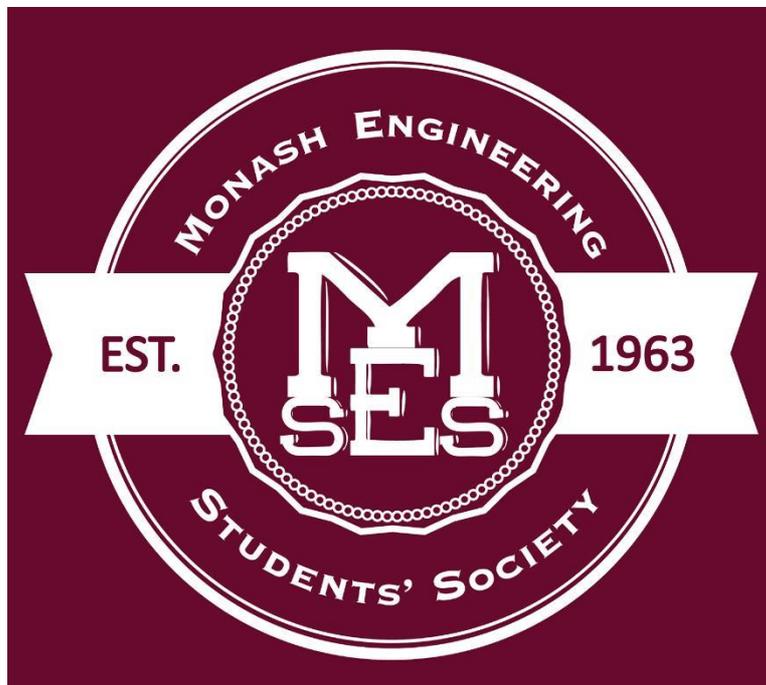


# **RULES OF ASSOCIATION (CONSTITUTION)**

## **MONASH ENGINEERING STUDENTS' SOCIETY INC.**

**<Incorporation Number>  
ABN 96 141 974 296**



# RULES OF ASSOCIATION

## MONASH ENGINEERING STUDENTS' SOCIETY INC.

### INDEX

<b>INDEX</b> .....	<b>i</b>
<b>PART 1 — PRELIMINARY</b> .....	<b>1</b>
1 Name .....	1
2 Purposes.....	1
3 Financial Year .....	1
4 Interpretation and Definitions .....	1
<b>PART 2 —POWERS OF ASSOCIATION</b> .....	<b>3</b>
5 Powers of Association.....	3
6 Not for profit organisation.....	3
<b>PART 3 —MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b> .....	<b>4</b>
<b>DIVISION 1 —MEMBERSHIP</b> .....	<b>4</b>
7 Minimum number of members.....	4
8 Who is eligible to be a member .....	4
9 Duration of membership .....	4
10 Rejection of membership .....	4
11 Membership Fee .....	4
12 Ordinary Membership.....	5
13 General rights of members.....	5
14 Associate membership.....	5
15 Honorary Life Membership .....	5
16 Rights not transferable .....	6
17 Ceasing membership .....	6
18 Resigning as a member .....	6
19 Register of members.....	6
<b>DIVISION 2 —DISCIPLINARY ACTION</b> .....	<b>7</b>
20 Grounds for taking disciplinary action .....	7
21 Disciplinary subcommittee .....	7
22 Notice to member.....	7
23 Decision of subcommittee .....	8
24 Appeal rights .....	8
25 Conduct of disciplinary appeal meeting.....	9
<b>DIVISION 3 —GRIEVANCE PROCEDURE</b> .....	<b>9</b>
26 Application .....	9
27 Parties must attempt to resolve the dispute .....	10
28 Appointment of mediator .....	10
29 Mediation process.....	10
30 Failure to resolve dispute by mediation.....	10
<b>PART 4 —GENERAL MEETINGS OF THE ASSOCIATION</b> .....	<b>10</b>
31 Chairperson .....	10
32 Annual general meetings .....	11

33	Special general meetings .....	11
34	Special general meeting held at request of members .....	12
35	Notice of general meetings .....	12
36	Proxies .....	13
37	Use of technology .....	13
38	Quorum at general meetings.....	13
39	Adjournment of general meeting .....	14
40	Voting at general meeting .....	14
41	Determining whether resolution carried.....	15
42	Minutes of general meeting.....	15
<b>PART 5 —EXECUTIVE .....</b>		<b>16</b>
<b>DIVISION 1 —POWERS OF EXECUTIVE .....</b>		<b>16</b>
43	Role and powers .....	16
44	Delegation.....	16
<b>DIVISION 2 —COMPOSITION OF EXECUTIVE AND DUTIES OF MEMBERS .....</b>		<b>16</b>
45	Composition of Executive.....	16
46	General Duties .....	17
47	Duties of executive members.....	17
48	Ancillary Members.....	20
<b>DIVISION 3 —ELECTION OF EXECUTIVE MEMBERS AND TENURE OF OFFICE .....</b>		<b>21</b>
49	Who is eligible to be an Executive member .....	21
49B	Substantial Attendance .....	21
50	Returning Officer.....	21
51	Positions to be declared vacant .....	22
52	Nominations .....	22
53	Election of executive members .....	22
54	Election Procedure.....	23
55	Term of office .....	24
56	Vacation of office.....	24
57	Removal from office .....	25
58	Co-option .....	25
<b>DIVISION 4 —MEETINGS OF EXECUTIVE .....</b>		<b>26</b>
59	Chairperson .....	26
60	Meetings of Executive .....	26
61	Notice of meetings .....	26
62	Urgent meetings.....	26
63	Procedure and order of business .....	26
64	Use of technology .....	27
65	Circular Motions .....	27
66	Quorum .....	27
67	Voting.....	28
68	Conflict of interest .....	28
69	Minutes of meeting.....	28
70	Leave of absence.....	29
<b>PART 6 —FINANCIAL MATTERS .....</b>		<b>29</b>
71	Source of funds.....	29
72	Management of funds .....	29

73	Financial records.....	29
74	Financial statements .....	29
<b>PART 7 —GENERAL MATTERS.....</b>		<b>30</b>
75	Registered address .....	30
76	Notice requirements .....	30
77	Custody and inspection of books and records .....	30
78	Winding up and cancellation .....	31
78B	Assets .....	31
79	Patron .....	31
80	Schedules .....	32
81	Amendment of Rules.....	32
82	Special resolutions .....	32
83	Common seal.....	32
84	Immediate Past Executive Members.....	33
85	Affiliation with other Associations .....	33
86	Indemnity of Office Bearers.....	33
87	Liability of Members .....	33
<b>PART 8 —COUNCIL .....</b>		<b>33</b>
<b>DIVISION 1 —POWERS OF COUNCIL.....</b>		<b>33</b>
88	Role and powers .....	33
<b>DIVISION 2 —COMPOSITION OF COUNCIL AND DUTIES OF MEMBERS .....</b>		<b>34</b>
89	Composition of Council .....	34
90	General Duties .....	34
91	Duties of council members.....	34
92	Election of council members and term of office.....	34
<b>DIVISION 3 —MEETINGS OF COUNCIL .....</b>		<b>35</b>
93	Chairperson .....	35
94	Meetings of Council.....	35
95	Notice of Meetings .....	35
96	Procedure and order of business .....	35
97	Use of technology .....	35
98	Quorum .....	35
99	Voting.....	36
100	Conflict of interest .....	36
101	Minutes of council meeting.....	36
<b>APPENDIX .....</b>		<b>iv</b>

## PART 1 — PRELIMINARY

### 1 Name

- (1) The Name of the incorporated association is “Monash Engineering Students’ Society Inc.”.

