



# The Deakin Law Students' Society Incorporated

## Constitution

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## Part 1 – Preliminary

1. **Name** The name of the incorporated association is the “**Deakin Law Students’ Society Incorporated**”.
  
  2. **Purposes** The purposes of the Association are:
    - (a) to represent the academic, vocational, social and wellbeing interests of all Deakin University Law Students;
    - (b) to promote intellectual, competitive and social interaction between Deakin University Law Students;
    - (c) to address all reasonable student concerns with the Deakin University School of Law and any other relevant person(s) or bodies;
    - (d) to represent Deakin University Law Students at Australian Law Students’ Association Meetings;
    - (e) to raise student awareness of contemporary legal issues; and
    - (f) to promote Deakin University Law Students to potential employers.
  
  3. **Financial Year** The financial year of the Association is each period of 12 months ending on “30 June”.
  
  4. **Definitions** In these Rules –
    - Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 41;
    - committee meeting** means a meeting of the Committee held in accordance with these Rules;
    - Deakin University Law Student** means a person who is enrolled in a law degree at Deakin University;
    - disciplinary subcommittee** means the subcommittee appointed under rule 17;
    - 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 Special General Meeting;
    - member** means a member of the Association listed in the register of members;
    - member entitled to vote** means a member who under rule 11(2) is entitled to vote at a general meeting;
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***special majority*** means a resolution that requires not less than three-quarters of the members voting at a meeting, whether in person or by proxy, to vote in favour of the resolution;

***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.

## 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 matter 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 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—
- (1) if this is done in good faith on terms no more favourable than if the member was not a member.

## Part 3 – Members, Disciplinary Procedures and Grievances

### *Division 1 – Membership*

7. **Minimum number of members** The Association must have at least 20 members.
8. **Who is eligible to be a member** Any Deakin University Law Student who supports the purposes of the Association is eligible for membership of the Association.
9. **Application for membership** (1) To apply to become a member of the Association, a person must submit an application in a manner provided by the Executive, stating that the person—
- (a) wishes to become a member of the Association;
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
10. **Annual subscription** (1) At the first executive meeting after an Annual General Meeting, the Executive must determine—
- (a) the amount of the annual subscription (if any) and fee on joining the Association (if any) for the following calendar year; and
  - (b) the date for payment of the annual subscription.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
11. **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 as provided under these Rules; and

(f) to inspect the register of members.

- (2) A member is entitled to vote unless their membership rights are suspended for any reason

**12. Rights not transferable**

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

**13. Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion, death, or when the person is no longer eligible to be a member of the Association.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

**14. Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if—
- (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

**15. 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 name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) any other information determined by the Executive Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

*Division 2 – Disciplinary action*

- 16. 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
  - (b) refuses to support the purposes of the Association; or
  - (c) has engaged in conduct prejudicial to the Association.
- 17. 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 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 Committee members, members of the Association or anyone else; but
    - (b) must not be biased against, or in favour of, the member concerned.
- 18. Notice to member**
- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
    - (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 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 he or she may do one or both of the following—
      - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; and
      - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting.
  - (2) The notice must be given no earlier than 14 days, and no later than 7 days, before the disciplinary meeting is held.
- 19. Decision of the disciplinary 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), the disciplinary subcommittee may—

- (a) take no further action against the member; or
- (b) subject to subrule (3)—
  - (i) reprimand the member; or
  - (ii) suspend the membership rights of the member for a specified period; or
  - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) 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.
- (5) A member does not have the right to appeal the decision of a disciplinary subcommittee.

*Division 3 – Grievance procedure*

**20. 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 Committee;
  - (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.

**21. 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.

**22. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21, the parties must within 10 days—
  - (a) notify the Secretary 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 of the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Executive; or
    - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (3) A mediator appointed by the Executive 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.

