



CONSTITUTION

Charles Sturt Campus Services Limited

Australian Company Number (ACN) - 063 446 864

The Corporations Act 2001 (as amended)

The Australian Charities and Not-for-profits Commission Act 2012 (as amended)

A company limited by guarantee

Incorporated in New South Wales

PREAMBLE

1.
 - a) The name of the Company (hereinafter called “the Company”) is “Charles Sturt Campus Services Ltd”.
 - b) The Company is limited by guarantee and the registered office of the Company will be situated at Wagga Wagga in the State of New South Wales or at such other place in the said State as the Board of Directors of the Company may from time to time determine.
2. The objects for which the Company is established are:
 - a) to provide facility and administrative related support services to the Charles Sturt University (“the University”) and other entities as approved by the Board of Directors, which relate to normal support services required by and applicable to a University. The services referred to may include but shall not be restricted to cleaning, janitorial, security, waste disposal, transport, housekeeping and maintenance, catering and conference or events facilitation; and
 - b) to do all such things including the employment of staff, entering of contracts and acquisition or lease of supplies and equipment as are incidental or conducive to the attainment of the above objects.
3. The Company shall not distribute to its Members by way of dividend or otherwise any of the assets or income of the Company.
4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he/she is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he/she ceases to be a member and for the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding \$20.00.
6. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to the University.
7. The Company may contribute to the Charles Sturt University Foundation Trust (“The Foundation”) any amount it deems suitable by way of scholarship or other initiative to support the furtherance of teaching, scholarship and research.
8. Any surplus or retained earnings of the Company can be held in reserves to meet the liabilities of the Company.

GENERAL

9. Interpretation: In this Constitution the following words and expressions shall have the following meanings:
 - a) “**The Law**” means the Corporations Act 2001.
 - b) “**Month**” means calendar month.
 - c) “**The Company**” means Charles Sturt Campus Services Ltd.
 - d) “**The Board**” means the Board of Directors of the Company.
 - e) “**The Vice-Chancellor**” means any person appointed as Vice-Chancellor of the University.

- f) **"The Secretary"** means any person appointed to perform the duties of Secretary for the Company for the time being.
- g) **"The University"** means Charles Sturt University.
- h) **"The Council"** means the Council of the Charles Sturt University.
- i) **"In writing"** and **"written"** includes printing, lithography, photography and typewriting and all other modes of representing or reproducing words in visible form.
- j) **"Seal"** means the Common Seal of the Company.
- k) **"Notice"** includes all written communications to members.

10. In this Constitution:

- a) Capitalised terms, not otherwise defined, refer to terms appearing in the Act.
- b) Words denoting any gender include all genders.
- c) Headings are for convenience only and do not affect interpretation.
- d) A reference to legislation includes any change to, consolidation or replacement of it, whether passed by the same or another Governmental Agency with legal power to do so, and any delegated legislation or proclamation issued under it.

COMMENCEMENT OF BUSINESS

- 11. The business of the Company may be commenced as soon as convenient after the incorporation thereof.
- 12. For the purpose of registration the number of members of the Company is declared to be five (5) but the Company may from time to time register an increase of members.
- 13. The members of the Company shall consist of the signatories to the Memorandum of Association and such other persons as may from time to time be nominated as members of the Company by the Council and who agree in writing to become members. No persons shall be eligible for membership of the Company unless he/she is a member of the Council.
- 14. Any member may withdraw from the Company by giving at least three (3) calendar months' notice in writing to the Secretary. Membership of the Company will cease upon that member ceasing to be a member of the Council.
- 15. The membership of any member may be terminated by the Council at any time by notice in writing to the member and the Company under the hand of the Secretary of the said Council or some other person authorised for that purpose by the said Council.

DIRECTORS OF THE COMPANY

- 16. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company, and may exercise all such powers of the Company as are not by the Law, or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these Articles, to the provision of the Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting; shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

17. The Board shall consist of not less than three (3) nor more than six (6) members. The Directors shall comprise:
 - a) the University's Chief Financial Officer;
 - b) a University Finance Director or a nominee with suitable skills and experience commensurate with the operation and governance of a Board;
 - c) the University's Executive Director, Human Resources or a nominee of the Executive Director, Human Resources;
 - d) up to three (3) Directors may be appointed upon the recommendation of the Chief Financial Officer and the approval of the Board. Noting that the Chief Financial Officer cannot vote for approval; and
 - e) at all times, at least one (1) Director shall be a person who is not an employee of the University and who have skills and experience commensurate with the operation and governance of a Board.
18. All members of the Board shall be entitled to vote at the meetings of the Board.
19. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number is reduced below three, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
20. All acts done by any meeting of Directors or of a committee of the Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
21. The Chairman of the Board shall be the Chief Financial Officer. The Deputy Chairman of the Board shall be elected by the Board. In the absence of the Chief Financial Officer, a new Chairman shall be elected by the Board.
22. A member of the Board shall be deemed to have vacated his/her office if he/she:
 - a) dies;
 - b) resigns his/her office by writing under his/her hand addressed to the Board;
 - c) becomes bankrupt, compounds with his/her creditors or makes any assignment of his/her salary or estate for their benefit;
 - d) becomes a patient or protected person or any incapable person within the meaning of the Mental Health Act, 1990;
 - e) absents himself/herself from three (3) consecutive meetings of the Board without leave of the Board;
 - f) becomes prohibited from being a Director of a Company by reason of the provisions of the law;
 - g) is directly or indirectly interested within the meaning of the law in any contract with the Company or participates in any profits of any contract with the Company provided that a Director shall not be deemed to have vacated his/her office if he/she have declared the nature of his/her interest in the manner required by law.

