

The ANU Observer

Constitution

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1. General

1.1. Definitions

For the purposes of this Constitution, the following interpretations apply:

- **Observer** means The ANU Observer Incorporated, the body governed by this document
- **The Association** refers to The ANU Observer
- **ANU** means the Australian National University
- **ANUSA** means the ANU Students' Association
- **Academic Year** means the period between the first day of Semester 1 and the last day of Semester 2.
- **Act** means the Associations Incorporation Act 1991 (ACT).
- **Board** means the Editorial Board
- **Chair** means the Chair of the Council.
- **College** means an ANU College established by the University Council, which, at the date of the making of this Constitution, includes:
 - (a) The ANU College of Arts and Social Sciences;
 - (b) The ANU College of Asia and the Pacific;
 - (c) The ANU College of Business and Economics;
 - (d) The ANU College of Engineering and Computer Science;
 - (e) The ANU College of Law; and
 - (f) Any of the ANU Joint Colleges of Science.
- **Council** means the governing Council of The ANU Observer as described by this Constitution.
- **Councillor** means a member of the Council.
- **Electoral Regulations** means a Policy created under this Constitution describing the required conduct and proceedings of elections.
- **Executive** means an individual elected to a role in Observer.
- **Financial Year** means the period beginning on the 1st of December and ending on the 30th of November
- **Member**, or **member** means any person holding membership in The ANU Observer as defined by this Constitution.
- **News Editor** means an elected Executive responsible for the management and publication of news.
- **PARSA** means the Postgraduate and Research Students' Association.
- **Policy** means a document containing policies described by and created according to this Constitution.
- **Published content** means any written, video, audio, image, or other work created and distributed by Observer to fulfil the objects of Observer, which can reasonably be reviewed before publication.
- **Special Resolution** means a resolution made under section 39 of the Act, and includes a motion to amend this Constitution in accordance with section 13 ("Alteration of the Constitution").
- **Standing Orders** means a Policy created under this Constitution describing the required conduct and proceedings at meetings.

- **Teaching Day** means any weekday that falls during Semester 1 or 2, excluding teaching breaks and holidays.
- **Student**, or **student**, means a person enrolled in a unit or program of study for a degree or any other award of the Australian National University.
- **University**, or **the University**, means The Australian National University.
- **Time** referenced in this Constitution occur in the time zone occupied by the Australian Capital Territory.

1.2. Interpretation

- 1.2.1. Power to interpret this Constitution and any Policies resides with the Secretary.
- 1.2.2. The Secretary's interpretation may be overruled by a majority vote at a General Meeting.

1.3. Name

The name of the organisation to which this Constitution applies is "The ANU Observer Incorporated".

1.4. Objects

The objects of Observer are:

- 1.4.1. To provide information that is in the interest of ANU students, staff and alumni.
- 1.4.2. To report news that is accurate, timely, relevant, fair, and in all other ways high quality and ethical journalism.
- 1.4.3. To inform and improve the quality of the student conversation at ANU.
- 1.4.4. To create an environment where students can learn journalism through direct experience.

1.5. Books

- 1.5.1. Subject to the provisions of the Act, the Regulations and the provisions of this Constitution, the Chair shall keep in their custody or under their control all records, books and other documents relating to Observer.
- 1.5.2. The records, books and other documents of the Association shall be open to inspection by the members at a place confirmed beforehand with the Chair at any reasonable hour.

1.6. Common Seal

The common seal of Observer shall be kept by the Chair. It shall be affixed by authority of the Council, and any two members shall sign below the seal.

2. Membership

2.1. Ordinary Members

- 2.1.1. All Officers and Executives of Observer, as described in sections 7 and 8, are Members of Observer.
- 2.1.2. If an Officer resigns or is removed from their position, they retain Membership until the close of the next General Meeting.

2.2. Honorary Life Members

- 2.2.1. The Council may appoint any individual to be an Honorary Life Member of Observer.
- 2.2.2. Honorary Life Members are granted all rights accorded to regular members, with the exception that:
 - a) Honorary Life Members may not contest elections.
- 2.2.3. An individual may refuse honorary life membership by stating their refusal in writing to the Chair.