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

- (2) The Association shall also be known as “MESS”.

### 2 Purposes

The purpose of the association is to advance education of the students of Monash University by—

- (1) providing formal and informal activities for all Monash engineers in order to increase familiarisation and socialisation amongst year levels;
- (2) providing information to members about current issues pertaining to Engineering fields of practice and study;
- (3) providing engineering related information to interested parties;
- (4) encouraging greater diversity and inclusion in engineering, in areas including but not limited to gender, sexuality and race;
- (5) aiding members in developing skills befitting a career or interest in engineering;
- (6) aiding members in gaining relevant vacation and graduate employment; and
- (7) fostering a mutually beneficial relationship between Engineering students at the University, the Faculty, the University and any other stakeholders.

### 3 Financial Year

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

### 4 Interpretation and Definitions

- (1) The provisions of these Rules shall be construed subject to the constitution of the Clubs & Societies Council. Where these Rules is inconsistent with the constitution of the Clubs & Societies Council, the latter shall prevail, and the former shall, to the extent of the inconsistency, be without force or effect. Where the constitution of the Clubs & Societies Council makes a provision for a matter or thing not otherwise provided for in these Rules, those provisions shall take effect as if they were contained in these Rules.
- (2) In these Rules, unless the contrary intention appears, all words and expressions have the same meaning as they have in the constitution of the Clubs & Societies Council, and—

**Academic day** means a day that falls within a regular teaching period of the University, on which classes are held;

**absolute majority**, of the Executive, means a majority of the executive members currently holding office and entitled to vote at the time (as

distinct from a majority of executive members present at a executive meeting);

**AGM** means the Annual General Meeting;

**Assets** means the assets remaining after the satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up;

**Association** means Monash University Engineering Students' Society Inc.;

**associate member** means a member referred to in rule 14(1);

**Chairperson**, of a general meeting or executive meeting, means the person chairing the meeting as required under rule 31 and rule 59;

**Clubs & Societies Council** means the Clubs & Societies Council division of the MSA;

**Council** means the Council, as defined in Part 8;

**council meeting** means a council meeting held in accordance with these Rules;

**C&S Executive** means the Executive of the Clubs & Societies Council;

**disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 24(3);

**disciplinary meeting** means a meeting of the Executive convened for the purposes of rule 23;

**disciplinary subcommittee** means the subcommittee appointed under rule 21;

**Executive** means the Executive, as defined in Part 5, having management of the business of the Association;

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

**executive member** means a member of the Executive elected or appointed under Division 3 of Part 5 and listed in rule 45(2);

**Faculty** means Monash University Faculty of Engineering;

**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, a special general meeting and a disciplinary appeal meeting;

**member** means a member of the Association;

**MSA** means Monash Student Association (Clayton) Inc. (ABN 20 147 061 074);

**ordinary member** means a member referred to in rule 12(1)

**ordinary member entitled to vote** means an ordinary member who under rule 12(2) is entitled to vote at a general meeting;

**publicly display** means display in a space accessible to all students, whether this be online or physical;

**Register of Members** means the comprehensive list of members of the association submitted to C&S in accordance with the C&S Affiliation Regulations;

**SGM** means a Special General Meeting;

**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;

**student** means a person enrolled in a course of study administered at the Clayton Campus of the University.

**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;

**University** means Monash University.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act and any restrictions placed on it by the C&S Executive or in the C&S Constitution or Regulations, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) charge members annual membership fees and special levies in accordance with these Rules;
  - (b) receive grants from the Faculty, the Clubs & Societies Council, or other source and administer those grants;
  - (c) acquire, hold and dispose of real or personal property;
  - (d) open and operate accounts with financial institutions;
  - (e) invest its money in any security in which trust monies may lawfully be invested;
  - (f) raise and borrow money on any terms and in any manner as it thinks fit;
  - (g) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (h) appoint agents to transact business on its behalf;
  - (i) 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 surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—
 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.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The Association must have at least 40 ordinary members.

#### **8 Who is eligible to be a member**

Any person who supports the purposes of the Association is eligible for membership.

#### **9 Duration of membership**

A person's membership of the Association shall run from the payment of the membership fee, or if there is no fee, from entry into the register of members, until 20 March of the following year, or until the person ceases to be eligible, whichever occurs earlier.

#### **10 Rejection of membership**

- (1) Within 7 days of a person joining the Association, the Executive may resolve to provisionally reject their Association membership application until the matter can be decided at a general meeting, which must be held within 20 academic days.
- (2) A person may only have their Association membership application rejected if not less than three quarters of the ordinary members present (either in person or by proxy) at a general meeting vote in favour of the decision, provided that—
  - (a) 14 days notice of the intention to move a motion of rejection has been served on the person, Association members and the C&S Executive, and
  - (b) they have been given a reasonable opportunity to speak to the motion.
- (3) A person whose membership application has been rejected may appeal to the C&S Executive by serving on it, within 7 days of the rejection, a written notice of appeal. The C&S Executive's decision on the matter shall be binding on the Association.
- (4) Where a person's membership application is finalised as rejected, they shall be entitled to a full refund of the annual membership fee paid to the Association.

#### **11 Membership Fee**

- (1) At the first executive meeting of each year, the Executive must determine—

- (a) the amount of the annual membership fee (if any); and
  - (b) ensure differential pricing is charged, as outlined in the C&S Finance Regulations.
- (2) Subject to subrule (1) (b) any new member who joins after 1 July may pay a fee that is a proportion of the full annual membership fee, as determined by the Executive.

## **12 Ordinary Membership**

- (1) Ordinary membership of the Association shall be open to Clayton students who subscribe to the purposes of the Association.
- (2) An ordinary member is entitled to vote if—
  - (a) they are a member of at least 14 days' standing; and
  - (b) the member's membership rights are not suspended for any reason; and
  - (c) the member is 17 years or older.

## **13 General rights of members**

An ordinary 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 stand for election to—
  - (i) the Executive and be an executive member, subject to rule 49; and
  - (ii) a position on a Portfolio Committee, subject to the Portfolio By-Laws.
- (e) to have access to the minutes of general meetings, Executive meetings and other documents of the Association as provided under rule 76; and
- (f) on request to the Secretary, to inspect the register of all Association members, as prescribed under rule 19(4).

## **14 Associate membership**

- (1) Associate membership of the Association shall be open to all persons who are ineligible for ordinary membership, and who subscribe to the purposes of the Association.
- (2) Associate members of the Association shall have all the rights of ordinary members, except they shall not be eligible to vote or be a member of the Executive.
- (3) Associate members may be members of subcommittees.

