

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.
- **ANU Council** means the governing body of the Australian National University.
- **ANUSA** means the ANU Students' Association Incorporated.
- **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 governing Board of The ANU Observer as described by this Constitution.
- **Board Member** means a member of the Board.
- **Chair** means the Chair of the Board.
- **College** means an ANU College established or varied by the University Board, which, at the date of the making of this Constitution, includes:
 - (a) ANU College of Arts and Social Sciences;
 - (b) ANU College of Asia and the Pacific;
 - (c) ANU College of Business and Economics;
 - (d) ANU College of Engineering and Computer Science;
 - (e) ANU College of Law;
 - (f) ANU College of Health & Medicine; and,
 - (g) ANU College of Science
- **Editor** means an elected official responsible for the management and publication of news.
- **Elected Official** means an individual elected to a role in Observer.
- **Electoral Regulations** means the regulations created under this Constitution describing the required conduct and proceedings of elections.
- **Executive** means a member of an Executive Committee other than the Editorial Committee.
- **Executive Committee** means the committee managing one of the Teams in Observer.
- **Financial Year** means the annual 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.
- **PARSA** means the Postgraduate and Research Students' Association Incorporated.
- **Procedure** means a document containing policies described by and created according to this Constitution.
- **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.
- **Regulation** means any regulation made under the *Associations Incorporation Act 1991* (ACT).

- **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.
- **Student** means a person enrolled in a unit or program of study for a degree or any other award of the Australian National University.
- **Teaching Day** means any weekday that falls during the Academic Year, excluding teaching breaks and public holidays.
- **Team** means one of the administrative divisions of Observer devoted to a specific aspect of its operation.
- **University, or the University**, means The Australian National University.
- **Time** referenced in this Constitution occurs in the time zone occupied by the Australian Capital Territory.

1.2. Interpretation

- 1.2.1. Power to interpret this Constitution, the Regulations, and any Policies resides with the Secretary.
- 1.2.2. The Secretary’s interpretation may be overruled by a majority vote of the Arbitration Panel.
- 1.2.3. These interpretations may both 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 Board, and any two members shall sign below the seal.

2. Membership

2.1. Ordinary Members

- 2.1.1. Any person who:
- a) Is a student of the University; and,
 - b) Has not notified the Secretary in writing that they do not wish to be a member,
- Is an ordinary member of the Association.

2.2. Honorary Life Members

- 2.2.1. The Board 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. Regulations

3.1. Alteration

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

3.2. Application

- 3.2.1. Regulations govern the activities and affairs of the Association, as well as the behaviour and actions of Officers in the conduct of their duties as Officers and in all other actions relating to the Association.
- 3.2.2. Officers must complete their duties in accordance with regulations to the best of their ability, and with full intent to do so.

3.3. Mandatory Regulations

- 3.3.1. The following Regulations must exist:
- a) Electoral Regulations, which detail the process of election for Elected Officials and Board members.
 - b) Financial Regulations, which dictate procedures surrounding the allocation and expenditure of monies.
 - c) Team Regulations, which set out the Teams that currently exist in the Association and their responsibilities.

4. Policies

4.1. Alteration

- 4.1.1. 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.
- 4.1.2. Policies may be created, modified or removed by a majority vote of the Board.

4.2. Application

- 4.2.1. Policies govern the activities and affairs of the Association, as well as the behaviour and actions of Officers in the conduct of their duties as Officers and in all other actions relating to the Association.
- 4.2.2. Officers must complete their duties in accordance with policies to the best of their ability, and with full intent to do so.

4.3. Mandatory Policies

- 4.3.1. The following policies must exist:
 - a) Standing Orders, for General Meetings and Board meetings;
 - b) Editorial Policy, describing the editorial ethics, priorities and scope of Observer;
 - c) Grievance Policy, describing the nature of and procedures to manage grievances; and
 - d) Officer Policy, describing the offices of Observer, their duties, and their expected conduct.

5. Finance

5.1. Source

- 5.1.1. Funds of the Observer must be derived from sources determined by the Board, subject to the Act.
- 5.1.2. All money received by Observer must be deposited as soon as practicable and without deduction to the credit of Observer's bank account.
- 5.1.3. Observer must, as soon as practicable after receiving any money, issue an appropriate receipt.

5.2. Management

- 5.2.1. The assets and income of Observer shall be applied solely in furtherance of the objects outlined in section 1.4 and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of Observer.
- 5.2.2. Subject to this Constitution, any regulation or 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 Board decides.

