



# MELBOURNE UNIVERSITY LAW STUDENTS' SOCIETY CONSTITUTION

**MELBOURNE UNIVERSITY  
LAW STUDENTS' SOCIETY INC.**  
LSS OFFICE, LEVEL 2  
MELBOURNE LAW SCHOOL,  
THE UNIVERSITY OF  
MELBOURNE VIC 3010.

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*Note The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules. Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.*

## **PART 1 – PRELIMINARY**

### **1 Name**

The name of the incorporated association is “The Melbourne University Law Students’ Society Incorporated”.

**Note** Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### **2 Purposes**

The Association’s primary object is to pursue initiatives for the benefit and welfare of its members through the following purposes:

- (a) Facilitating, encouraging and improving the education of members;
- (b) Organising participation in legal competitions for its members;
- (c) Offering support with regards to the career opportunities available to its members;
- (d) Providing a range of social, sport and wellbeing activities for the benefit of all members;
- (e) Promoting a commitment to social justice, as well as a critical interest in the law and the operation of the law in society;
- (f) Producing publications and materials to assist with the promotion of these purposes;
- (g) Advancing and promoting a commitment to equity, including by facilitating equitable access to education and to programs, initiatives and services provided by the Association; and
- (h) Upholding the reputation of the legal profession by promoting professional conduct and ethical behaviour among its members.

The Committee shall endeavour to formulate policy and provide services and activities, not limited to and not inconsistent with the above purposes that most accurately represent the diverse needs and concerns of all members. The Committee shall endeavour to perform these duties in a manner that ensures that it is accountable to the Association as a whole.

### **3 Financial year**

The financial year of the Association is each period of 12 months ending on 30 June.

## 4 Definitions

In these Rules –

*Absolute majority*, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

*Chairperson*, of a general meeting or committee meeting, means the person chairing the meeting as required;

*Committee* means the Committee having management of the business of the Association;

*Committee meeting* means a meeting of the Committee held in accordance with these Rules;

*Committee member* means a member of the Committee elected or appointed under Divisions 2 and 3 of Part 5;

*Co-opted Committee member* means a member appointed by a motion of the Committee.

*disability* means long-term physical, mental, intellectual or sensory impairments as well as persistent chronic illnesses. This provision provides for an inclusive definition of Members with a disability.

*elected Committee member* means a member elected as Committee member under Division 3 of Part 5;

*financial year* means the 12 month period specified in rule 3;

*general meeting* means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, and a special general meeting;

*indigenous member* means any member who identifies as Indigenous, Aboriginal, or Torres Strait Islander. This provision provides for an inclusive definition of Indigenous Members.

*member* means a member of the Association outlined in Part 3 Division 1.

*queer member* means any member who identifies as queer or who identifies as a member of the LGBTIQ+ community. This provision provides for an inclusive definition of Queer Members.

*special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

*the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

*the Registrar* means the Registrar of Incorporated Associations.

*woman* means anyone who identifies as a woman. This provision provides for an inclusive definition of Women Members.

## PART 2 – POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes

### 6 Not for profit organisation

- (1) The Association must not distribute any portion of its surplus, income or assets directly or indirectly to its members. The Association's assets and income shall be applied solely to further its objects.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member on behalf of the Association; or
  - (b) for goods or services provided by the member on behalf of the Association – if this is done in good faith on terms no more favourable than if the member was not a member.

**Note** Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

### 7 Regulations

The following rules apply to the interpretation, creation, alteration and removal of the regulations required by this Constitution.

- (1) The Committee shall make regulations where required by this Constitution.

- (2) The Committee may make regulations on any subject matter provided that such regulations are not inconsistent with the Rules of this Constitution.
- (3) Where an inconsistency exists between a regulation and a rule of this Constitution, the Constitution shall prevail to the extent of the inconsistency. A regulation shall be deemed inconsistent by a special resolution.
- (4) A motion to create, alter or remove a regulation must be proposed by a member of the Committee.
- (5) A motion to create, alter or remove a regulation must be submitted to the Secretary and the Secretary must submit that motion to the agenda of the next Committee meeting.
- (6) A motion to create, alter or remove a regulation must be put to a vote at either the Committee meeting at which the Committee was first notified or the following Committee meeting.
- (7) A majority of two-thirds of Committee Members in attendance is required to pass a motion to create, alter or remove a regulation.