## **15 Honorary Life Membership**

- (1) A general meeting of the Association may confer, by special resolution, Honorary Life Membership on a person who has made a substantial contribution to the Association.
- (2) Honorary life members of the Association who are eligible for ordinary membership shall have all the rights of ordinary members.

- (3) Honorary life members of the Association who are ineligible for ordinary membership shall have all the rights of associate members.
- (4) A list of honorary life members shall be noted in the appendix of these Rules.

## **16 Rights not transferable**

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

## **17 Ceasing membership**

- (1) Without limiting rule 9, the membership of a person ceases on resignation, expulsion or death.
- (2) If a person resigns as a member of the Association, the Secretary must, as soon as practicable, update the C&S Executive of that fact and ensure that the date the person ceased to be a member is recorded in the register of members.

## **18 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.

**Note:** Rule 75(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Executive.

- (2) A member is taken to have resigned if—
  - (a) the member's membership fee is not paid by 20 March; or
  - (b) where no annual subscription is payable, the member has not re-registered by 20 March.

## **19 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's full name;
    - (ii) the member's Monash student ID number (if applicable);
    - (iii) the member's email address;
    - (iv) the member's home campus;
    - (v) the date of becoming a member;
    - (vi) if the member is an ordinary, associate or honorary life member; and
    - (vii) any other information determined by the Executive; and
  - (b) for each former member, the date of ceasing to be a member. If the date is not recorded, the member will cease to be a member according to Rule 9.
- (2) Within 7 days of a request, the Secretary shall make available to any Association member, a list of Association members, containing only each member's name and membership type, and, where applicable, the last 3 digits of each member's University student number.
- (3) The Secretary shall ensure that the C&S Executive has an up-to-date copy of all Association membership records at all times.
- (4) Any member may, at a reasonable time and free of charge, inspect the register of members.

## Division 2—Disciplinary action

### 20 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules or its schedules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### 21 Disciplinary subcommittee

- (1) If the Executive is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Executive must appoint a disciplinary subcommittee of no more than 5 people to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Executive members, members of the Association or anyone else, provided they are students; but
  - (b) must not be biased against, or in favour of, the member concerned.

### 22 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member and the C&S Executive—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place (which must be on the Clayton Campus) and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that they may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) advising the member that they can be accompanied by one person who may provide assistance, support or both, who may be—
    - (i) a counsellor;
    - (ii) a Monash student or staff member; or
    - (iii) a family member; but—  
may not be accompanied or assisted by anyone who is legally qualified; and
  - (f) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no later than—
  - (a) 14 days, if held on an academic day; or

- (b) 28 days, otherwise—  
before the disciplinary meeting is held.

### **23 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), and subject to subrule (6) the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) reprimand the member; or
  - (c) suspend the membership rights of the member for a specified period, including the right to stand for election and be an Executive member; or
  - (d) expel the member from the Association.
- (3) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- (4) If the member is not present at the disciplinary meeting, the member must be informed of the outcome within 12 hours of the vote.
- (5) The Executive shall ensure that the minutes of the disciplinary meeting are taken and submitted to the C&S Executive within 7 days.
- (6) The disciplinary subcommittee may not fine the member.

### **24 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Executive as soon as practicable, but in any event not later than 15 academic days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to the person appealing the decision of the disciplinary subcommittee, C&S Executive and to each ordinary member of the Association who is entitled to vote at least 14 days prior to the disciplinary appeal meeting and must—
  - (a) specify the date and time of the meeting, which must be held on an academic day; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and

- (ii) the grounds for taking that action; and
  - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- (5) The location must be given to the person appealing the decision of the disciplinary subcommittee, the C&S Executive and each ordinary member of the Association who is entitled to vote at least 7 days before the disciplinary appeal meeting

## **25 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted;
  - (b) a member of the Immediate Past Executive, unless they self-disqualify or have a material personal interest, in which case an ordinary member—
    - (i) elected by and from the attendants; and
    - (ii) who is not an Executive member; and
    - (iii) who is not the person who is appealing the decision of the disciplinary subcommittee—
 shall preside as chair for the duration of the disciplinary appeal meeting; and
  - (c) the Executive must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (d) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the ordinary members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) The chair, members of the Executive, the disciplinary subcommittee and the person who is appealing the decision of the disciplinary subcommittee must not vote.
- (4) A member may not vote by proxy at the meeting.
- (5) The decision is upheld if not less than three quarters of the ordinary members voting at the meeting vote in favour of the decision.
- (6) The Executive shall ensure that minutes of the disciplinary appeal meeting are taken and submitted to the C&S Executive within 7 days.

## **Division 3—Grievance procedure**

### **26 Application**

- (1) 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 Executive;
  - (c) a member and the Association.

- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **27 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.

## **28 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 7 days—
  - (a) notify the Executive 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, a person appointed by the C&S Executive.
- (3) A mediator may be a member or former member of the Association but in any case must not be a person who—
  - (a) is a party to the dispute; or
  - (b) has a personal interest in the dispute; or
  - (c) is biased in favour of or against any party.

## **29 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.

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

If the mediation process does not resolve the dispute, the C&S Executive may, on the application in writing of either party, determine the dispute. In determining the dispute, the C&S Executive must comply with the requirements of rule 29(1), in the same way as the mediator.

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

## **31 Chairperson**

The Chairperson for a general meeting shall be—

- (1) the President; or

- (2) in the absence of the President or if the President is unable to preside, the Vice President;
- (3) in the absence of the President and Vice President or if they are unable to preside, the Treasurer; or
- (4) in the absence of the President, Vice President and Treasurer or if they are unable to preside, an executive member designated by the President; or
- (5) in the absence of all executive members, an ordinary member elected by the other ordinary members present.

### **32 Annual general meetings**

- (1) The Executive must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year, ideally in September.
- (2) The Executive may determine the date, time and place of the annual general meeting, subject to rule 35(1).
- (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(s) held since then;
  - (b) to receive and consider—
    - (i) the annual reports required under rule 47 during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Executive in accordance with Part 7 of the Act;
  - (c) to declare vacant all Executive and Portfolio Committee positions unless otherwise stated in the Portfolio By-Laws; and
  - (d) to elect members to fill all vacant Executive and Portfolio Committee positions, subject to rule 53, 54 and Portfolio by-laws.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **33 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) There shall be at least one special general meeting each year, to be held in the first semester **and scheduled** at least 5 weeks after the beginning of semester one. The usual business of that special general meeting shall be to—
  - (a) **receive and consider the President and Treasurer reports and an update on the current activities of the Association;**
  - (b) **provide a forum for members to give suggestions on Association activities and events;**
  - (c) elect any positions that must be voted in at this SGM, as specified in the Portfolio by-Laws; and
  - (d) to elect any other vacant positions.
- (3) The Executive may determine the date, time and place of a special general meeting, subject to rule 35(1).

- (4) No business other than that set out in the notice under rule 35 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 35 and the majority of members at the meeting agree.

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

- (1) The Executive must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of ordinary 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 Executive does not convene a special general meeting within 15 academic days after the date on which the member's request is made, the C&S Executive shall call one.
- (4) A special general meeting convened by the C&S Executive under subrule (3)—
  - (a) must be held within 30 academic days after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.