2.3. Discipline

- 2.3.1. There are no provisions in this Constitution for the disciplining of ordinary members.

3. Policies

3.1. Alteration

- 3.1.1. Observer may from time to time make Policies under, and not inconsistent with, this Constitution, to govern the operation of particular aspects of Observer's affairs.
- 3.1.2. Policies may be created, modified or removed by a majority vote of Members at a General Meeting.

3.2. Application

- 3.2.1. Policies govern the behaviour and actions of Members in the conduct of their duties as Members and in all other actions relating to Observer.
- 3.2.2. Members must complete their duties in accordance with Policies to the best of their ability, and with full intent to do so.

3.3. Mandatory Policies

- 3.3.1. The following policies must exist:
 - a) Electoral Regulations, which detail the process of election for elected Officers and Council members;
 - b) Standing Orders, for General Meetings and Council meetings;

- c) Editorial Policy, describing the editorial ethics, priorities and scope of Observer;
- d) Grievance Policy, describing the nature of and procedures to manage grievances; and
- e) Officer Policy, describing the offices of Observer, their duties, and their expected conduct.

4. Funds

4.1. Source

- 4.1.1. Funds of the Observer must be derived from sources determined by the Council, subject to the Act section 114.
- 4.1.2. All money received by Observer must be deposited as soon as practicable and without deduction to the credit of Observer's bank account.
- 4.1.3. Observer must, as soon as practicable after receiving any money, issue an appropriate receipt.

4.2. Management

- 4.2.1. Subject to any Policy, or any resolution passed by a General Meeting, the funds of Observer may be used for the objects of Observer in the way the Council decides.
- 4.2.2. Any cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Council.

5. Council

5.1. Nature

- 5.1.1. The Council is the governing body of Observer.
- 5.1.2. The Council shall be the Committee in accordance with the Act.
- 5.1.3. The Council may make decisions regarding any aspect of Observer in accordance with this Constitution and any Policies.
- 5.1.4. Council members are not by default Members of Observer.
- 5.1.5. The Council must have no fewer than three (3) members.
- 5.1.6. The Council makes decisions by majority vote on resolutions.

5.2. Membership

- 5.2.1. The Council consists of:

- a) two (2) members of the Editorial Board;
 - b) one (1) Digital Editor;
 - c) the Treasurer; and
 - d) the Secretary.
- 5.2.2. Should any individual hold more than one voting position on Council, that individual will have only one (1) vote on the Council.
- 5.2.3. Should there be more than two (2) members of the Editorial Board, the Editorial Board shall choose two (2) members of the Board to sit on the Council, in accordance with the Electoral Regulations.
- 5.2.4. Should there be more than one (1) Digital Editor, one (1) Digital Editor will be chosen to sit on the Council in accordance with the Electoral Regulations.

5.3. Removal

- 5.3.1. Any Council member who no longer holds any position through which they became a Council member will also no longer be a member of the Council.
- 5.3.2. The members of Council granted membership by the position of Digital Editor or member of the Editorial Board may be removed from Council by mechanisms described in the Electoral Regulations.

5.4. Duties

- 5.4.1. The Council will make decisions with the intention to achieve the objects of Observer.
- 5.4.2. The Council will make decisions regarding the management, holding of office, finances, and any other matters not elsewhere assigned which relate to Observer.

5.5. Meetings

- 5.5.1. Meetings of the Council may be called by any member of the Council, by informing the Chair.
 - a) In such a case as the Chair cannot be reasonably contacted, or refuses to hold a meeting, any Councillor may call a meeting.
- 5.5.2. At least seven (7) days notice must be given for a meeting of the Council.
- 5.5.3. The convening Councillor must take all reasonable measures to notify all Councillors of the time and place of meeting.
- 5.5.4. Quorum for a meeting of the Council is the next whole number above half the total number of members.
- 5.5.5. Should a meeting be called in such a way as would provide obstacle to any Councillor from attending, any Councillor may express dissent and the meeting will not be held.