## **PART 3 – MEMBERS AND GRIEVANCES**

### **Division 1 – Membership**

#### **8 Register of members**

The Register of Members shall be the list of the Members of the Association, subject to membership ceasing under rule 11–11A. The Committee shall direct by regulations what information the Register must record for each Member in compliance with the Act.

#### **8A Becoming a Member**

Students currently enrolled in the Juris Doctor or Master program at Melbourne Law School who uphold the purposes of the Association may elect to register as a member of the Association. There shall be no entrance fee or subscription fee for membership.

#### **9 General rights of members**

- (1) A member of the Association who is entitled to vote has the right –
  - (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and

- (e) to have access to the minutes of general meetings and other documents of the Association

### **10 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

### **11 Ceasing membership**

The membership of a person ceases on resignation, expulsion, death, completion, or suspension of studies within the Melbourne Law School whichever occurs first.

### **11A Extended membership period for Committee members**

Where the studies of a Committee member are completed or suspended prior to the completion of their term because of unforeseen circumstances, they may continue to be a member of the MULSS and hold their office until the completion of the term.

## **Division 2 – Grievance procedure**

### **12 Application**

- (1) The Association does not intend or seek to take disciplinary action against members
- (2) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.

### **13 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **14 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 13, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.



- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement: the Melbourne Law School Dean or the Dean’s delegate.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

### **15 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must –
  - (a) Give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

### **16 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 – GENERAL MEETINGS OF THE ASSOCIATION**

### **17 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - i. the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - ii. the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to announce the election results for the new Committee;

- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **18 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 20 may be conducted at the meeting.

**Note** General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 20 and the majority of members at the meeting agree.

### **19 Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) not being less than 40 of the total number of members.
- (2) A request for a special general meeting must –
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3) –
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **20 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 19, the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

- (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - i. state in full the proposed resolution; and
    - ii. state the intention to propose the resolution as a special resolution; and

## **21 Proxies**

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting.
- (2) The appointment of a proxy must be submitted by the electronic proxy form and electronically signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Committee has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 20 must—
  - a. state that the member may appoint another member as a proxy for the meeting; and
  - b. include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

## **22 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **23 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically or by proxy or as allowed under rule 25) of 30 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - a. in the case of a meeting convened by, or at the request of, members under rule 19—the meeting must be dissolved;  
**Note** If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 19.
  - b. in any other case—
    - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **24 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

**Example** The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 20.

## **25 Voting at a general meeting**

- (1) On any question arising at a general meeting—
- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes; and
  - (d) a vote of abstention does not count towards or against the majority vote
- (2) If votes are divided equally on a question, the Chairperson of the meeting (the President) has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

## **26 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

## **27 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

- (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

## **28 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - a. the names of the members attending the meeting; and
  - b. proxy forms given to the Chairperson of the meeting under rule 21(6); and
  - c. the financial statements submitted to the members in accordance with rule 17(3)(b)(ii); and
  - d. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act

## **PART 5 – COMMITTEE**

### **Division 1 – Powers of Committee**

#### **29 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
  - a. appoint and remove Committee members;
  - b. establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **30 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

- a. this power of delegation; or
  - b. a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

## **Division 2 – Composition of Committee and duties of members**

### **31 Composition of Committee**

- (1) The Committee shall consist of all Elected Committee Members constituted under r 39 and all Co-opted Committee Members.
- (2) Elected Committee Members constituted under r 39 shall be known as Executive Members and shall together constitute the Executive Committee.
- (3) The Executive Members of the Association shall be:
- (a) A President;
  - (b) Two Vice-Presidents;
  - (c) A Secretary;
  - (d) A Treasurer;
  - (e) A Director of Sponsorship;
  - (f) An Activities Director or Directors. The position can be held solely or jointly by not more than two Members;
  - (g) A Careers & Development Director or Directors. The position can be held solely or jointly by not more than two Members.
  - (h) A Communications Director or Directors. The position can be held solely or jointly by not more than two Members;
  - (i) An Internal Competitions Director or Directors. The position can be held solely or jointly by not more than two Members;
  - (j) An External Competitions Director or Directors. The position can be held solely or jointly by not more than Two Members.
  - (k) An Education Director or Directors. The position can be held solely or jointly by not more than two Members;
  - (l) An Equity & Social Justice Director or Directors. The position can be held solely or jointly by not more than two Members;
  - (m) Not more than two First Year Representatives who are enrolled as first year Members and shall be elected by Members who are first year Members. The First Year