### **35 Notice of general meetings**

- (1) General meetings may only be held on campus and on an academic day, unless otherwise approved by the C&S Executive.
- (2) The Secretary (or, in the case of a special general meeting convened under rule 34(3), the C&S Executive) 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.
- (3) The notice must—
  - (a) specify the date and time 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
  - (d) comply with rule 36(4).
- (4) The location must be given to each member of the Association at least 7 days before the general meeting.

- (5) If the general meeting has been called for any elections, the Returning Officer shall be appointed in accordance with rule 50 and this person's first name, last name and email address notified to members at least 14 days prior to the date of the general meeting at which the election is to be held.
- (6) This rule does not apply to a disciplinary appeal meeting.

**Note:** Rule 24(4) sets out the requirements for notice of a disciplinary appeal meeting.

### 36 Proxies

- (1) An ordinary member may appoint another ordinary member as **their** proxy to vote and speak on **their** behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy may be—
  - (a) in writing and signed by the member making the appointment on a form approved by the Executive; or
  - (b) made by giving notice from the member's registered student email account.
- (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 on any matter as they see fit.
- (4) Notice of a general meeting given to a member under rule 35 must—
  - (a) state that an ordinary member may appoint another ordinary member as a proxy for the meeting; and
  - (b) include a copy of any form that the Executive has approved for the appointment of a proxy.
- (5) The proxy list must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (6) A form appointing a proxy sent by post or electronically, or notice from a member's registered student email account, is of no effect unless it is received by the Club no later than 72 hours before the commencement of the meeting.
- (7) A person can act as a proxy for no more than 2 ordinary members.

### 37 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.
- (3) Technology may be employed for the purpose of counting votes, either on any resolution or in an election, provided that the technology allows for the recording of votes and for anonymity to be preserved in the case of a secret ballot.

### 38 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, by proxy or as allowed under rule 37) of—
  - (a) 15 ordinary members, or 10% of the ordinary members entitled to vote up to a maximum of 50, whichever is greater; and
  - (b) an absolute majority of Executive members.
- (3) If a quorum is not present within 20 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by the C&S Executive at the request of members under rule 34—the meeting must be dissolved;

**Note:** If a meeting convened 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 34.

- (b) in any other case—
  - (i) the meeting must be adjourned to a date no fewer than 7 and at most 14 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be confirmed by notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 20 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the ordinary members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

### 39 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 Executive 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 date, time and place to which the meeting is adjourned must be confirmed by notice given to all members as soon as practicable after the meeting, unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

### 40 Voting at general meeting

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each ordinary member who is entitled to vote,

- excluding the Chairperson, has one vote; and
  - (b) ordinary 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.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a 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.
  - (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.

#### **41 Determining whether resolution carried**

- (1) Subject to subrule (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 secret ballot (where votes are cast in writing) is demanded by ten or more ordinary members on any question—
  - (a) the secret ballot 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 secret ballot.
- (3) A secret ballot demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A secret ballot demanded on any other question must be taken before the close of the meeting after the conclusion of discussion on the question.

#### **42 Minutes of general meeting**

- (1) The Executive must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes of a general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy list given to the Chairperson of the meeting under rule 36(5); and
  - (c) the business considered at the meeting; and
  - (d) any resolutions on which a vote is taken and the result of the vote; and
  - (e) the results of any elections held or noted, including the elected candidate and runner up; and
  - (f) annual reports required under rule 47.

- (3) The minutes of the annual general meeting must include items listed in subrule (2) above, and—
- (i) the financial statements submitted to the members in accordance with rule 32(3)(b)(ii); and
  - (ii) the certificate signed by two Executive members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—EXECUTIVE**

### **Division 1—Powers of Executive**

#### **43 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Executive.
- (2) The Executive may exercise all the powers and functions of the Association except those powers that these Rules, the Act or the C&S Constitution or Regulations require to be exercised by general meetings of the members of the Association.
- (3) The Executive may—
  - (a) appoint and remove staff, with the prior approval of the C&S Executive;
  - (b) establish subcommittees consisting of ordinary or associate members with terms of reference it considers appropriate, which should be codified within a policy or regulation as a schedule to these Rules under rule 79.

#### **44 Delegation**

- (1) The Executive may delegate to a member of the Executive, the Council, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) the power to approve expenditure; or
  - (c) a duty imposed on the Executive by these Rules and the C&S Constitution and Regulations; or
  - (d) a duty imposed on the Executive by the Act or any other law
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.
- (3) The Executive may, in writing, revoke a delegation wholly or in part.

### **Division 2—Composition of Executive and duties of members**

#### **45 Composition of Executive**

- (1) The Executive shall consist of 7 executive members, who shall be the Directors of the Association.
- (2) The members of the Executive are—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Treasurer; and
- (d) a Secretary; and
- (e) a Director (Academic); and
- (f) a Director (Industry); and
- (g) a Director (Social).

#### **46 General Duties**

- (1) As soon as practicable after being elected or appointed to the Executive, each executive member must become familiar with these Rules, the Act and the C&S Constitution and Regulations.
- (2) As soon as practicable after being elected or co-opted to the Executive, the President, Vice President, Secretary and Treasurer must complete training as prescribed by the C&S Executive and update their contact details with Clubs & Societies via the appropriate form.
- (3) The Executive is collectively responsible for ensuring that the Association complies with the Act, the C&S Constitution and Regulations and that individual members of the Executive comply with these Rules.
- (4) Executive members must exercise their powers and discharge their duties with reasonable care and diligence.
- (5) Executive members must exercise their powers and discharge their duties—
  - (a) honestly and in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (6) Executive members and former executive 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.

- (7) In addition to any duties imposed by these Rules, an executive member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **47 Duties of executive members**

- (1) President
  - (a) The duties of the President shall be to—
    - (i) preside as chair over executive meetings, council meetings and general meetings;
    - (ii) attend meetings of the Clubs & Societies Council, vote in the interests of the Association, and report outcomes to the Executive;

- (iii) co-ordinate the activities of the Executive and, through the Directors, the rest of the Council;
- (iv) approve and sign off on all off-campus event documentation requirements, as determined by the C&S Executive;
- (v) represent the Association, and act as its spokesperson, to the Clubs & Societies Council, MSA, the University and other bodies, as appropriate;
- (vi) submit reports to executive meetings, as appropriate; and
- (vii) submit an annual report to the AGM and reports to the Council as required under rule 88(2)(a); and
- (viii) write a detailed operational report at the end of term for next position holder.

## (2) Vice President

### (a) The duties of the Vice President shall be to—

- (i) attend executive meetings, council meetings and general meetings;
- (ii) in the absence of the President, preside as chair over executive meetings and general meetings, in accordance with rule 32;
- (iii) in the absence of the President, attend meetings of the Clubs & Societies Council, vote in the interests of the Association, and report outcomes to the Executive;
- (iv) assist the President in their duties;
- (v) perform the duties of the President if that office is vacant;
- (vi) perform other duties, as the Executive of Association may resolve; and
- (vii) write a detailed operational report at the end of term for next position holder.