23. A Director shall not vote in respect of any contract in which he/she is interested or any matter arising there out and if he/she does so vote, his/her vote shall not be counted.
24. No act or resolution of the Board shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Board.
25. The remuneration of the Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors of any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

PROCEEDINGS OF THE DIRECTORS

26. The members of the Board may meet together at such time and place for the despatch of business, adjourn or otherwise regulate their meetings and proceedings as they think fit. The quorum necessary for the transaction of business shall be that number calculated by halving the number of current Directors and taking the nearest higher digit, of if that number is a whole digit, adding one.
27. The Chairman, or in his absence the Deputy Chairman, shall take the chair at all meetings of the Board and if at any meeting no one of such officers be present within ten minutes the meeting will lapse to be reconvened at another date.
28. Questions arising at any meeting duly convened at which a quorum is present, shall be decided by a majority of votes of the members present and in case of any equality of votes the Chairman of the meeting shall have a second or casting vote.
29. Upon the written requisition of any three (3) members of the Board, the Chairman or Deputy Chairman, or in their absence the Secretary, shall convene a special meeting of the Board to be held within fourteen (14) days after the receipt of the requisition. The written requisition shall set forth the objects for which the meeting is required.
30. A meeting of the Board for the next time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the rules of the Company for the time being vested in or exercisable by the Board generally.
31. The Board may delegate any of its powers to committees consisting of such member or members of their body as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any rules that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any rule made by the Board under this article.
32. All acts done by any meeting of the Board or by a committee of the Board or by any person acting as a member of the Board shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Board or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member.
33. A resolution in writing signed by all members of the Board shall be as valid and effectual as it had been passed at a meeting of the Board duly called and constituted.
34. The Board shall cause Minutes to be duly entered in books provided for the purpose of all resolution and proceedings of the Company and of the meetings of the Board and of committees of members and of all appointments of offices made by the Directors and such Minutes shall be signed by the Chairman of the meeting or of the next ensuing meeting and upon same being signed shall be receivable as prima facie evidence of the matters stated in such Minutes.

GENERAL MEETINGS

35. The first general meeting shall be held at such time not being less than one (1) month nor more than three (3) months after the incorporation of the Company, and at such place, as the Directors may determine.
36. A general meeting shall be held once in every calendar year such time (not being more than fifteen (15) months after the holding of the last preceding general meeting) and place as may be prescribed by the Company in general meeting, or, in default, at such time the third month following that in which the anniversary of the Company's incorporation occurs, and at such place as the Directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
37. The abovementioned general meetings shall be called Annual General Meetings, all other meetings shall be called Extraordinary General Meetings.
38. The Directors may whenever they may think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by the law.

NOTICE OF GENERAL MEETING

39. Subject to the provisions of Section 253 of the Law relating to special resolutions, fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to all members of the Company and the Board of Directors, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

PROCEEDINGS AT GENERAL MEETINGS

40. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any meeting shall not invalidate the proceedings at any meeting.
41. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Directors and Auditor, prescribed by the Law, the election of Directors and other officers in the place of those retiring and the fixing of the remuneration of the Auditor.
42. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided three (3) members personally present shall be a quorum. The minimum requirement to establish a quorum is three (3) Board members.
43. If within ten minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting the quorum is not present within ten minutes from the time appointed for the meeting, the members present shall be a quorum.
44. The Chairman, or in his/her absence, the Deputy Chairman of the Board of Directors, shall preside as Chairman at every general meeting of the Company and if at any meeting no one of such officers be present within ten minutes after the time appointed for holding the same, the members present shall choose someone of their number to be Chairman of the meeting.

45. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place, when a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
46. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless poll is (before or on the declaration of the result of the show of hands) demanded by at least two (2) members present entitled to vote and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against, the resolution.
47. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
48. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands, or the poll takes place, shall be entitled to a second or casting vote.
49. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded at a meeting on any other question shall be taken at such time at that meeting as the Chairman of the meeting directs.
50. Every member shall have one (1) vote.