- 5.5.6. Meetings of the Council are open to all students and members who may participate as observers.
 - a) The Chair may decide to remove observers at their discretion.

5.6. Chair

- 5.6.1. A Chair of the Council will be appointed by a decision of the Council.
- 5.6.2. The Chair has a casting vote.
- 5.6.3. The Chair may be removed from the position of Chair by a decision of the Council.
- 5.6.4. In the case of the Chair becoming vacant, the Council must at its earliest convenience appoint a new Chair.

6. Editorial Board

6.1. Nature

- 6.1.1. The Editorial Board manages the journalism of Observer and the production of written content.

6.2. Membership

- 6.2.1. The Editorial Board consists of the News Editors.

6.3. Duties

- 6.3.1. The Board will direct the journalistic and editorial direction of Observer in accordance with the objects described in section 1.4.
- 6.3.2. The Board will have power and responsibility to approve all published content of Observer.
 - a) The Board may delegate the power to approve any published content to any Member for a period of time with any conditions it desires.
- 6.3.3. The Board will manage and direct those Officers whose role encompasses production of news.
- 6.3.4. The Board will maintain the integrity of news publication and be accountable for the published work of Observer.

6.4. Powers

- 6.4.1. The Board will have full autonomy in all matters relating to all forms of published content, except in the case that:
 - a) a formal editorial dispute is submitted, at which time the Arbitration Panel may compel the Board to act, in accordance with this Constitution;
 - b) the publication in question involves expenditure, in which case the Board's action may be overruled by a decision of the Council regarding expenditure; or

- c) the Board is compelled by a vote of Members at a General Meeting.

6.5. Meetings

- 6.5.1. The Editorial Board will meet no less than once every two (2) weeks during the Academic Year excluding teaching breaks.
- 6.5.2. Meetings of the Editorial Board may not be attended by any Officer or Executive not permitted by the Board.

7. Executives

7.1. Nature

- 7.1.1. The Executives are responsible for the management and operation of Observer.

7.2. Roles

- 7.2.1. The Executives include:
 - a) no less than three (3) News Editors;
 - b) no less than one (1) Digital Editor(s);
 - c) the Secretary; and
 - d) the Treasurer.
- 7.2.2. Additional Executive positions may be specified in Policies.

7.3. Terms

- 7.3.1. Executives will hold their positions from 12AM on 1 December in the year of their election, until 11:59PM on 30 November the following year.

7.4. Casual Vacancies

- 7.4.1. Should any Executive position become vacant, the position may be filled by a unanimous vote of all Councillors.
- 7.4.2. If the Council does not fill the position, the position must be filled at the next General Meeting through an election.
- 7.4.3. Should the entire Council become vacant, a General Meeting must be called and chaired by the Arbitration Panel at their soonest convenience.

7.5. Duties

- 7.5.1. Executives must complete their duties as described by this Constitution and any Policies, and must conduct themselves in accordance with this Constitution and any Policies in the course of their duties as Executives.

8. Officers

8.1. Nature

- 8.1.1. An Officer of the Observer is any person appointed to any position in Observer by the Council, unless otherwise stated in this Constitution or Observer policies.

8.2. Duties

- 8.2.1. Officers must complete their duties as described by this Constitution and any Policies, and must conduct themselves in accordance with this Constitution and any Policies in the course of their duties as Officers.

8.3. Appointment

- 8.3.1. Officers are appointed by a decision of the Council.
- 8.3.2. Officers must be students.

8.4. Removal

- 8.4.1. Officers may be removed by a decision of the Council.
- 8.4.2. Officers may resign their position through notice to the Council.

9. Student Powers

- 9.1. Students are not by default members of Observer.