### (b) The Vice President shall also be known as the Director (General), in accordance with the Portfolio By-Laws.

## (3) Treasurer

### (a) The duties of the Treasurer shall be to—

- (i) attend executive meetings, Council meetings and general meetings;
- (ii) keep the Association's financial records in order;
- (iii) prepare an Association budget, at least every 6 months;
- (iv) submit an annual report to the AGM and reports to the Council as required under rule 88(2)(a);
- (v) receive all monies paid to or received by the Association and ensure receipts are issued for those monies in the name of the Association;
- (vi) ensure that all monies received are paid into the account of the Association within 2 working days after receipt, unless otherwise approved by the C&S Executive; and
- (vii) make any payments authorised by the Executive or by a general meeting of the Association from the Association's funds; and
- (viii) ensure cheques are signed by at least 2 of the President, Secretary or Treasurer;
- (ix) preside as chair at executive meetings and general meetings, in the absence of the President and Vice President;

- (x) liaise with Clubs & Societies Council on any financial requirements; and
  - (xi) write a detailed operational report at the end of term for next position holder.
- (b) The Treasurer must—
- (i) ensure that the financial records of the Association are kept in accordance with the Act and C&S Finance Regulations, where applicable; and
  - (ii) coordinate the preparation of the financial statements of the Association and their certification by the Executive prior to their submission to the annual general meeting of the Association.
- (c) The Treasurer must ensure that at least two other executive members have access to the accounts and financial records of the Association.
- (4) Secretary
- (a) 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.

- (b) The Secretary must give to the Registrar and the C&S Executive notice of their appointment within 14 days after the appointment.
- (c) The duties of the Secretary shall be to—
- (i) attend executive meetings, council meetings and general meetings;
  - (ii) prepare agendas and minutes, and serve notice as prescribed, for general meetings and executive meetings;
  - (iii) act as Returning Officer for Association elections, unless the Executive resolves otherwise;
  - (iv) ensure that an up-to-date membership register is maintained, in accordance with rule 19;
  - (v) regularly check the Association's mail box and electronic mail account, supplied by the Clubs & Societies Council, for incoming correspondence;
  - (vi) ensure that inwards and outwards correspondence for the Association is handled correctly and in a timely manner;
  - (vii) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 72(3), all books, documents and securities of the Association in accordance with rules 77 and 83;
  - (viii) perform any other duty or function imposed on the Secretary by these Rules; and
  - (ix) write a detailed operational report at the end of term for next position holder.
- (d) The Secretary shall also be known as the Director (Administration) in accordance with the portfolio by-laws.
- (5) Director (Academic)
- (a) The duties of the Director (Academic) shall be to—
- (i) attend executive meetings, council meetings and general meetings;

- (ii) oversee the organisation of the Academic program;
  - (iii) assist and direct the members of the Academic portfolio committee in their duties;
  - (iv) submit an annual report to the AGM;
  - (v) perform such duties as the Executive or Association may resolve; and
  - (vi) write a detailed operational report at the end of term for next position holder.
- (6) Director (Industry)
- (a) The duties of the Director (Industry) shall be to—
    - (i) attend executive meetings, council meetings and general meetings;
    - (ii) oversee the organisation of the Industry program;
    - (iii) assist and direct the members of the Industry portfolio committee in their duties;
    - (iv) submit an annual report to the AGM;
    - (v) perform such duties as the Executive or Association may resolve; and
    - (vi) write a detailed operational report at the end of term for next position holder.
- (7) Director (Social)
- (a) The duties of the Director (Social) shall be to—
    - (i) attend executive meetings, council meetings and general meetings;
    - (ii) oversee the organisation of the Social program, including functions and events;
    - (iii) assist and direct the members of the Social portfolio committee in their duties
    - (iv) submit an annual report to the AGM;
    - (v) perform such duties as the Executive or Association may resolve; and
    - (vi) write a detailed operational report at the end of term for next position holder

## 48 Ancillary Members

- (1) The Association or the Executive may create additional positions to assist the Executive with their duties, that—
  - (a) can be held by ordinary members and associate members; and
  - (b) should be codified within a policy or regulation as a schedule to these Rules under rule 79.

**Example:** The Executive may resolve to appoint a Webmaster to manage the Association website, which requires a member with specific skills.

- (2) Such positions shall be ancillary members of the Executive, but are not defined as executive members under these rules.
- (3) Ancillary members have the right to attend and speak at executive meetings, and shall be bound by rule 46.

### Division 3—Election of Executive members and tenure of office

#### 49 Who is eligible to be an Executive member

- (1) A member is eligible to be elected or appointed as an executive member if the member—
  - (a) is an ordinary member entitled to vote under rule 12(2), and
  - (b) is a Clayton student, and
  - (c) will be enrolled for the duration of the term at a Victorian campus of the University, in a course of study administered by the Faculty; and
  - (d) has not had their membership rights suspended; and
  - (e) is 18 years or older on the date they would take office; and
  - (f) has not been previously removed from office in accordance with these Rules or the Portfolio By-Laws; and
  - (g) will have a substantial attendance at a Monash campus in Victoria, for the duration of the term, as defined in rule 49A; and
  - (h) has served on the Council for at least one full term.
- (2) Where nominations have not been received from eligible members for the positions listed in subrule (1), any other ordinary member may be a candidate.
- (3) No person may hold more than one position listed in rule 45(2).

#### 49B Substantial Attendance

- (1) A 'substantial attendance' shall be met unless—
  - (a) a member will be absent, without approved Leave of Absence, as defined in rule 70, from the Monash campus at which they are enrolled for four continuous academic weeks during a semester; or
  - (b) a member will not be present at the Monash campus at which they are enrolled for more than one week during which they are required as part of their role; or
  - (c) a member is not able to commit to fulfil all that is required of their role for the entirety of the term as defined in these Rules or the Portfolio By-Laws.
- (2) Any other question of 'substantial attendance' shall be determined by a meeting of the Executive.

#### 50 Returning Officer

- (1) The Returning Officer shall be appointed by the Executive at least 21 days prior to the date of the General Meeting at which an election is to be held.
- (2) The Secretary shall be appointed the Returning Officer unless the Executive resolves otherwise, or the Secretary self disqualifies.
- (3) Upon receiving a written request to do so from an absolute majority of Executive members, the C&S Executive shall appoint a Returning Officer instead of the Executive.
- (4) The Returning Officer must be a Clayton student at the time of appointment.
- (5) The Returning Officer shall not—

- (a) be a candidate;
  - (b) endorse a candidate; or
  - (c) vote—
- in an election over which they preside.

## 51 Positions to be declared vacant

- (1) Provided that quorum is present, the Returning Officer of the annual general meeting must declare—
  - (a) all positions on the Executive vacant; and
  - (b) portfolio committee positions vacant, subject to the Portfolio By-Laws; **and hold elections for those positions in accordance with rules 52 to 54.**
- (2) Where quorum is not present, the Chairperson must adjourn the meeting under rule 38(3)(b).

**Note:** Where quorum is not present at the annual general meeting adjourned under rule 38(3)(b), the meeting may proceed if quorum was present under rule 38(4).