COMPANY SECRETARY

51. The Board shall nominate a person to carry out Company Secretarial duties.
52. The Company Secretary must be an able person capable of carrying out expected duties and who meets the personal characteristics of a fit and proper person, under the Corporations Act 2001.
53. The Company Secretary is not a Board Director and does not have voting capacity.
54. The duties of the Company Secretary are those customary to that role and required per the Corporations Act 2001.
55. The Company Secretary can be annulled, and a new secretary appointed at any time at the discretion of the Board.

SEAL

56. The Board shall procure a Common Seal for the Company and shall provide for the safe custody of the Seal and the Seal shall not be used except by the authority of the Board or as hereinafter provided and in the presence of one member of the Board at the least who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by one other member of the Board or the Secretary or some other person appointed by the Board.

AUTHENTICATION OF DEEDS AND DOCUMENTS

57. The following provisions shall have effect:
- a) All deeds executed on behalf of the Company may so far as the same are within the powers and authorities of the Board be in such form and contain such powers, provisos, conditions, covenants, clauses' and agreements as the Board shall think fit.
 - b) All bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Company by such persons as may be appointed by the Board.
 - c) Cheques or other negotiable instruments paid to the Company bankers for collection and requiring endorsement of the Company may be endorsed on its behalf in such manner as the Board may from time to time direct. All moneys belonging to the Company shall be paid to such bankers or others as the Board shall from time to time in writing or by resolution of the Board appoint and all receipts for money paid to the Company shall be signed by such officers as the Board may appoint for that purpose and such receipt shall be an effectual discharge for the money therein stated to be received.
 - d) All guarantees given at any time by the Company shall be executed under the Common Seal of the Company.
58. Any instrument bearing the Common Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

ACCOUNTS

59. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company and the matters in respect of with such receipts and expenditure take place and of the assets, credits and liabilities of the Company, and of all sales and purchases of goods and services by the Company.
60. The books of accounts shall be kept at the office or at such other place or places as the Board thinks fit.
61. A profit and loss account shall be made out and laid before the Company in a general meeting at some date not later than eighteen (18) months after the incorporation of the Company and subsequently once at least in every calendar year at intervals of not more than fifteen (15) months or, in the case of the first account, since the incorporation of the Company, and in any other case, since the preceding account, made up to a date not earlier than the date of the meeting by more than six (6) months. The balance sheet shall be accompanied by a report to the members upon the general state of the Company's affairs and such other reports as may be required by the Law.
62. A printed, typed or photocopied copy of the accounts, balance sheet and report shall twenty-one (21) clear days previously to such meeting be served on every member of the Board entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.
63. The accounts and books of the Company or any of them shall be open to the inspection of the members of the Council and in any case the Board shall lay before the Council immediately following the general meeting referred to in clause 46 above the accounts showing the profit and loss of the Company together with the balance sheet and a report on the activities of the Company during the preceding twelve (12) months.

AUDIT

64. Once every year the accounts of the Company shall be examined and reported on by a registered company auditor.
65. The Company shall appoint an Auditor to hold office within the requirements specified by the Public Finance and Audit Act 1983.

NOTICES

66. All members of the Company shall be entitled to receive notice of all meetings of the Company.
 - a) Every member of the Company, whether residing in Australia or not, must have a registered place of address in Australia and notify in writing that address. This address shall be deemed to be his/her registered place of address within the meaning of Clause (b) hereof.
 - b) A notice may be served by the Company on any member of the Company personally, by electronic means or by sending it through the post in a pre-paid letter, envelope or wrapper to his/her registered place of address.
67. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing such notice is posted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing such notice was properly addressed and deposited with Australia Post.
68. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any time.
69. Any notice or document sent by post to or left at the registered address of any person as aforesaid and notwithstanding such person be then deceased and whether or not the Company have notice of the decease shall be deemed to have been duly served and such service for all purposes of these presents be deemed a sufficient service of such notice or document.
70. The signature to any notice to be given by the Company may be written or printed.
71. Where a given number of days' notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

INDEMNITY

72. Every member of the Board, Secretary and other officer or servant of the Company, and every person employed by the Company as Auditor shall be indemnified by the Company against all costs, losses and expenses including travelling expenses which any such member of the Board, officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him/her as such member of the Board, officer or servant or in any way in discharge of his/her duties and all such persons shall also be indemnified out of the funds of the Company against all liability incurred by him/her as such member of the Board, Secretary or other officer or servant or Auditor in defending any proceedings whether civil or criminal in which judgement is given in his/her favour or in which he/she is acquitted.

PRIVILEGED COMMUNICATION

73. Subject to the provisions of the Law all communications, correspondence, reports, minutes and other papers and documents relating to any of the affairs or business of the Company shall be privileged and confidential.

BY-LAWS

74. The Directors may determine By-Laws for the operation of the company and its committees not otherwise provided for in, and not inconsistent with this Constitution.