- 5.2.3. Withdrawal of monies from any bank account of Observer must be authorised by two (2) members of the Board if that amount should exceed AUD\$100.
- 5.2.4. Any cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Board.

6. Board

6.1. Nature

- 6.1.1. The Board is the governing body of Observer.
- 6.1.2. The Board shall be the Committee in accordance with the Act.
- 6.1.3. Subject to this constitution, and policies and regulations of Observer, the Board has the entire management and control of Observer.
 - a) The Board may delegate any of its power, other than the power of delegation, to the Chair, any Officer, the Board or any committee of Observer, for a period of time with any conditions it desires.
- 6.1.4. Unless otherwise provided for in this constitution, the Board makes decisions by majority vote on resolutions by Board members present and voting.

6.2. Membership

- 6.2.1. The Board consists of:
 - a) one (1) of the Executives of each team that currently exists, except for the News Team;
 - b) a number of Editors equal to the number of teams that currently exists, except for the News Team; and
 - c) the Secretary.
- 6.2.2. Should any individual hold more than one voting position on Board, that individual will have only one (1) vote on the Board.
- 6.2.3. Should there be more members of the Editorial Committee than there are other teams currently in Observer, the Editorial Committee shall choose from amongst themselves that number to sit on Board in accordance with the Electoral Regulations.
- 6.2.4. Should there be more than one (1) Executive in each team, one (1) Executive will be chosen from amongst that team's Executive committee to sit on the Board in accordance with the Electoral Regulations.

6.3. Removal

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

6.4. Meetings

- 6.4.1. Meetings of the Board may be called by any member of the Board, by informing the Chair.
 - a) In such a case as the Chair cannot be reasonably contacted, or refuses to hold a meeting, any member of the board may call a

- meeting.
- 6.4.2. At least seven (7) days' notice must be given for a meeting of the Board.
 - 6.4.3. The convening member of the board must take all reasonable measures to notify all members of the board of the time and place of meeting.
 - 6.4.4. Quorum for a meeting of the Board is the next whole number above half the total number of members.
 - 6.4.5. Should a meeting be called in such a way as would provide obstacle to any member of the board from attending, any member of the board may express dissent and the meeting will not be held.
 - 6.4.6. Meetings of the Board are open to all members who may participate as observers.
 - a) The Chair may decide to remove observers at their discretion.

6.5. Chair

- 6.5.1. A Chair of the Board will be appointed by a decision of the Board.
- 6.5.2. The Chair has a deliberative and a casting vote.
- 6.5.3. The Chair may be removed from the position of Chair by a decision of the Board.
- 6.5.4. In the case of the Chair becoming vacant, the Board must at its earliest convenience appoint a new Chair.

7. Editorial Committee

7.1. Nature

- 7.1.1. The Editorial Committee manages the journalism of Observer and the production of written content. The Editorial Committee manages the News Team.

7.2. Membership

- 7.2.1. The Editorial Committee consists of the Editors.

7.3. Duties

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

7.4. Powers

- 7.4.1. The Editorial Committee 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 Editorial Committee to act, in accordance with this Constitution;

- b) the publication in question involves expenditure, in which case the Editorial Committee's action may be overruled by a decision of the Board regarding expenditure; or
- c) the Editorial Committee is compelled by a vote of Members at a General Meeting.

7.5. Meetings

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

8. Executive Committees

8.1. Nature

- 8.1.1. The various executive committees manage their respective teams which currently exist.

8.2. Membership

- 8.2.1. The Executive Committees consist of the Executives of that team, and will be called the Visual Content Executives, Web Executives, Finance Executives or Community Executives as appropriate. The Editorial Committee consists of the Editors.
- 8.2.2. All Executive Committees and Teams that exist shall have at least one (1) Executive except for the Editorial Board which will have at least three (3) Editors.

8.3. Duties

- 8.2.1. Executive Committees manage their respective teams.

8.4. Powers

- 8.4.1. Executive Committees have power to manage their respective teams within the confines of their team's responsibilities.
- 8.4.2. Executive Committees may make standing Procedures, which are internally binding administrative rules for their team, subject to and not inconsistent with the the Constitution, Regulations and Policies of the Association.

8.5. Limits on Power

- 8.5.1. All Executive Committee decisions, except for the Editorial Committee's decisions on editorial and journalistic matters and the Visual Content Committee's decisions on journalistic visual content, can be overruled by the Board.
- 8.5.2. All Executive Committees can be compelled to act in a certain way, not inconsistent with this Constitution, by a vote of Members at a General Meeting.
- 8.5.3. Appeals can be made to the Arbitration Panel where the appeal is within the jurisdiction of the Arbitration Panel.