## 52 Nominations

- (1) Prior to the election of each position, the Returning Officer of the meeting must call for nominations to fill that position.
- (2) **Nominations must be opened immediately following notice of the meeting where an election is to be held and must be received by the Returning Officer at least 24 hours prior to the commencement of the AGM.**
- (3) In order to nominate for a position, an ordinary member of the Association must—
  - (a) self-nominate through either a written or digital form, as set and outlined by the Executive in the notice of the general meeting; and
  - (b) confirm the nomination in person during the General Meeting; or otherwise
  - (c) confirm their nomination via their student email to the Returning Officer if they are to be absent at the General Meeting.
- (4) A candidate may self-nominate for multiple positions on the Executive or Portfolio committees, however may only be elected to one of these positions.
- (5) The Returning Officer must publicly display the names of the candidates and the position for which they are nominated as soon as practicable **prior to** the election.
- (6) If there are no nominations received for a particular position, the Returning Officer may open nominations from the floor for those positions at the General Meeting.

## 53 Election of executive members

- (1) **At the annual general meeting, separate elections must be held for each of the following positions—**
  - (i) President;
  - (ii) Vice-President;
  - (iii) Treasurer;

- (iv) Secretary;
  - (v) Director (Academic);
  - (vi) Director (Industry); and
  - (vii) Director (Social).
- (2) Separate **elections** must also be held for all portfolio committee positions, subject to the Portfolio By-Laws.
  - (3) If only one **eligible** member has **self nominated** for the position, the Returning Officer of the meeting must declare the member elected to the position.
  - (4) If more than one member is nominated, a ballot must be held in accordance with rule 54.
  - (5) The positions shall be elected in the order that they are listed in rule 45(2).

## 54 Election Procedure

- (1) Before the secret ballot is taken, each candidate may make a short speech in support of their election.
- (2) The election shall be by secret ballot either—
  - (a) through an online voting platform where digital ballots are entered, opened at the conclusion of the presentations given during the AGM for the specific positions and closed once all in attendance have voted on the candidates for the position; or
  - (b) through ballot paper given to all members present eligible to vote, collected and counted by the Returning Officer after all presentations have been given for the specific position. If this method is chosen, the Returning Officer must give a blank piece of paper to—
    - (i) each member present in person; and
    - (ii) each proxy appointed by a member.

**Example:** If a member has been appointed the proxy of 2 other members, the member must be given 3 ballot papers—one for the member and one each for the other members.

- (3) Votes must be counted in accordance with the following procedure—
  - (a) Each ballot paper must first be given the value of 1.
  - (b) The value of each ballot paper must be allocated to the continuing candidate against whose name appears first on the ballot paper.
  - (c) A ballot paper which does not show a valid preference for at least one continuing candidate is exhausted and may not be allocated further.
  - (d) A quota must be calculated at the start of counting by dividing the total value of formal ballot papers by one more than the number of positions remaining to be filled.
  - (e) If at any stage of counting a continuing candidate is allocated a value in excess of the quota, that candidate must be declared elected and each ballot paper allocated to that candidate must be given a new value obtained by multiplying its current value by the candidate's transfer value. If there are two or more candidates with an equal value, the Returning Officer must determine by lot which of these candidates is to be elected first.
  - (f) If at any stage of counting no continuing candidate is allocated a value in

excess of the quota, the candidate with the lowest value must be eliminated. If there are two or more candidates with an equal value, the Returning Officer must determine by lot which of these candidates is to be eliminated.

- (g) The procedure in subrule (3)(b) to (3)(f) above must be repeated in order until the number of positions to be filled are filled.
- (4) In this rule—
- (a) **continuing candidate** means a candidate who has neither been elected nor eliminated;
  - (b) **stage of counting** means when all ballots which have not been exhausted have been allocated to continuing candidates;
  - (c) **candidate's transfer value** is the elected candidate's value, less the quota at stage of counting, all divided by the elected candidate's value.
- (5) The Returning Officer is to announce the names of the candidates elected and their respective positions at the annual general meeting as soon as all votes have been counted and the results verified for each specific position.

## 55 Term of office

- (1) Subject to subrule (3) and rule 56, 57 and 58, an executive member holds office until the positions of the Executive are declared vacant at the next annual general meeting.
- (2) An executive member may be re-elected.
- (3) A general meeting of the Association may elect an eligible ordinary member of the Association to fill a vacant position in accordance with this Division.

## 56 Vacation of office

- (1) An executive member may resign from the Executive by giving written notice, specifying the date of cessation, addressed to the President and/or Secretary.
- (2) A person ceases to be an executive member if they—
  - (a) cease to be a student enrolled in a course of study administered at the Clayton Campus;
  - (b) are not enrolled in a unit of study at a Victorian campus of the University;
  - (c) cease to be a member of the Association; or
  - (d) fails to attend 3 consecutive executive meetings (other than special or urgent executive meetings) without leave of absence under rule 70; or
  - (e) otherwise ceases to be an executive member by operation of section 78 of the Act.

**Note:** An Executive member may not hold the office of secretary if they do not reside in Australia.

- (3) In the event that the office of the President, Vice President, Treasurer and/or Secretary is vacated prior to the conclusion of an ordinary term or is vacant after an election, an SGM shall be called and held within 20 academic days of vacation to enable a by-election for the vacant position(s), unless the AGM will be held within the same period.
- (4) The Executive may continue to act despite any vacancy in its membership.

## 57 Removal from office

- (1) An executive member may be removed from office under Division 2 Part 3 or under subrule (2) below.
- (2) A general meeting of the Association may—
  - (a) remove an executive member from office by special resolution, provided that 21 days' notice of the intention to move a special resolution to remove the executive member from office has been served on the executive member, members of the Association and the C&S Executive; and
  - (b) fill the position by electing—
    - (i) where the vacant position is President, an eligible member of the Association who is also an Executive member; and
    - (ii) for any other vacant position, an eligible member of the Association, in accordance with this Division.
- (3) A member who is the subject of a proposed special resolution under subrule (2)(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.
- (4) 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, they must be read out at the meeting at which the special resolution is to be proposed.

## 58 Co-option

- (1) The Executive may co-opt (appoint) an eligible ordinary member, subject to subrule (2) below, of the Association who is entitled to vote to fill a position on the Executive that—
  - (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting—  
who shall hold office until the next general meeting of the Association.
- (2) Where a position, other than the President and Secretary, has become vacant under rule 56, an eligible ordinary member shall be—
  - (a) the candidate who received the next highest number of votes for that position, who shall hold office until the position is declared vacant; or
  - (b) where the candidate is no longer eligible or does not wish to hold the position, a person most appropriately suited to the role, who shall hold office until the next general meeting of the Association.
- (3) If the position of President becomes vacant, the Vice President shall perform the role until an election can be held, subject to rule 56(3).
- ~~(4) If the position of President becomes vacant—~~
  - ~~(a) the Executive must appoint an executive member to the position within 14 days after the vacancy arises, who shall hold office until the next general meeting of the Association; and~~
  - ~~(b) where an executive member is appointed as President, the position they held is immediately taken to be vacant.~~

- (5) If the position of Secretary becomes vacant, the Executive must appoint an eligible ordinary member to the position within 14 days after the vacancy arises, who shall hold office until the next general meeting of the Association, **subject to rule 56(3)**.

## Division 4—Meetings of Executive

### 59 Chairperson

- (1) The Chairperson for an executive meeting shall be—
- the President; or
  - in the absence of the President or if the President is unable to preside, the Vice President; or
  - in the absence of the President and Vice President, the Treasurer ~~or if they are unable to preside, the Secretary~~; or
  - in the absence of the President, Vice President, ~~and Treasurer and Secretary~~ or if they are unable to preside, an executive member elected by the other executive members present.

### 60 Meetings of Executive

- The Executive must meet at least 4 times in each half year at the dates, times and places determined by the Secretary.
- Special executive meetings may be convened at a specified date, time and place by the President or by any 2 members of the Executive.

### 61 Notice of meetings

- Notice of each executive meeting must be given to each executive member no later than 7 days before the date of the meeting.
- Notice may be given of more than one executive meeting at the same time.
- The notice must state the date, time and place of the meeting.
- If a special executive meeting is convened, the notice must include the general nature of the business to be conducted.
- The only business that may be conducted at a special meeting is the business for which the meeting is convened.

### 62 Urgent meetings

- In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each executive member by the quickest means practicable.
- Any resolution made at the meeting must be passed by an absolute majority of the Executive.
- The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### 63 Procedure and order of business

- The procedure to be followed at a meeting of the Executive must be determined from time to time by the Executive.

- (2) The order of business may be determined by the executive members present at the meeting.

#### **64 Use of technology**

- (1) An executive member who is not physically present at an executive meeting may participate in the meeting by the use of technology that allows that executive member and the executive members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, an executive member participating in an executive 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.

#### **65 Circular Motions**

- (1) The Executive may, in between meetings, vote on a resolution by way of circular resolution.
- (2) A circular resolution is only considered a valid resolution of the Executive when:
  - (a) every Executive Member (with the exception of the President) votes in favour or abstains from the resolution; and
  - (b) all votes are received within 72 hours of the resolution being communicated to Executive members.
- (3) A circular resolution must be communicated by email to all Executive members by the President **or, in the case that** a resolution includes a motion to approve expenditure, the resolution may be communicated to Executive members by the Treasurer.
- (4) Executive members may reply to the email voting in favour, voting against or abstaining from the resolution.
- (5) The email circulated by the President **or Treasurer** must:
  - (a) specify the exact wording of the resolution proposed;
  - (b) state the time by which votes must be received, in accordance with subrule 65(2); and
  - (c) state the process for voting, in accordance with subrule 65(4).
- (6) Upon receiving the votes of all Executive members, or upon the time period for votes to be received lapses (whichever occurs first), the President must, as soon as practical, inform all members of the Executive, by email, whether the circular resolution was passed or otherwise, in accordance with subrule 65(2).
- (7) A circular resolution that has been passed is deemed to take effect from when the President emails the result of the circular resolution to all members of the Executive.
- (8) A resolution cannot be voted on by way of circular resolution when it proposes:
  - (a) a change to the rules of association; and
  - (b) a change to the portfolio by-laws.
- (9) A list of all resolutions passed by circular resolution must be tabled at the next meeting of the Executive.

#### **66 Quorum**

- (1) No business may be conducted at an executive meeting unless a quorum is present.
- (2) The quorum for an executive meeting is the presence (in person or as allowed under rule 64) of a majority of the executive members holding office, at least one of which must be the President, Vice President, Treasurer or Secretary.
- (3) If a quorum is not present within 20 minutes after the notified commencement time of an executive meeting—
  - (a) in the case of a special or urgent 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 61.

## 67 Voting

- (1) On any question arising at an executive meeting, each executive member present at the meeting, other than the Chairperson, has one vote.
- (2) A motion is carried if a majority of executive members present at the meeting, excluding those who abstain, 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 Executive.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (5) Voting by proxy is not permitted.

## 68 Conflict of interest

- (1) An executive member who has a material personal interest in a matter being considered at an executive meeting must disclose the nature and extent of that interest to the Executive.
- (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 executive 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.

## 69 Minutes of meeting

- (1) The Secretary and Executive must ensure that minutes are taken and digital copies kept of each executive meeting.
- (2) The minutes must record the following—
  - (a) the full names of the members, and their positions (if applicable) in

- attendance at the meeting;
- (b) the meeting number, venue, commencement and close time;
- (c) the business considered at the meeting;
- (d) any resolution on which a vote is taken and the result of the vote;
- (e) any material personal interest disclosed under rule 67.

## **70 Leave of absence**

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

## **PART 6—FINANCIAL MATTERS**

### **71 Source of funds**

The funds of the Association may be derived from membership fees, donations, fund-raising activities, grants, interest, ticket sales and any other sources approved by the Executive.

### **72 Management of funds**

- (1) The Association must open an account with a financial institution on the Clayton Campus from which all expenditure of the Association is made and into which all of the Association's revenue is deposited, unless otherwise approved by the C&S Executive.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Executive may approve expenditure on behalf of the Association.
- (3) Only the **President, Vice President, Treasurer and Secretary** may be signatories to any bank accounts held in the Association's name.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 2 working days after receipt.

### **73 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; and
  - (c) meet the Audit requirements of the C&S Finance Regulations.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) 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 Executive.

### **74 Financial statements**

- (1) For each financial year, the Executive 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 certification of the financial statements by the Executive;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) For each audit period, the Executive must ensure that the requirements under the C&S Finance Regulations relating to the audit of the Association are met.

## **PART 7—GENERAL MATTERS**

### **75 Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Executive; or
- (b) if the Executive has not determined an address to be the registered address, it shall be the official mailing address for C&S affiliated clubs, as defined in the C&S Affiliation Regulations.

### **76 Notice requirements**

- (1) Any notice required to be given to a member or an executive member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by email or text message.
- (2) Subrule (1) does not apply to notice given under rule 62.
- (3) Any notice required to be given to the Association or the Executive may be given—
  - (a) by handing the notice to a member of the Executive; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) by email to the Association's official C&S email account; or
  - (e) by email to the email address of the Secretary.

### **77 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members, subject to rule 19(3);
  - (b) the minutes of general meetings and executive meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association.

- (2) The Executive 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 Executive 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 request 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 membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

## **78 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) On deregistration from the Clubs & Societies Council—
  - (a) despite anything to the contrary in these rules, the members of the C&S Executive become members of the Association; and
  - (b) all other members of the Association cease to be members; and
  - (c) the Association must be wound up voluntarily by special resolution.
- (3) 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.
- (4) Subject to the Act and any court order made under section 133 of the Act, the surplus assets shall be transferred to the Clubs & Societies Council division of the Monash Student Association, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

### **78B Assets**

- (1) The non-current assets of the Association may not be disposed of through resale, donation or transfer or by any other means, without the prior approval of the C&S Executive, except in the ordinary course of the Association's activities.
- (2) Unless otherwise approved by the C&S Executive, all physical assets must be stored on the Clayton campus or ~~Clayton campus~~ Caulfield campus of the University.

## **79 Patron**

- (1) The Council may award the title of Patron to a chosen person who has given substantial support to the Association, if not less than three quarters of the council members voting at a council meeting vote in favour of the resolution.

- (2) The Patron shall have the right to be given notice for, attend and speak at all general meetings.

## 80 Schedules

- (1) The Association or Executive may draft and adopt policies or regulations, which shall be the schedules to these Rules.
- (2) The method for amending or repealing schedules must be set out within the schedule.
- (3) Subject to subrule (5), schedules shall have the same force as these Rules.
- (4) In schedules, unless the contrary intention appears, words and expressions shall have the same meaning as they have in these Rules.
- (5) Where a schedule is inconsistent with these Rules, the latter shall prevail and the former shall, to the extent of the inconsistency, be without force or effect.
- (6) A list of schedules, including the adopting or amending body and date that the schedule was adopted or amended, shall be noted in the appendix of these Rules.

## 81 Amendment of Rules

- (1) These Rules may be amended by special resolution at a general meeting of the Association, provided that—
  - (a) the Executive; and
  - (b) the C&S Executive;

have first approved the sought amendment(s).

**Note:** An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

- (2) A schedule to these Rules to which there is at least 1 direct reference in these Rules other than in the appendix, shall not be removed or have its name amended, without these Rules being amended, in accordance with subrule (1) above, to update and/or remove the reference(s), as appropriate.

## 82 Special resolutions

A special resolution is passed if not less than three quarters of the ordinary 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 an executive member from office;
- b) to alter these Rules, including changing the name or any of the purposes of the Association.

## 83 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Executive and the sealing must be witnessed by the signatures of two executive members;

- (c) the common seal must be kept in the custody of the Secretary.

#### **84 Immediate Past Executive Members**

- (1) The Immediate Past Executive Members shall hold office from the time that they cease to be Executive members until such time as the current Executive members who replace them cease to hold office.
- (2) The duties of the Immediate Past Executive Members shall be to—
  - (a) assist the new Executive where appropriate; and
  - (b) attend and chair disciplinary appeal meetings, unless they self-disqualify or have a material personal interest.

#### **85 Affiliation with other Associations**

- (1) The Association is an affiliated society of the Clubs & Societies Council. Any provision in these Rules which is inconsistent with the constitution or standing orders of the Clubs & Societies Council will be invalid to the extent of inconsistency.
- (2) If there is a matter which is not provided for in these Rules, but is provided for by the constitution or standing orders of the Clubs & Societies Council, those provisions will apply to the Association as if contained within these Rules.
- (3) The Association may affiliate with any other organisations, which must be approved by special resolution at a general meeting, and the affiliation will remain inferior to the affiliation with the Clubs & Societies Council.

#### **86 Indemnity of Office Bearers**

Officers of the Association, and members of subcommittees or Portfolio committees who, with the authority of the Executive, incur pecuniary liability on behalf of the Association will be indemnified by the Association to the extent of the liability.

#### **87 Liability of Members**

A member's liability to contribute towards the debts of the Association or the expenses of winding up the Association, is limited to the amount of any subscription fees which **they are** liable to pay and which are unpaid.

## **PART 8—COUNCIL**

### **Division 1—Powers of Council**

#### **88 Role and powers**

- (1) The Council shall exercise all powers and functions—
  - (a) delegated to it by the Executive; and
  - (b) as required by schedules to these Rules.
- (2) The Council shall—
  - (a) receive and discuss reports from President, Treasurer and Portfolio Committees; and
  - (b) discuss matters affecting students in the Faculty;

- (c) act as an advisory body to the Executive; and
- (d) award the title of Patron of the Association, subject to rule 79.

## **Division 2—Composition of Council and duties of members**

### **89 Composition of Council**

The Council shall consist of—

- (1) The 7 executive members as defined in Part 5; and
- (2) the members of all Portfolio committees as defined in the Portfolio By-Laws.

### **90 General Duties**

- (1) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (2) Council members must exercise their powers and discharge their duties—
  - (a) honestly and in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (3) Council members and former executive 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.
- (4) In addition to any duties imposed by these Rules, a council member must perform any other duties imposed from time to time by resolution at a general meeting.

### **91 Duties of council members**

- (1) The duties of each council member shall be to—
  - (a) attend council meetings and general meetings;
  - (b) if they are unable to attend council meetings;
    - (i) request exemption from this rule, in writing to the President. The President, upon receiving written request and at their discretion, may excuse council members from attending such events.
  - (c) fulfil all of the duties required of their position as defined in these Rules or the Portfolio By-Laws; and
  - (d) perform such duties as the Council or Association may resolve.

### **92 Election of council members and term of office**

- (1) Matters including, but not limited to—
  - (a) eligibility;
  - (b) nominations;
  - (c) election procedures;
  - (d) term of office;

- (e) vacation of office; and
- (f) removal from office—

of council members are defined in these Rules and the Portfolio By-Laws.

- (2) The Council may continue to act despite any vacancy in its membership.

### **Division 3—Meetings of Council**

#### **93 Chairperson**

The Chairperson for a Council meeting shall be—

- (a) The President; or
- (b) in the absence of the President or if the President is unable to preside, the Vice President; or
- (c) in the absence of the President and Vice President or if they are unable to preside, the Treasurer; or
- (d) in the absence of the President, Vice President and Treasurer or if they are unable to preside, an executive member elected by the other council members present.

#### **94 Meetings of Council**

The Council must meet at least 1 time in each half year at the dates, times and places determined by the Executive.

#### **95 Notice of Meetings**

- (1) Notice of each council meeting must be given to each council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

#### **96 Procedure and order of business**

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

#### **97 Use of technology**

- (1) A council member who is not physically present at a council meeting may participate in the meeting by the use of technology that allows that council member and the council members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a council member participating in a council 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.

#### **98 Quorum**

- (1) No business may be conducted at a Council meeting unless a quorum is present.

- (2) The quorum for a Council meeting is the presence (in person or as allowed under rule 96) of one third of council members holding office, at least three of which must be Executive members.
- (3) If a quorum is not present within 20 minutes after the notified commencement time of a council meeting, 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 94.

## **99 Voting**

- (1) On any question arising at a council meeting, each council member present at the meeting, other than the Chairperson, has one vote.
- (2) A motion is carried if a majority of council members present at the meeting, excluding those who abstain, 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 Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (5) Voting by proxy is not permitted.

## **100 Conflict of interest**

- (1) A council member who has a material personal interest in a matter being considered at a council meeting must disclose the nature and extent of that interest to the Council.
- (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.
- (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.

## **101 Minutes of council meeting**

- (1) The Secretary and Executive must ensure that minutes are taken and digital copies kept of each council meeting.
- (2) The minutes must record the following—
  - (a) the full names of the members, and their positions (if applicable) in attendance at the meeting;
  - (b) the meeting number, venue, commencement and close time;
  - (c) the business considered at the meeting;
  - (d) any resolution on which a vote is taken and the result of the vote;
  - (e) any material personal interest disclosed under rule 99.

## **APPENDIX**

### **List of Schedules**

Portfolio By-Laws

### **List of Honorary Life Members**

Toby Maywald  
Maddison McFadden  
Michael Sullivan  
Brad Yorke  
Daniel Labib

Note: Due to the lack of institutional memory within MESS, it is suspected that this list is incomplete. Past students that believe they can further the completeness of this list are encouraged to contact the current Executive.