**23. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) provide each party an 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 afforded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

**24. 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

- 25. Annual General Meetings**
- (1) The Executive must convene an Annual General Meeting of the Association to be held between 1 September and 31 October each calendar year.
  - (2) The Executive must 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 Executive 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 Executive in accordance with Part 7 of the Act;
    - (c) to elect Executive Committee Members, and any Committee Members that the Bylaws require to be elected;
  - (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- 26. Special General Meetings**
- (1) Any general meeting of the Association, other than an Annual General Meeting is a Special General Meeting.
  - (2) The Executive may convene a Special General Meeting whenever it thinks fit.
  - (3) No business other than that set out in the notice under rule 28 may be conducted at the meeting.
- 27. Special General Meetings held at the request of members**
- (1) The Executive must convene a Special General Meeting upon request of at least 25% 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 Executive 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).

## **28. Notice of general meetings**

- (1) The Secretary (or, in the case of a Special General Meeting convened under rule 27(3), the members convening the meeting) must give 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
  - (d) state that a member may appoint another member as a proxy for the meeting, and include a copy of any form that the Executive has approved for the appointment of a proxy.

## **29. Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (3) If no directions are given by the member appointing the proxy, the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Executive 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) A form appointing a proxy must be given to the Chairperson or Secretary of the meeting before or at the commencement of the meeting.
- (6) 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.

- 30. 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) A member that wishes to participate in the meeting by use of technology must give at least 48 hours notice to the Chairperson or Secretary of the meeting.
  - (3) The Executive retains the discretion to only allow members physically present to participate in the meeting.
  - (4) 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.
- 31. 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 30) of 10 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 27—the meeting must be dissolved;
    - (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 60 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.
- 32. 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 members more time to consider an item of business.

- (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 28.

**33. *Voting at 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 simple majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question concerns whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

**34. *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.

**35. *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 evidence 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.

**36. Minutes of general meeting**

- (1) The Executive 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 or Secretary of the meeting under rule 29; and
  - (c) the financial statements submitted to the members in accordance with rule 25(3); and
  - (d) the certificate signed by two Executive 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 – The Executive and Committee

### *Division 1 – Powers of the Executive*

- 37. Role and powers**
- (1) The business of the Association must be managed by or under the direction of an Executive Committee **“The Executive”**.
  - (2) The Executive 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 Executive may—
    - (a) appoint and remove staff;
    - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

- 38. Delegation**
- (1) The Executive may delegate to an Executive Committee Member, the Committee, 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 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*

- 39. Composition of the Executive**
- The Executive consists of the following **“Executive Committee Members”**—
- (a) a President;
  - (b) a Vice President;
  - (c) a Secretary;
  - (d) a Director of Finance;
  - (e) a Director of Activities;
  - (f) a Director of Competitions;
  - (g) a Director of Education;
  - (h) an Immediate Past President; and
  - (i) any additional Executive Committee Members specified in the Bylaws.

- 40. Immediate Past President**
- The Immediate Past President of the Association may serve as a member of the Executive, but shall have no voting power during their term as Immediate Past President.

#### **41. President**

- (1) The President or, in the President's absence the Vice President, is the Chairperson for any general meetings, executive meetings and committee meetings, unless otherwise stated in the Bylaws.
- (2) If the President, Vice President or person stated to be Chairperson in the Bylaws is 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 an Executive Meeting—an Executive Committee Member elected by the other Executive Committee Members present.
  - (c) in the case of a Committee Meeting—an Executive Committee Member elected by the other Committee Members present.

#### **42. Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 15; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 65, all books, documents and securities of the Association in accordance with rule 70; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **43. Director of Finance**

- (1) The Director of Finance must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Executive or by a General meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by at least 2 Executive Committee Members.

- (2) The Director of Finance 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 Executive prior to their submission to the Annual General Meeting of the Association.
- (3) The Director of Finance must ensure that the Secretary has access to the accounts and financial records of the Association.

*Division 3 – Composition of Committee and duties of members*

- 44. Composition of the Committee** The Committee consists of the following “**Committee Members**”—
- (a) the Executive Committee Members of the Association; and
  - (b) any additional Committee Members specified in the Bylaws.
- 45. Operating Structure**
- (1) For a position specified in the Bylaws to be effective the bylaw must specify:
    - (a) whether the position is an Executive or non-Executive position;
    - (b) whether the position is to be filled by election or appointment; and
    - (c) the roles and responsibilities of the position.
  - (2) The current office bearer of a position that is removed from the Bylaws is entitled to serve the remainder of their term unless they cease to be a Committee Member by operation of Rule 54;
  - (3) The Executive must determine the time that a position created in the Bylaws is to come into effect.
- 46. Hierarchy** Each non-Executive Committee Member must abide by the directions of the executive and report to the appropriate Executive Committee Member as specified in the Bylaws.
- 47. 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 Executive 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.
- (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.

*Division 4 – Election of Committee Members and tenure of office*

- 48. Who is eligible to be a Committee Member**      A member is eligible to be elected or appointed as a Committee Member if the member—
- (a) is 18 years or over; and
  - (b) is entitled to vote at a general meeting.
- 49. Elections**
- (1) The Executive must conduct annual elections for:
    - (a) all Executive positions; and
    - (b) All committee positions that the bylaws require to be elected
  - (2) The Executive must appoint a Returning Officer to conduct elections to ensure that the elections are conducted in a fair and transparent manner.
  - (3) The Bylaws of the Association may specify the manner and procedure of nominations, elections and voting.
- 50. Appointment Procedure**
- (1) In order to appoint a member to an appointed position, or to fill an elected position in the case of a casual vacancy, the Executive must:
    - (a) advertise written applications for the position, alongside the relevant position description, on the Association’s website for a period of at least 7 days;
    - (b) convene an appointing panel of 3 Executive Committee Members to assess written applications for the position, shortlist applicants for an interview and conduct interviews for the position; and
      - (i) appoint a successful applicant to the position; or
      - (ii) reinitiate the appointment procedure if the panel is not satisfied any of the applicants are suitable for the position.

- 51. Term of office**
- (1) The term of an elected Committee Member's office is from 1 November directly after the Annual General Meeting in which they were elected for one year finishing on 31 October the following year.
  - (2) An appointed Committee Member's term will last until 31 October of the year following the immediately preceding Annual General Meeting.
  - (3) A Committee Member may be re-elected.

- 52. Vacation of office**
- (1) A Committee Member may resign from the Committee by written notice addressed to the Executive.
  - (2) A person ceases to be a Committee Member if he or she—
    - (a) ceases to be a member of the Association; or
    - (b) fails to attend 3 consecutive committee meetings without leave of absence under rule 64;
    - (c) is removed from office by operation of Rule 53; or
    - (d) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

- 53. Removal from office**
- (1) A Committee member may be removed from office by a special majority resolution at an Executive meeting.
  - (2) An Executive Committee Member who is subject to removal from office must not vote on the resolution for their removal.

- 54. Filling casual vacancies**
- (1) The Executive may appoint or hold an election for an eligible member of the Association to fill an elected position on the committee that—
    - (a) has become vacant under rule 54; or
    - (b) was not filled by election.
  - (2) If the position of Secretary becomes vacant, the Executive must appoint a member to the position within 14 days after the vacancy arises.
    - (a) If the person appointed as Secretary is currently a Committee Member, that person must resign from their current position in order to take office as Secretary.
  - (3) The Committee may continue to act despite any vacancy in its membership.

*Division 5 – Executive and Committee Meetings*

- 55. Meetings of the Executive**
- (1) The Executive must meet at least 4 times each year at the dates, times and places as determined by the Executive.
  - (2) The quorum for executive meetings is the presence of greater than 50% of Executive Committee Members.

- (3) Each Executive Committee Member is entitled to one vote at executive meetings.
- (4) An Executive Committee Member who is not physically present at a meeting of the Executive may participate in the meeting by the use of technology that allows that Executive Committee Member and the other Executive Committee Members present at the meeting to clearly and simultaneously communicate with each other.
  - (a) An Executive Committee Member is participating as permitted by subrule (4) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
  - (b) Executive Committee Members wishing to participate in the meeting by the use of technology must give notice to the Secretary no later than 48 hours before the meeting is to take place.

**56. Meetings of the Committee**

- (1) The Committee must meet at least 8 times each year at the dates, times and places as determined by the Executive.
- (2) The quorum for a committee meeting is the presence of 25% of Committee Members, which must include at least 3 Executive Committee Members
- (3) Each Committee Member present at a committee meeting is entitled to one vote.

**57. Notice of meetings**

- (1) The Secretary must provide notice of each Executive meeting to every Executive Committee Member no later than 7 days before the date of the meeting.
- (2) The Secretary must provide notice of each committee meeting to every Committee Member no later than 7 days before the date of the meeting.
- (3) Notice may be given of more than one executive meeting or committee meeting at the same time.
- (4) The notice must state the date, time and place of the meeting.

**58. Quorum**

- (1) No business may be conducted at an executive meeting or committee meeting unless a quorum is present.
- (2) If quorum is not present within 30 minutes after the notified commencement time of a meeting, the meeting must be adjourned to a date no longer 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 59.

**59. Voting**

- (1) A motion is carried if a majority of members present at a meeting vote in favour of the motion.

- (2) Subrule (1) does not apply to any motion or question which is required by these Rules to have been passed by a special majority of the Executive.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

**60. Conflict of interest**

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

**61. Minutes of meeting**

- (1) The Executive must ensure that minutes are taken and kept of each executive meeting and 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 resolutions on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 62.

**62. Leave of absence**

- (1) The Executive may grant a Committee Member leave of absence from committee or executive meetings for a period not exceeding 3 months.
- (2) The Executive may grant leave of absence retrospectively but must consider whether it was feasible for the Committee Member to seek leave in advance.

## Part 6 – Financial Matters

- 63. Source of funds** The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, sponsorship agreements, interest and any other sources approved by the Executive.
- 64. Management of funds**
- (1) The Association must open an account 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 Executive may approve expenditure on behalf of the Association.
  - (3) The Executive may authorise the Director of Finance to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive 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 2 Executive Committee Members.
  - (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
  - (6) With the approval of the Executive, the Director of Finance may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- 65. 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 Association must retain the financial records for 7 years after the transactions covered by the records are completed.
  - (3) The Director of Finance must keep in his or her custody, or under his or her control—
    - (a) the financial records for the current financial year; and
    - (b) any other financial records as authorised by the Executive.
- 66. 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.

## Part 7 – General Matters

- 67. 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 Committee Members;
    - (c) the common seal must be kept in the custody of the Secretary.
- 68. 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—the postal address of the Secretary.
- 69. 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) Any notice required to be given to the Association, Executive, or committee, may be given—
    - (a) by handing the notice to an Executive Committee Member; 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 Executive 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 (if any) of the Association.
- 70. Custody and inspection of books and records**
- (1) Members may on request inspect free of charge—
    - (a) the register of members;
    - (b) the minutes of general meetings;
    - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

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

#### **71. Life membership**

- (1) Life membership may be conferred upon any individual in appreciation of their outstanding service to the Association via a special majority vote at an Annual General Meeting. All nominations for life membership must be submitted in writing to the Secretary 7 days prior to the Annual General Meeting.
- (2) Life membership may be revoked by a special majority vote at a general meeting of the Association.
- (3) Life members shall only be eligible to vote at a general meeting if they are a member eligible to vote under rule 11(2).

#### **72. 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.

**73. *Bylaws***

- (1) The Executive may by special majority create, alter and repeal Bylaws to give effect to this constitution.
- (2) The Association, Committee, and members of the Association must comply with the Bylaws as if they were part of this constitution.
- (3) A bylaw is invalid to the extent that it is inconsistent with these Rules.
- (4) All Bylaws must be published on the Deakin Law Students' Society Incorporated website within 7 days of alteration, and made available to members upon request.

**74. *Alteration of Rules***

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