9.2. Censure

- 9.2.1. Students may condemn Observer, any member of Observer, or any action taken by Observer, in the form of a censure.
- 9.2.2. The censure must be written and signed by no less than 100 students.
- 9.2.3. In order to be valid, a censure must clearly detail the action or actions which have caused the censure.

9.3. Petition

- 9.3.1. Students may petition Observer or any member of Observer to undertake a certain course of action.
- 9.3.2. The petition must be written and signed by no less than 50 students.
- 9.3.3. In order to be valid, a petition must clearly detail the action or actions desired by the students.

9.4. Require Information or Explanation

- 9.4.1. Students may petition Observer or any member of Observer to reveal any information they possess relating to an Observer matter, or provide explanation for any behaviour, action or decision.

- 9.4.2. This requisition must be written and signed by no less than 50 students.
- 9.4.3. In order to be valid, a petition must clearly detail the action or actions desired by the students.

9.5. Compulsion

- 9.5.1. Petitions, censures and requisitions are not binding, and cannot compel any member of Observer, except:
 - a) a request for explanation must be provided by the relevant member, or by the Chair;
 - b) a request for information requires Observer to either provide the information, or provide an explanation for the lack of information.

9.6. Motion to Remove

- 9.6.1. Students may require that a motion be heard at a General Meeting to remove any Officers or Executives from their positions.
- 9.6.2. This requisition must be written and signed by no less than 100 students.

10. Elections

10.1. Executives

- 10.1.1. There shall be elections for the all Executive positions in Semester 2.
- 10.1.2. These elections will be conducted by secret ballot as a preferential vote, the detail of which will be provided in the Electoral Regulations.
- 10.1.3. The Council will appoint a Returning Officer for these elections, who must not be contesting election to any position in Observer.
- 10.1.4. Nominees for Executive positions must intend to be students for the entire year in which they will hold the position for which they have nominated.

11. Arbitration Panel

11.1. Nature

- 11.1.1. The Arbitration Panel shall be an independent body responsible for making judgements on matters of dispute, interpretation, and honoraria for Observer.

11.2. Duties

- 11.2.1. The Arbitration Panel shall be responsible for delivering responses to disputes submitted to the Panel in the form of
 - a) recommendations;
 - b) interpretations;
 - c) judgements;

- d) penalties; or
 - e) instructions.
- 11.2.2. The Arbitration Panel shall convene upon the receipt of an application to consider and respond to that application. Applications may include:
 - a) editorial disputes;
 - b) conduct disputes;
 - c) honorarium approval;
 - d) honorarium disputes;
 - e) request for recommendation on any matter; or
 - f) dispute of interpretation of the Constitution or Policies.

11.3. Powers

- 11.3.1. The Arbitration Panel has final power of interpretation over the Constitution and Policies, subject only to a General Meeting.
- 11.3.2. The Arbitration Panel may direct any of the following actions:
 - a) alteration of any published content;
 - b) removal of any published content or any content distributed on Observer channels;
 - c) the publication of a correction;
 - d) the removal of any Officer;
- 11.3.3. The Arbitration Panel may make recommendations to the Council, Board, or any other member or body in Observer.
 - a) The Panel may at their discretion require a report or response from the relevant body on their response to the recommendation by a specified time.
- 11.3.4. The Panel may require the publication of their response to an application on any of Observer's communication platforms.
- 11.3.5. The Panel may not deliver any response, investigate, or otherwise act except in response to receipt of an application.
 - a) Any actions taken by the Panel must be within the scope of the application.
- 11.3.6. Applications to the Panel may be submitted by any member of Observer, or by any student.
 - a) The Panel may receive applications from individuals who are not students or members, subject to approval by a decision of Council.

11.4. Appointment

- 11.4.1. Arbiters must be appointed by seventy-five per cent (75%), to the nearest whole number, of members present and voting at a General Meeting.
 - a) Appointments to the Panel will be considered individually and in order of nomination.