8.6. Name

- 8.6.1. The Executive Committees will be called the Visual Content Committee, Web Committee, Finance Committee and Community Committee

8.7. Decisions

8.7.1. Executive Committees make decisions by majority vote.

8.8. Editorial Committee

8.8.1. Notwithstanding the provisions in section 8, the special privileges of the Editorial Committee are set out in section 7.

9. Teams

9.1. Nature

9.1.1. The various teams of Observer are responsible for their respective areas of administration. The details of these roles shall be set out in the Team Regulations.

9.2. Teams in Existence

9.2.1. There will always be an Editorial Team

9.2.2. There may be a;

- a) Visual Content Team
- b) Web Team,
- c) Finance Team, and
- d) Community Team.

9.2.3 The number of Teams in existence under these provisions may be varied by amendment to the Team Regulations.

9.3. Teams are led by their Executive Committee.

9.4. Teams may have Officers, as appointed by Council.

10. Elected Officials

10.1. Nature

10.1.1. Elected Officials are Officers of Observer, but are not subject to the standard appointment and removal provisions outlined under section 11.

10.2. Roles

10.2.1. The Elected Officials include:

- a) the Editors, of which there will be no less than three (3);
- b) no less than one (1) Executive for each Team; and
- c) the Secretary.

10.2.2. Additional Elected Officials may be specified in policies.

10.3. Terms

10.3.1. Elected Officials will hold their positions from 1 December in the year of their election, until 30 November the following year.

10.4. Removal

10.4.1. Elected Officials may be removed by a motion of no confidence, as specified in section 13.5.

10.5. Casual Vacancies

10.5.1. Should any Elected Official position become vacant, the position may be filled by a unanimous vote of the Board.

10.5.2. If the Board does not fill the position, the position must be filled at the next General Meeting through an election in accordance with the Electoral Regulations.

10.6. Duties

- 10.6.1. Elected Officials 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.

11. Officers

11.1. Nature

- 11.1.1. An Officer of the Observer is any person holding any position in Observer, unless otherwise stated in this Constitution or Observer policies.
- 11.1.2. Officers can exist as part of one or more Teams of the Association.

11.2. Duties

- 11.2.1. 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.
- 11.2.2. In relation to their duties to their Team of Observer, Officers must carry out instructions of their Executive Committee, where that instruction is lawful and not contrary to the Constitution, Regulations or Policy.

11.3. Appointment

- 11.3.1. Officers may be appointed by a decision of the Board.
- 11.3.2. Officers must be members.

11.4. Removal

- 11.4.1. Officers may be removed by a decision of the Board.
- 11.4.2. Officers may resign their position through notice to the Chair of the Board or the Secretary.

12. Public Officer

12.1. Nature

- 12.1.1. Unless the Board decides otherwise, the Chair of the Board shall be the Public Officer of the Association.
- 12.1.2. The Public Officer is an Officer of the Association for the purposes of the Constitution and Regulations.

12.2. Duties

- 12.2.1. The Public Officer shall, within fourteen (14) days of their appointment, notify the relevant authority in writing of the appointment and supply their full name and address. The Public Officer shall also supply any and all documents required by the relevant authority and perform any other duties as required by the Act and any other relevant legislation.
- 12.2.2. The office of Public Officer becomes vacant if the person holding that office:
 - a) dies;
 - b) becomes an insolvent under administration as defined in the Corporations Act 2001 (Cth)
 - c) becomes of unsound mind;
 - d) resigns their office by writing to the Chair; or
 - e) ceases to be resident in the ACT.

- 12.2.3. If the office of Public Officer becomes vacant, the Board shall appoint another person to fill the vacancy within fourteen (14) days of the vacancy arising.

13. Elections

13.1. Executives

- 13.1.1. There shall be annual elections for the all Elected Official positions in Semester 2 conducted in accordance with the Election Regulations.
- 13.1.2. These elections will be conducted by secret ballot and by a method of preferential voting, the detail of which will be provided in the Electoral Regulations.
- 13.1.3. All members must be afforded reasonable opportunity to vote in elections.
- 13.1.4. The Board will appoint a Returning Officer for the annual elections, who must not be contesting election to any position in Observer.
- 13.1.5. Nominees for Elected Official positions must intend to be students for the entire year in which they will hold the position for which they have nominated.