Representatives shall be elected by a ballot of first year Members as close as is practicable to the fourth week of the first semester of the academic year;

- (n) One Second Year Representative, who is enrolled as a second year Member and shall be elected by a ballot of second year Members;
  - (o) One Third+ Year Representative, who is enrolled as a third year Member and shall be elected by a ballot of third year Members;
  - (p) A Women and Gender Diverse Individual's Director or Directors, who identify as a Woman or a Gender Diverse Member and is elected by Women and Gender Diverse Members. The position can be held solely or jointly by not more than two Members;
  - (q) A Queer Director or Directors, who is a Queer Member and is to be elected by Queer Members. The position can be held solely or jointly by not more than two Members;
  - (r) One Environment Director. The position can be held solely by one Member;
  - (s) One International Students' Representative, who is an international student Member and is to be elected by international student Members;
  - (t) One Indigenous Representative, who is an Indigenous Member and is to be elected by Indigenous Members;
  - (u) One Disability Representative, who is a Member with a disability and is to be elected by Members with a disability; and
  - (v) An Ethnocultural Representative who is from an ethnic, cultural, or religious minority and is to be elected by members from an ethnic, cultural, or religious minority. The position can be held solely by one Member.
- (4) The role and powers of the Committee are exercisable by the Executive Committee.
  - (5) The Committee shall direct by regulations what shall be the positions in the Association to be filled by Co-opted Committee Members. The Committee may create any number of such positions so long as the total number of Elected and Co-opted Committee Members does not exceed 100.
  - (6) Co-opted Committee Members shall not be members of the Executive Committee and shall have no vote.

### **32 Leadership Team**

- (1) The Leadership Team consists of the President, the Vice-Presidents, Secretary, Treasurer and the Director of Sponsorship.
- (2) The Leadership Team's role and responsibilities, as determined by the President, shall include sponsorship, organisational strategy and oversight of the Committee.
- (3) The Leadership Team must convene a meeting at least once a month.



### **32A Portfolios**

The Committee may direct by regulations what shall be the portfolios of the Committee.

### **33 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**Note** See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### **34 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

### **35 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example** Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 36(2), all books, documents and securities of the Association in accordance with rule 61(1)(b); and
  - (b) subject to the Act and these Rules, provide members with the minutes of general meetings and other books and documents; and
  - (c) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

### **36 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association; and
  - (b) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association; and
  - (c) be responsible for organising an external auditing agency to conduct an audit of the LSS no less than once every 12 months. Once produced this report shall be presented to the Committee.
- (3) The Treasurer must ensure that at least one other member of the Leadership Team has access to the accounts and financial records of the Association.
- (4) The accounts and books referred to in r 57 shall be available for inspection by Members.

### **37 Director of Sponsorship**

- (1) The Director of Sponsorship of the Association shall:
  - (a) Lead all meetings concerning sponsorship for the Association;
  - (b) manage all sponsorship arrangements entered into between a sponsor and the Association;

- (c) communicate and cooperate with the committee members in the negotiation of and delivery of sponsorship obligations;
  - (d) carry out any other acts reasonably necessary for the performance of those duties
- (2) The Director of Sponsorship of the Association must maintain consistency and impartiality in the discharge of their duties.
- (3) The Director of Sponsorship must present to the Committee a report regarding the activities of the Director of Sponsorship (“Sponsorship Report”) in their Term of Office before the end of the Director of Sponsorship’s Term of Office. The Sponsorship Report shall include all activities carried out pursuant to sponsorship and other matters deemed necessary by the Leadership Team.