- b) Nominations will be received by the Chair in the period between the calling of a General Meeting and the opening of that Meeting.
- 11.4.2. Should there at any time be less than three (3) Arbiters, the Chair must call a General Meeting at the soonest possible convenience, and must advertise vacancies on the Panel.
- 11.4.3. The Panel cannot have more than seven (7) Arbiters.
- 11.4.4. Arbiters must not be ordinary members of Observer at the time of their nomination, appointment, or at any time as Arbiter.
 - a) Any arbiter who at any time is found to have violated this condition will immediately no longer be an arbiter.
- 11.5. **Removal**
 - 11.5.1. Arbiters may resign by submitting a written resignation to the Chair.
 - 11.5.2. Arbiters may be removed by a unanimous vote of all other Arbiters, or a unanimous vote of the Council.
 - a) The Council's removal of an Arbiter may be overturned by the dissent of any Arbiter with the exception of the Arbiter being removed.
 - b) Only one Arbiter can be removed by one vote of Council.

12. General Meetings

- 12.1. **Rights**
 - 12.1.1. General Meetings of Observer are open to all members, students, Arbiters and Councillors.
 - 12.1.2. All members are entitled to vote at General Meetings.
- 12.2. General Meetings may be convened at the discretion of the Council.
 - 12.2.1. The Council must convene at least one (1) General Meeting each semester.
 - 12.2.2. The Council must convene a General Meeting upon receipt of a petition from at least five (5) members.
- 12.3. Quorum for a General Meeting is half, rounding up, plus one Members.
- 12.4. General Meetings are to be conducted in accordance with the Standing Orders.
- 12.5. A quorate General Meeting may, subject to this Constitution and Regulations:
 - 12.5.1. Pass a resolution that directs the any Officer as to how they should act to give effect to the Policy of the Association.
 - 12.5.2. By resolution carried by not less than a two-thirds majority of those present and voting, dismiss any Officer of the Association.
 - a) Votes on resolutions to dismiss Officers should be conducted upon written, anonymous ballots.

- 12.5.3. Pass any other resolution permitted under this Constitution or the Policies.
- 12.6. Notice of a General Meeting must be provided to all members at least twenty-one (21) days before the meeting is to be held.

13. Alteration

- 13.1. This Constitution may be amended by Special Resolution at any General Meeting
 - 13.1.1. At least twenty-one (21) days' notice of the Special Resolution shall be given to Members
 - 13.1.2. A decision to amend the Constitution shall require the support of seventy-five per cent (75%), to the nearest whole number, of ordinary Members present and voting.
- 13.2. Full notice of proposed amendments to the Constitution, including the text of the proposed amendments, shall be given to Members in the same way as notice of the General Meeting at which the amendments are to be proposed.

14. Dissolution

- 14.1. A motion to dissolve or wind up Observer may be considered at any General Meeting.
 - 14.1.1. At least twenty-one (21) days' notice of such a General Meeting must be given to members, accompanied by a notice of intention to propose a motion to dissolve or wind up Observer.
- 14.2. A motion to dissolve or wind up the Association must be:
 - 14.2.1. passed by a majority of at least seventy-five percent (75%), to the nearest whole number, of the votes of members present at a General Meeting, and
 - 14.2.2. approved by a decision of the Council.
- 14.3. Upon dissolution, the excess of assets, property, funds or money remaining after all debts and liabilities are paid shall be given or transferred to a body with the same or similar objectives to Observer, or, if no such body exists, all liquidated proceeds and funds shall be transferred to the University.
 - 14.3.1. The dispersal of these assets upon dissolution will be a decision of the Council, which must be approved by the Arbitration Panel.
 - 14.3.2. The Council and Arbitration Panel will continue to exist until a resolution on dispersal of these assets is passed by both bodies.

15. Indemnity

- 15.1. All members and employees of the Association shall be and are hereby indemnified by the Association against losses or expenses incurred by them

in or about the discharge of their respective duties, except, in compliance with the Companies Code, against any liability that by law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be liable in relation to the Association.

- 15.2. Members shall not be liable for the payment of the debts and liabilities of the Association or the costs, charges and expenses associated with the winding up of the Association.