee meeting'
 - (ix) where appropriate, be responsible for the running of working parties. At the conclusion of the working party's activities, the Chair shall produce a written report to the Committee concerned outlining the findings and recommendations of the working party
 - (x) where appropriate, be responsible for convening Selection Panels. The Chair shall consult the appropriate staff member in arranging a time for the Selection Panel to meet and shall contact Committee members to request and confirm their participation, as necessary
 - (xi) record and inform members of the financial position of the Committee
 - (xii) the Deputy Chair shall deputise accordingly to the Chair.

7. PORTFOLIO HOLDERS

- (a) The Holder of a Portfolio shall:
 - (i) be familiar with meeting procedure
 - (ii) organise and chair the required forums for their portfolio in conjunction with the relevant convenor
 - (iii) prepare a detailed and accurate agenda in conjunction with the Vice President and relevant convenor
 - (iv) be available to talk to students on issues relevant to their portfolio in between forums
 - (v) be in regular contact with the relevant convenor, USU and University staff
 - (vi) report to Board on current issues within their portfolio when required and draw relevant matters to Board's attention
 - (vii) where appropriate, be responsible for the running of working parties
 - (viii) where appropriate, be responsible for convening Selection Panels
 - (ix) where relevant, speak at the opening of events on behalf of the USU.

8. DIRECTOR OF STUDENT PUBLICATIONS

- a) The Directors of Student Publications (DSP) shall be the Honorary Secretary. In the event that the Honorary Secretary is male, a second DSP shall be appointed, and shall be the Chair of the Women's Portfolio.

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- b) The DSP(s) shall be responsible for the appointment of the Student Editors of the Union Recorder and Hermes.
- c) The DSP(s) shall check and sign each completed USU publication.
- d) The DSP(s) will check all USU and joint USU publications for defamatory material breaches of copyright and any other material that in the opinion of the DSP(s), in any way contravenes the Constitution, Regulations, or Policies of the USU.
- e) In the event of a dispute between any parties in the process, the matter shall be referred to the Board Executive for final arbitration.
- f) The DSP(s) shall ensure that there is no comment on USU Elections, candidates or their policies in any issue of The Bull between the close of nominations and the declaration of the results of the election.