### **Division 3– Election of Committee members and tenure of office**

#### **38 Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member is entitled to vote at a general meeting.

#### **39 Election and Nomination of Committee Members**

- (1) Nominations of candidates for election as Committee Members:
- a. shall be made in writing, nominated by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
  - b. the nomination may be in electronic form;
  - c. shall close at the date advised on the nomination form; and
  - d. nominees must be enrolled and intend to be enrolled in subjects taken towards the completion of the Juris Doctor within the Melbourne Law School for the duration of the Term of Office of the Committee.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies filled, the Members nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (5) The ballot for the election of Committee Members shall take place as close as is practicable to the sixth week of second semester in such a usual and proper manner as the Committee may direct.
- (6) A Returning Officer must be appointed by the Secretary or, if the Secretary is nominating for election, by a member or members of the Leadership Team who is or are not nominating for election. The Returning Officer must not be an Elected Committee Member or a Co-opted Member or a Member who is standing for office at an election but must be a Member of the Association.
- (7) A nomination of a candidate for election to a voting position on the Committee under this clause is not valid if that candidate has been elected to another voting position at the same election. The candidate may indicate to the Secretary and/or Returning Officer which office they have first been elected to fulfil.
- (8) Candidates for election to the position of Vice-President must nominate individually and must not nominate as a part of a joint ticket.
- (9) Except in the case of First Year Representatives, for all other positions capable of being held by more than one Member, candidates may elect to nominate individually or as part of a joint ticket.
- (10) Candidates for election to a position on the Committee are permitted to campaign only in accordance with regulations as the Committee shall provide.
- (11) All ballots are to be in the form of optional preferential voting.
- (12) All votes shall be given in person or online.
- (13) Any ballot contested by more than two candidates that results in a tie shall go to the candidate with the greater number of first preference votes. Any other ballot that results in a tie shall be determined by lot.
- (14) Any nominations sought to fill vacant positions at the Annual General Meeting shall first be open only to members who are eligible to fill those positions under rule 31. If no nominations are received, any member may nominate for the vacant position. Any member entitled to vote at the Annual General Meeting shall be entitled to vote in any election held at the Annual General Meeting to fill a vacant committee position.

#### **40 Election of President etc.**

- (1) The ballot for the election of Committee Members shall take place as close as is practicable to the sixth week of second semester in such a usual and proper manner as the Committee may direct.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

- (3) If more than one member is nominated, a ballot must be held in accordance with rule 39.
- (4) On their election, the new President may take over as Chairperson of the meeting.

#### **41 Election of ordinary members**

- (1) A single election may be held to fill all of those positions.
- (2) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 39.

#### **42 Term of Office**

- (1) Subject to subrule (3), a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **43 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if they—
  - (a) cease to be a member of the Association; or
  - (b) fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 54; or
  - (c) otherwise cease to be a committee member by operation of section 78 of the Act; or

- (d) fails to adequately fulfil the requirements of their respective Office; or
  - (e) fails to adequately fulfil the general duties required of committee member.
- (3) The Committee may direct by regulations what shall be considered to be:
- (a) Incapability to hold Office;
  - (b) The requirements of each respective Office; or
  - (c) General duties required of Committee Members.
- (4) The Committee may, at its discretion, prevent the automatic vacancy of an Office under rule 43(2)(b) by passing a motion maintaining the Elected Committee Member's Office.
- (5) Where there is more than six months in the term of the Committee and a Committee Member resigns, is removed from or becomes incapable of holding their Office, the Secretary must hold a by-election for that Office as soon as practical.
- (a) Where a Committee Member who was elected jointly resigns, is removed from or becomes incapable of holding their Office, the other jointly-elected Committee Member may decide to continue their Office solely or have a by-election held for position vacated.
  - (b) Where there is more than six months in term of the Committee and the Secretary resigns, is removed from or becomes incapable of holding their Office, the President must assume that Office, and hold a by-election for that Office as soon as practical.
- (6) If there is less than six months left in the term of the Committee:
- (a) Where a Committee Member other than an Executive Member ceases to hold Office the Secretary may hold a by-election for that Office, allow the Committee to appoint a Committee Member to fulfil that position by a motion or coopt a Member to fulfil that position;
  - (b) Where the President ceases to hold Office the Vice-President elected with the greater number of first preference votes, at their discretion, shall assume that Office hold a by-election for that Office, or allow the Committee to appoint a Committee Member to fulfil that position by a motion;
  - (c) Where a Vice-President ceases to hold Office the President, at their discretion, shall assume that Office, allow the remaining Vice-President to assume that Office, hold a by-election for that Office, allow the Committee to appoint a Committee Member to fulfil that position, or coopt a Member to fulfil that position; and
  - (d) Where the Secretary ceases to hold Office the President, at their discretion, shall assume that Office, hold a by-election for that Office, allow the Committee to appoint a Committee Member to fulfil that position, or coopt a Member to fulfil that position; and