14. Arbitration Panel

14.1. Nature

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

14.2. Duties

- 14.2.1. 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.
- 14.2.2. 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.

14.3. Powers

- 14.3.1. The Arbitration Panel has final power of interpretation over the Constitution and Policies, subject only to a General Meeting.
- 14.3.2. 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;
- 14.3.3. The Arbitration Panel may make recommendations to the Board, Editorial Committee, 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.
- 14.3.4. The Panel may require the publication of their response to an application on any of Observer's communication platforms.
- 14.3.5. 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.
- 14.3.6. 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 Board.

14.4. Appointment

- 14.4.1. 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.
- 14.4.2. Arbiters shall be appointed for a term of two (2) years from the time of their appointment.
- 14.4.3. There shall be no more than five (5) Arbiters.
- 14.4.4. Should there at any time be less than five (5) Arbiters, the Chair of the Board must advertise vacancies on the Panel before the next General Meeting, and a vote must be held at that Meeting for the appointment of new Arbiters.
- 14.4.5. Arbiters must not be Officers 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.
- 14.4.6. The Arbitration Panel shall appoint from among itself a Chair, by way of majority vote.
 - a) The Chair of the Arbitration Panel shall be responsible for convening meetings of the Panel and communicating resolutions, recommendations or other messages of the Panel.
 - b) In such a case as the Panel is tied on a vote, the Chair shall have a casting vote.

14.5. Removal

- 14.5.1. Arbiters may resign by submitting a written resignation to the Chair of the Board.
- 14.5.2. Arbiters may be removed by a unanimous vote of all other Arbiters, or a unanimous vote of the Board.
 - a) The Board'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 Board.
 - c) Board removal of an Arbiter must be communicated to that Arbiter within one (1) day, and takes effect after ten (10) days.

15. General Meetings

15.1. Rights

- 15.1.1. General Meetings of Observer are open to all members and Arbiters.
- 15.1.2. All members are entitled to vote at General Meetings.

15.2. General Meetings may be convened at the discretion of the Board.

- 15.2.1. The Board must convene at least one (1) General Meeting each semester.
- 15.2.2. The Board must convene a General Meeting upon receipt of a petition from at least fifty (50) members.

15.3. Quorum for a General Meeting is thirty (30) members.

15.4. General Meetings are to be conducted in accordance with the Standing Orders.

15.5. A quorate General Meeting may, subject to this Constitution and Regulations:

- 15.5.1. By resolution carried by not less than seventy-five percent (75%) of those present and voting, dismiss any elected official of the Association.
 - a) Such a resolution requires at least twenty-one (21) days' notice before the meeting is to be held.
 - b) Votes on resolutions to dismiss Officers should be conducted upon written, anonymous ballots.
- 15.5.2. As proscribed in Section 14 of this Constitution, pass a Special Resolution to change this Constitution.
- 15.5.3. As proscribed in Section 15 of this Constitution, pass a motion to dissolve or wind up the Association.
- 15.5.4. Pass any other resolution permitted under this Constitution or the Policies.

15.6. Notice of a General Meeting must be provided to all members at least twenty-one (21) days before the meeting is to be held in the forms listed at 13.6.1.

- 15.6.1. The details of the meeting are to be displayed:
 - a) On the website of the Association;
 - b) On appropriate social media channels of the Association; and

- c) On the front door of any location where the Association has office space.
- 15.6.2. The agenda for the meeting must be published on the Association's website at least seven (7) days before the meeting is to be held.

16. Alteration

- 16.1. This Constitution may be amended by Special Resolution at any General Meeting
 - 16.1.1. At least twenty-one (21) days' notice of the Special Resolution shall be given to Members
 - 16.1.2. 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.
- 16.2. 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.
- 16.3. No amendment to the Constitution will have any effect until ratified by the ANU Board and, if necessary, by the relevant local authority.

17. Dissolution

- 17.1. A motion to dissolve or wind up Observer may be considered at any General Meeting.
 - 17.1.1. 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.
- 17.2. A motion to dissolve or wind up the Association must be:
 - 17.2.1. 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
 - 17.2.2. approved by a decision of the Board.
- 17.3. Upon dissolution, the excess of assets, property, funds or money remaining after all debts and liabilities are paid shall not be distributed amongst members of Observer, and instead 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.
 - 17.3.1. The dispersal of these assets upon dissolution will be a decision of the Board, which must be ratified by the Arbitration Panel.
 - 17.3.2. The Board and Arbitration Panel will continue to exist until a resolution on dispersal of these assets is passed by both bodies.