- (e) Where the Treasurer ceases to hold Office the President, at their discretion, shall assume that Office, hold a by-election for that Office, allow the Committee to appoint a Committee Member to fulfil that position, or coopt a Member to fulfil that position; and
- (f) Where any Executive Member other than the President, the Vice-Presidents, the Secretary, the Treasurer ceases to hold Office the President, at their discretion, shall assume that Office, hold a by-election for that Office, allow the Committee to appoint a Committee Member to fulfil that position, or coopt a Member to fulfill that position.

#### **44 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) has become vacant under rule 43; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 42 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

### **Division 4–Meetings of Committee**

#### **45 Meetings of Committee**

- (1) The Committee must meet at least 8 times in each year at the dates, times and places determined by the Leadership Team. No more than 3 teaching weeks may pass between Committee meetings held during each semester of the academic year.
- (2) The date, time and place of the first Committee meeting must be determined by the Leadership Team as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special Committee meetings may be convened by the President or by any 4 members of the Committee.

#### **46 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 14 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.

- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### **47 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 46 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **48 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

#### **49 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **50 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a Committee meeting is the presence (in person or as allowed under rule 51) of a majority of the Committee members holding office and entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;



- (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 46.

## **51 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is permitted.

## **51A Circulating Resolutions**

- (1) Committee members may pass a resolution without a Committee meeting if two-thirds of the Committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (2) Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy.
- (3) The resolution is passed when the last Committee member needed to constitute a two-thirds majority signs.

## **52 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

Note Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

### **53 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 52(3).

### **54 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6 – FINANCIAL MATTERS**

### **55 Source of funds**

The funds of the Association may be derived from sponsorship, annual subscriptions, donations, fund-raising activities, grants, interest, and any other sources approved by the Committee.

### **56 Management of funds**

- (1) The Association must open an account, or accounts, with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer and the President to expend funds on behalf of the Association (including by electronic funds transfer) up to \$20 000 without requiring approval from the Committee for each item on which the funds are expended.

- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and the President.

## **57 Financial records**

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Treasurer must keep in their custody, or under their control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **58 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the submission of the financial statements to the annual general meeting of the Association;
  - (d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **58A Budget**

- (1) The Committee must approve a budget for each calendar year at a meeting held as near as practicable to the start of the Committee's term.
- (2) The budget must be approved by an absolute majority of the Committee.
- (3) The budget may be amended at subsequent Committee meetings. Amendments must be approved by an absolute majority of the Committee.
- (4) The budget shall set expenditure caps for each portfolio of the Committee.
- (5) The budget may set aside an additional pool of funds that can be used for expenditure in any portfolio. This pool must also be capped.
- (6) The Committee may not approve any expenditure that would exceed a portfolio's budgetary cap without having first amended the budget.

## PART 7 – GENERAL MATTERS

### 59 Registered address

The registered address of the Association is— Level 2, Melbourne Law School; 185 Pelham Street, Carlton VIC 3053.

### 60 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - a. by handing the notice to the member personally; or
  - b. by sending it by post to the member at the address recorded for the member on the register of members; or
  - c. by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 47.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - a. by handing the notice to a member of the Committee; or
  - b. by sending the notice by post to the registered address; or
  - c. by leaving the notice at the registered address; or
  - d. if the Committee determines that it is appropriate in the circumstances—
    - i. by email to the email address of the Association or the Secretary; or
    - ii. by facsimile transmission to the facsimile number of the Association.

### 61 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
  - a. the minutes of general meetings;
  - b. subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

*relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- a. its financial statements;
- b. its financial records;
- c. records and documents relating to transactions, dealings, business or property of the Association.

## **62 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **63 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

**Note** An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules