



## **CONSTITUTION**

## PART 1 – PRELIMINARY

### **Rule 1.1 – Name**

The name of the Incorporated Association is the ‘University of Melbourne Graduate Student Association Incorporated’.

### **Rule 1.2 – Purposes**

The purposes of the Association are:

- (1) To advance the interests and welfare of graduate students;
- (2) To represent graduate students within the University and to the community;
- (3) To promote academic and professional support services for graduate students;
- (4) To foster a sense of community amongst graduate students;
- (5) To promote free and accessible government-funded education;
- (6) To support equity and the engagement of the diverse graduate student body in the life of the University; and
- (7) To promote the role of graduate students in addressing the challenges of the future and building a just and fair society.

### **Rule 1.3 – Financial Year**

The financial year of the Association is from 1 January to 31 December.

### **Rule 1.4 – Definitions**

(1) Subject to subsection (2) words will be given their plain and ordinary meaning.

(2) In this Constitution, unless otherwise defined:

**Absolute Majority** of the Council means a majority of those currently holding office and entitled to vote at that time (as distinct from Councillors present at a Council Meeting).

**Academic Day** has the meaning adopted by the University.

**the Act** means the **Incorporated Associations Reform Act 2012** (Vic).

**Association** means the University of Melbourne Graduate Student Association Incorporated.

**Council** means the governing body of the Association as defined by Part 5.

**Councillor** means the members of the Council elected under Rule 5.1.

**Financial Year** means the twelve month period specified in Rule 1.3.

**General Meeting** means any general meeting or special meeting.

**Graduate Student** has the same meaning as in University Statute.

**Higher Degree** has the same meaning as in University Statute.

**Member** means a member of the Association as defined in Part 3, Division 1.

**Ordinary Resolution** means a resolution other than a special resolution.

**Policy** means the principles or means of implementing the Purposes as applicable to the relevant area of activity or responsibility for the Council, Executive or the Association.

**Queer** includes, but is not limited to, those who identify as gay, lesbian, bisexual, pansexual, asexual, genderqueer, trans, intersex or are same-sex attracted or sex/gender diverse.

**the Registrar** means the Registrar of Incorporated Associations.

**Regulations** mean any regulations made by the Council pursuant to this constitution. The Regulations are subsidiary to the Constitution and prescribe certain procedures which apply to the area of activity described in the regulations, as prescribed by this constitution.

**Secretary of the Association** means the position established within the Act, which is a duty of the General Secretary.

**Semester** means a semester as prescribed by the University for the purposes of its academic programs made available to students.

**Special meeting** means a meeting other than an annual General Meeting.

**Special Resolution** has the same meaning as defined by the Act, being a resolution passed by a majority of not less than three fourths of the Members who are present in person, or (if proxies are allowed) by proxy and entitled to vote at a General Meeting of the Association, of which notice specifying the intention to propose a resolution as a special resolution has been given in accordance with the Constitution.

**SSAF** means the Student Services and Amenities Fee levied by the University under the *Higher Education Legislation Amendment (Student Services and Amenities) Act 2011* (Cth).

**Student** has the same meaning as the definition under the University of Melbourne Act 2009 (Vic).

**UMSU** means the University of Melbourne Student Union Incorporated.

**University** means the University of Melbourne, a body politic and corporate constituted under the *University of Melbourne Act 2009* (Vic).

**Woman** means a person who identifies as a woman.

## **PART 2 – POWERS OF THE ASSOCIATION**

### **Rule 2.1 – Powers of the Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting rule 2.1(1), the Association may:
  - a) acquire, hold and dispose of real or personal property;
  - b) open and operate accounts with financial institutions;
  - c) invest its money in any security in which trust monies may lawfully be invested;
  - d) raise and borrow money on any terms and in any manner as it thinks fit;
  - e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f) appoint agents to transact business on its behalf;
  - g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (4) If the Association receives an amount from the University, paid to the University as a SSAF, it may only spend that money for purposes specified in section 19-38 of the *Higher Education Support Act 2003* (Cth).

### **Rule 2.2 – Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Rule 2.2(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.

### **Rule 2.3 – Authority to Trade**

The Association is authorised to trade in accordance with section 51(4) of the Act, but only within the scope of the purposes set out in rule 1.2.

## **PART 3 – MEMBERSHIP**

### **Division 1 – Types of Membership**

#### **Rule 3.1 – Membership**

- (1) Only Graduate Students may be members.
- (2) The Council may impose a membership fee. Where no fee is set all enrolled graduate students are members.
- (3) A person becomes a member when that person completes enrolment for a higher education award course conducted by the University, and has not indicated as part of that enrolment that the person does not wish to become or remain a Member of the Association. Except if a membership fee is set, then a graduate student becomes a Member upon payment of the membership fee applicable to them for the period specified.

#### **Rule 3.2 – Ceasing Membership**

- (1) The membership of a person ceases when the person:
  - a) ceases to be a graduate student;
  - b) resigns from the Association;
  - c) dies; or
  - d) is expelled from the Association by Council in accordance with rule 3.3.

## **Division 2 – Disciplinary Procedures against Members**

### **Rule 3.3 – Expulsion or Suspension of Members**

- (1) If the Council considers that a Member should be suspended or expelled from the Membership of the Association because of:
  - a) failure to comply with or observe, or commission of a breach of this Constitution or any Regulation; or
  - b) conduct which is prejudicial or detrimental to the interests of the Association.
- (2) The Council shall send to the Member concerned a written notice specifying:
  - a) the proposed suspension or expulsion;
  - b) the time, date and place of the Council meeting at which the question of the suspension or expulsion will be considered; and
  - c) particulars of the Member's conduct which is the subject of the notice, not less than twenty-one days prior to the date of such Council meeting.
- (3) The Member concerned must be afforded a reasonable opportunity to be heard by, or to make written representations to, the Council.
- (4) At the Council meeting referred to in rule 3.3(2), the Council may, expel, suspend or decline to suspend or expel a Member from Membership of the Association and shall communicate the decision in writing to the Member within seven days of the Council meeting at which the decision is made.
- (5) The Member who is expelled from Membership of the Association ceases to be a Member with effect from fourteen days after the date on which the decision to expel the Member is communicated to the Member in accordance with rule 3.3(4).
- (6) A Member who is expelled or suspended may appeal that decision to the Disputes Tribunal.

## **Division 3 – Rights of Members**

### **Rule 3.4 – 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 this Constitution;
  - b) to submit items of business for consideration at a general meeting;
  - c) to attend and be heard at general meetings; and
  - d) to vote at a general meeting.
- (2) A Member of the Association has the right:
  - a) to have access to the minutes of general meetings and other documents of the Association as provided under rule 3.6; and
  - b) to inspect the register of members or the document described by rule 3.9.
- (3) The rights of a Member are not transferable and end when membership ceases.

### **Rule 3.5 – No Discrimination in Provision of Funded Services**

The Association may not discriminate on the basis of membership of the Association in relation to the provision of services funded in whole or in part by fees compulsorily imposed by the University as a non-academic fee.

### **Rule 3.6 – Access to Records and Documents**

- (1) Members may on request inspect free of charge:
  - a) the register of members;
  - b) the minutes of general meetings;
  - c) subject to rule 3.6(2), the financial records, books, securities and any other relevant document of the Association, including minutes of Council meetings.
- (2) The Council 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 Council must on request make copies of these rules available to members and applicants for membership free of charge.

- (4) Subject to rule 3.6(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; and
  - d) records and documents relating to transactions, dealings, business or property of the Association.
- (6) All requests under this section must be made in writing to the General Secretary.

### **3.7 – Disputes and Mediation**

- (1) This grievance process applies to disputes between a Member and:
- a) a Member;
  - b) the Council; and
  - c) the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute with the aim of resolving it within fourteen days of the dispute coming to the attention of either party.
- (3) If the parties are unable to resolve the dispute between themselves, the parties must within ten 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.
- (4) 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 Executive; or
  - c) if the dispute is between a member and the Council, Executive or Association, a person appointed by or employed by the Dispute Settlement Centre of Victoria.
- (5) A member of the Association may be a mediator.
- (6) The mediator, in conducting the mediation, must:
- a) give the parties to the mediation process every opportunity to be heard;
  - 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 to the dispute throughout the mediation process.
- (7) The mediator must not determine the dispute.
- (8) If the mediation does not result in the settlement of the dispute, the Disputes Tribunal shall make a binding determination of that dispute, which cannot be appeal within the Association.
- (9) This does not preclude a member bringing the matter before the Court in accordance with Section 14A of the Act.
- (10) A Member may appoint any person, other than a practising lawyer, to act on behalf of that Member in the arbitration of the dispute by the Disputes Tribunal.

### **Rule 3.8 – Graduate Groups**

- (1) Members of the Association may form Graduate Groups to promote student interaction, welfare and cohesion within the University's graduate student population.
- (2) Council shall make regulations for the affiliation, funding and good governance of Graduate Groups.

### **Division 3 – Register of Members**

#### **Rule 3.9 – Register**

- (1) The General Secretary shall keep a Register of Members.
- (2) A Member shall appear on the Register of Members if they have consented to their inclusion in accordance with applicable Privacy Legislation.
- (3) Nomination for election shall be taken as consent to inclusion on the Register of Members.
- (4) Each entry on the Register shall contain the name, address and other relevant information of the member.

(5) The General Secretary shall keep a document containing a statement from the relevant officer of the University, stating the total number of Graduate Students as at the first Monday of first Semester in that year. That number shall serve as the number of enrolled Graduate Students for the purposes of this Constitution until the first Monday of first Semester in the following year.

#### **PART 4 – GENERAL MEETINGS AND REFERENDA**

##### **Rule 4.1 – Powers**

- (1) A general meeting, by simple majority of those present and voting, may make any decision within Council's powers.
- (2) A general meeting, by a simple majority of those present and voting, may dismiss any person elected to a position under this Constitution or the Regulations of the Association.
- (3) A general meeting may approve a special resolution to amend this Constitution following the procedures established in section 50 of the Act.

##### **Rule 4.2 – Notice**

- (1) The Council may convene a special general meeting whenever it thinks fit.
- (2) The General Secretary of the Association must give notice of a general meeting to consider any question if the Council so decides or if they are requisitioned to do so.
- (3) The General Secretary of the Association must at least twenty-one days before the conduct of a general meeting cause notice in writing to be given to each member stating the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.
- (4) A requisition for a general meeting must:
  - a) be signed by at least one percent of the total number of members;
  - b) state the objects of the meeting; and
  - c) be sent to the Association's postal address.
- (5) If the Council does not cause a general meeting to be held within one month of the date on which the requisition is received, the members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.

##### **Rule 4.3 – Conduct**

- (1) The Council must make regulations providing for the conduct of all general meetings, subject to the requirements of this Constitution.
- (2) The special general meetings must be held on an Academic Day.
- (3) The quorum for a general meeting is ten members.
- (4) If a quorum is not reached within thirty minutes after the appointed time for the commencement of a general meeting, the meeting lapses.
- (5) All Members are entitled to vote at a general meeting.
- (6) Members may not appoint proxies for general meetings.
- (7) All Members are provided with speaking and moving rights to any general meeting.
- (8) The President is the Chair of all Association meetings. If the President is unable to chair for any other reason, then the Vice President shall chair. If neither are able to chair then the meeting shall as its first order of business elect its own chair.

##### **Rule 4.4 – Annual General Meeting**

- (1) The Association must convene an annual general meeting of its members each year, within the final four weeks of First Semester.
- (2) The annual general meeting must be held on an Academic Day as the Council determines.
- (3) The annual general meeting must be specified as an annual general meeting in the notice convening it.
- (4) The ordinary business of the annual general meeting is to:
  - a) confirm the minutes of the last preceding annual general meeting and special general meetings held since that meeting; and
  - b) to receive and consider the statement submitted by the Association in accordance with Part 7 of the Act.

(5) The annual general meeting may transact special business of which notice is given in accordance with this Constitution.

#### **Rule 4.5 – Special General Meetings**

All general meetings other than the annual general meeting are called special general meetings.

### **PART 5 – THE COUNCIL**

#### **Division 1 – Membership of Council**

##### **Rule 5.1 – Membership**

- (1) The Council consists of fifteen members elected according to Part 8.
- (2) The term of office for a Councillor is two years.
- (3) The term of a Council member commences at the conclusion of the annual general meeting following their election.
- (4) Council shall consist of at least 50% women identifying persons. If an odd number is to be elected, this figure may be rounded down.
- (5) Staff members are not eligible to serve as members of Council. ‘Staff Members’ does not include elected office bearers being paid an honorarium.
- (6) Council members are not eligible to serve as paid members of staff. Again, ‘paid members’ of staff should not be taken to mean elected office bearers paid an honorarium.

#### **Division 2 – Powers and Duties of the Council**

##### **Rule 5.2 – Powers**

- (1) The business of the Association must be managed by or under the direction of the Council.
- (2) The Council may, subject to this Constitution and the Act, use all powers and functions as may be exercised by the Association, other than those powers and functions that are required by this Constitution to be exercised by general meeting of the Association.

##### **Rule 5.3 – Duties of the Councillors**

- (1) As soon as practicable after being elected or appointed to the Council, each Councillor must become familiar with these Rules and the Act.
- (2) The Council is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Council comply with these Rules.
- (3) Councillors must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Councillors 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) Councillors and former Councillors must not make improper use of:
  - a) their position; or
  - b) information acquired by virtue of holding their position.

#### **Division 3 – Regulation, Policy and Procedure**

##### **Rule 5.4 – General**

- (1) Regulations are the bylaws of the Association and govern areas of operation it is not necessary to provide for specifically in the constitution.
- (2) Procedures provide for the means by and manner in which the Association’s operations are to be carried out.
- (3) Policies are statements of the Association’s position on issues affecting graduate students. They are aspirational or declarations of principle.

#### **Rule 5.5 – Power to make Regulation**

- (1) The Regulations are subsidiary to this Constitution and prescribe certain procedures which apply to the area of activity described in the Regulations, as provided for in this Constitution.
- (2) The Council has power to make and amend regulations concerning any matter to further the Purposes of the Association by an absolute majority.
- (3) Members must at all times comply with the Regulations as if they formed part of this constitution.
- (4) Regulations must not be inconsistent with this Constitution. If a regulation is inconsistent with this Constitution, then the regulation shall be inoperative to the extent that it is inconsistent.
- (5) The Council shall establish, alter or abolish committees of the Council by regulation.
- (6) All Councillors must be given seven days' notice, including the text, of any proposal to make, amend or repeal a regulation.

#### **Rule 5.6 – Power to make Procedures**

- (1) The Executive may make, amend or repeal a procedure by a simple majority of those present and voting.
- (2) All Executive members must be given two days' notice, including the text, of any proposal to make, amend or repeal a procedure.
- (3) If the Executives makes, amends or repeals a procedure it must notify the Council.

#### **Rule 5.7 – Power to make Policy**

- (1) Council may state the Association's position on matters affecting students.
- (2) These statements do not alter, create or abolish the legal or equitable rights and duties of the Association.
- (3) Notice and procedural requirements for the amendment of policy will be set by regulation, except that:
  - a) the Council may make, amend or repeal policy by an absolute majority; and
  - b) all Councillors must be given four days' notice, including the text of proposed regulations, of a proposal to make, amend or appeal Policy.

#### **Rule 5.8 – Departments and Committees may make guidelines and processes**

- (1) Nothing in rules 5.5 and 5.6 prevents a Committee of the Association or a unit of the Association making guidelines or setting processes in the course of their operation.

#### **Rule 5.9 - Delegation**

- (1) The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than:
  - a) this power of delegation; or
  - b) a duty imposed on the Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- (3) The Council may, in writing, revoke a delegation wholly or in part.

#### **Division 4 – Procedural Matters**

##### **Rule 5.10 – Meetings**

- (1) The Council must meet at least eight times per year.
- (2) Council must make a regular schedule of meetings for each semester before the first Academic Day of each semester. The General Secretary must display the times and dates of these meetings on the Association website.
- (3) The General Secretary must give each Councillor at least seven days' notice of Council meetings. The notice must state the place, date and time of the meeting, and the nature of the business to be transacted.
- (4) All Members are provided with speaking, moving and seconding rights to any Council meeting. Other persons may be given such rights by a simple majority resolution of those present and entitled to vote.

##### **Rule 5.11 – Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 5.10 provided that as



much notice as practicable is given to Councillor by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority of the Council.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **Rule 5.12 – Voting and Quorum**

(1) The quorum for Council meetings is a majority of Councillors entitled to vote at the time.

(2) If a quorum is not reached within thirty minutes after the appointed time for the commencement of a Council meeting, the meeting lapses.

(3) All Councillors are entitled to vote at a Council meeting, unless on leave or prohibited due to a conflict of interest.

(4) A question arising at a Council meeting is determined by a show of hands, unless a poll is requested by no less than five Councillors. The Chair declares whether a motion is carried, carried unanimously, or lost, and an entry to that effect must be recorded in the Minutes Book of the Association as evidence of resolution.

(5) Councillors may give a proxy to another Councillor by providing written notice to the General Secretary before the meeting or to the Chair at the meeting.

(6) A proxy vote does not count towards quorum.

#### **Rule 5.13 – the President is always the Chair**

(1) The President is the Chair of all Council meetings. If the President is unable to chair for any other reason, then the Vice President shall chair. If neither are able to chair then the meeting shall as its first order of business elect its own chair.

#### **Rule 5.14 – Urgent Resolutions of Council**

(1) Where a matter is urgent, a resolution agreed to in writing or email by all Council members (except those with leave of absence) has the same effect as a resolution passed at a Council meeting.

(2) A resolution agreed to in writing or email by according to rule 5.14(1) must be ratified at the next meeting of Council.

(3) Council shall make regulations governing the passing of urgent resolutions.

#### **Rule 5.15 – Attendance at Meetings**

(1) A Councillor attends a meeting when:

- a) they are present physically at the place specified by notice for the meeting; or
- b) if they are able to communicate with the other members of Council by technological means.

(2) If a meeting fails to reach quorum and lapses:

- a) all those Councillors present at the time the meeting lapses shall be taken to be in attendance; and
- b) all those Councillors who are not present at the time the meeting lapses shall be taken to be absent.

(3) The General Secretary shall include in the minutes of each Council Meeting a roll of those Councillors who were in attendance at each meeting.

(4) The position of a Councillor becomes vacant automatically if a Councillor is absent from three regularly scheduled Council meetings within a twelve month period without being granted prior leave of absence.

(5) Apologies for each meeting must be submitted to the General Secretary.

(6) Requests for leave of absence must be made in writing to the General Secretary before the commencement of the period in which the Councillor will be absent.

(7) Leave of absence may be granted to Councillors by resolution passed by a simple majority of those voting and present.

(8) The Council may:

- a) suspend the honoraria of the Office Bearer on leave; and
- b) appoint a member of Council to act in their place.

### **Division 5 – Committees**

#### **Rule 5.16 – Committees**

(1) Council may establish committees by regulation.

(2) Committees may co-opt persons with skills, experience and interests relevant to their terms of reference.

## **PART 6 – EXECUTIVE**

### **Rule 6.1 – Status and Responsibilities**

- (1) The Executive is a committee of Council.
- (2) The Executive has the following responsibilities:
  - a) ensuring that the directives of the Council, general meetings, and referenda are implemented;
  - b) financial matters;
  - c) employment matters;
  - d) Graduate Groups; and
  - e) any other matters prescribed by Council.
- (3) To fulfill its responsibilities and unless otherwise determined by Council, the Executive is delegated the following powers:
  - a) appoint and remove the General Manager;
  - b) make procedures; and
  - c) any other powers delegated by Council in accordance with Rule 5.9.
- (4) Unless otherwise provided for, the Executive shall serve as the standing committee of;
  - a) finance;
  - b) audit; and
  - c) risk management.
- (5) The Executive may establish, alter or abolish committees of the Executive.

### **Rule 6.2 – Membership**

- (1) The Executive consists of the following positions:
  - a) the President;
  - b) the General Secretary;
  - c) the Vice President; and
  - d) three general members.
- (2) The term of a general member is twelve months.
- (3) Elections for general member positions must be held within two weeks of the Annual General Meeting.
- (4) The Council may dismiss a member of the Executive by an absolute majority vote of Council, provided that seven days written notice of a motion for such dismissal has been sent to all Councillors.
- (5) If a vacancy arises on the Executive among the members then the Council must within sixty days appoint a member of Council to hold office for the remainder of the term.
- (6) The position of a member of Executive becomes vacant automatically if a member fails to attend three Executive meetings in a row without prior apology.

### **Rule 6.3 – Meetings**

- (1) The Executive must meet at least once per month.
- (2) The quorum for Executive meetings is a majority of Executive members at the time, one of whom must be the President or General Secretary.
- (3) The Chair for meetings is the President. If the President is absent, then the Acting President of the Association shall chair.
- (4) Leave of absence from Executive meetings may be granted to Executive members by resolution passed by a simple majority.
- (5) Executive meetings may be convened and held by telephone other electronic media.
- (6) In cases of urgency a resolution agreed to in writing by all Executive members (except those with leave of absence) has the same effect as a resolution passed at an Executive meeting.

## **PART 7 – OFFICERS**

### **Rule 7.1 – General**

- (1) The office bearers of the Association shall be:
  - a) the President and Vice-President;
  - b) the General Secretary;
  - c) the Research Officer; and
  - d) any other office bearer position that the Council chooses to establish by regulation from time to time.
- (2) Only Councillors may be office bearers. However should no Councillors be elected to an office bearer position, Council shall make regulations governing for the appointment of Members of the Association to an associate office bearer position.
- (3) Associate office bearers are not voting members of the Council, but may attend in an ex officio capacity and are bound by this Constitution and the same laws, responsibilities, requirements and obligations as Councillors.
- (4) Except for the President and General Secretary, a member of Council may hold more than one office bearer position and not more than two office bearer positions.
- (5) Except for the Offices of President, Vice-President and General Secretary, all positions may be held jointly by two people.

### **Rule 7.2 – Status and Duties of Office Bearers**

- (1) Officer bearers of the Association are not employees of the Association and are not entitled to benefits resulting from employment.
- (2) Office bearers may be remunerated with an honorarium as set by the Council from time to time.
- (3) Office bearers shall not take office or receive any remuneration until they have signed a position description, which:
  - a) outlines the expectations and duties of that office; and
  - b) states their acknowledgement that they are a volunteer and are not entitled to benefits resulting from employment.
- (4) Each office bearer shall provide a written report to Council meetings which includes all actions taken in his or her office bearing capacity.
- (5) Office bearers who are appointed as Association representatives on University bodies must:
  - a) report to Council on relevant issues that arise at each meeting of the University body of which they are a member; and
  - b) communicate to the University body the Association's policies on relevant issues.
- (6) Office bearers must perform any other duties as provided for by regulation.

### **Rule 7.3 - Election**

- (1) Elections for office bearers shall be held as office bearer positions fall vacant.
- (2) If more than one person nominates for a position, then an election must be held:
  - a) that follows the requirement of Part 8 of this Constitution; and
  - b) a separate ballot for each position to be elected.
- (3) Nominations close at close of business one day before the date of the election. They must be in writing to the Returning Officer.
- (4) Any member can nominate a Councillor for an office bearer position, including self-nomination.
- (5) At the completion of the elections of the other office bearer positions and Executive, Council shall elect the Vice-President by calling for nominations from amongst the office bearers and general members of the Executive, excluding the President and General Secretary and then conduct an election under Part 8 of this Constitution.

### **Rule 7.4 – President and Vice-President**

- (1) The President is the senior office bearer of the Association responsible for its governance. The President's responsibilities include, but are not limited to:
  - a) ensuring the implementation of decisions by Council, the Executive, General Meetings and other governing bodies and procedures;
  - b) coordinating liaison with external bodies;
  - c) conducting official correspondence and acting as spokesperson of the Association;

- d) acting as publisher of the Association;
  - e) chairing all meetings of the Association;
  - f) any other duties as provided by Council; and
  - g) ensuring that a register of student interactions with the Association is kept.
- (2) In the absence of the President, the Vice-President will fulfil the duties of the President as Acting President.

#### **Rule 7.5 – General Secretary**

- (1) The General Secretary is the Secretary of the Association for the purposes of the Act.
- (2) The General Secretary must perform any duty or function required under the Act to be performed by the Secretary of an Incorporated Association, including:
- a) maintain the register of members in accordance with Rule 3.10;
  - b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 10.3, all books, documents and securities of the Association in accordance with rules 3.7 and 10.4;
  - 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) provide the Registrar notice of his or her appointment within 14 days after the appointment.
- (3) The General Secretary is responsible for the finances of the Association and must:
- a) ensure accurate and timely financial information is provided to Officer Bearer and Councillors;
  - b) ensure that the financial records of the Association are kept in accordance with the Act;
  - c) co-ordinate the preparation of the financial statements of the Association and their certification by the Council prior to their submission to the annual general meeting of the Association;
  - d) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
  - e) ensure that all moneys received are paid into the account of the Association within five working days after receipt;
  - f) make any payments authorised by the Council, Executive or by a general meeting of the Association from the Association's funds;
  - g) ensure cheques are signed by two signatories, at least one of whom is the President or General Secretary; and
  - h) ensure that at least one other council member has access to the accounts and financial records of the Association.
- (4) The General Secretary is responsible for oversight of the Association's management and is the liaison between the General Manager and the Council.
- (5) The General Secretary must carry out any other duties as are prescribed by this constitution, regulation, policy or law.

#### **Rule 7.6 – Research Education Officer**

- (1) The Research Education officer is responsible for co-ordinating matters of academic concern and support services for research higher degree services. Their responsibilities include, but are not limited to:
- a) providing members with information of academic concern;
  - b) recommending educational policy in the association; and
  - c) convening meetings of graduate student's representatives on university committees.

#### **Rule 7.7 – Other Office Bearers**

- (1) The Council may from time to time establish other Office Bearers to carry out the Purposes of the Association by Regulation.
- (2) Regulation must specify:
- a) the name of the office bearer position;
  - b) the role and responsibilities of the office;
  - c) the qualifications to hold the office; and
  - d) the level of remuneration by honorarium for the office bearer.
- (3) The Council may set qualifications to hold an office if the purpose of that office is to represent students, including:
- a) women;
  - b) queer students;
  - c) international students;

- d) indigenous students;
  - e) students with a disability; or
  - f) any other group or identity that Council believes requires representation to fulfil the Purposes of the Association.
- (4) The Council may amend or repeal a regulation governing or establishing an office bearer position at any time subject to procedural requirements in this Constitution.

#### **Rule 7.8 – Terms of Office**

- (1) The Council must meet within two weeks from the conclusion of the annual general meeting.
- (2) At the commencement of this meeting, all office bearer positions become vacant and are filled in accordance with rule 7.3.
- (3) Office bearers shall ordinarily be elected for a term of twelve months, commencing as soon as the results of the election are declared.
- (4) If an office bearer ceases to be a Councillor, then they shall also cease to be an office bearer.

### **PART 8 – ELECTIONS**

#### **Rule 8.1 – Conduct**

- (1) All elections must be conducted by secret ballot.

#### **Rule 8.2 – Eligibility**

- (1) Only Members are entitled to vote, nominate, or be nominated as candidates in the elections of Council.

#### **Rule 8.3 – General Election**

- (1) All Councillors are elected at a general election of the Council.
- (2) A general election shall be held each year in first semester, and must be completed at least two weeks prior to the Annual General Meeting.
- (3) In even numbered years, eight Councillors shall be elected.
- (4) In odd numbered years, seven Councillors shall be elected.
- (5) Unless otherwise stipulated by regulation, elections shall take place within the first eight weeks of First Semester and prior to the Annual General Meeting.

#### **Rule 8.4 – Casual Vacancies**

- (1) An elected position established under this Constitution or the Regulations becomes vacant in the following circumstances:
  - a) Upon receipt by the General Secretary, or if the person is the General Secretary, by the Council, of a signed letter of resignation;
  - b) The person ceases to satisfy the membership requirements for the position;
  - c) The person is prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth);
  - d) Upon being dismissed by a general meeting or referendum.
- (2) If the position of a Councillor should become vacant, then the position must be filled:
  - a) by a count back of the votes at the last general election, if the position falls vacant within sixty days of a general Election; or
  - b) the council must within sixty days elect a Member of the Association to hold that office until a by-election can be held.
- (3) By-elections shall be held at the same time as a general election.

### **Division 2 – Electoral Tribunal**

#### **Rule 8.5 – Electoral Tribunal**

- (1) All elections held under this constitution shall be regulated by the electoral tribunal.
- (2) There shall be an electoral tribunal consisting of three members. Each member must:
  - a) have been admitted to practice as a barrister and solicitor of the Supreme Court of Victoria at the date of his or her appointment; and

- b) have not stood for election in an election of a student body at the University in ten years prior to appointment.
- (3) Members shall be appointed as follows:
  - a) one member shall be appointed by the Vice-Chancellor;
  - b) one member shall be appointed by the Dean of the Melbourne Law School; and
  - c) one member shall be appointed by the Council.
- (4) Members shall hold office until they resign, unless:
  - a) if appointed by the Vice-Chancellor or Dean, the member is replaced by the person having the power to appoint that member; or
  - b) if appointed by student's council, the member is removed by resolution of the Council by a two-thirds majority of the voting members of that Council.
- (5) Members of the Tribunal may not be replaced during an election period.

**Rule 8.6 – Powers of the Electoral Tribunal.**

- (1) The electoral tribunal has the power to:
  - a) make regulations for the conduct of elections;
  - b) appoint a Returning Officer;
  - c) to call for elections;
  - d) to hear appeals of decisions of the Returning Officer;
  - e) to declare results of elections;
  - f) to hear appeals against the results of elections; and
  - g) to make regulations governing its own proceedings.
- (2) No regulations concerning elections must be made between the call for nominations and the declaration of results.

**Rule 8.7 – Meetings of the Electoral Tribunal**

- (1) Meetings of the Tribunal may be called by any of its members, saving that
  - a) at least five days' notice must be given of a meeting outside of an election period;
  - b) at least twelve hours' notice must be given of a meeting during an election period; and
  - c) notice must be given to the Returning Officer, all appellants and any candidate who may be materially affected by the tribunal.
- (2) Any member of the Association may attend a meeting of the Electoral Tribunal, unless the Tribunal has resolved that the meeting should be held in camera.
- (3) A member may appoint any person, other than a practising lawyer, to act on behalf of that member in the arbitration of a dispute by the Electoral Tribunal.
- (4) The electoral tribunal must provide the General Secretary with a brief summary of each decision on appeal in relation to an election.
- (5) The General Secretary must post the decision on the Association website.

**Division 3 – Returning Officer**

**Rule 8.8 – Returning Officer**

- (1) The Electoral Tribunal must appoint a Returning Officer at least two weeks before the opening of nominations of any election.
- (2) The position must be advertised.
- (3) The Returning Officer must be a natural person with demonstrated qualifications and experience to enable proper performance of that role.
- (4) The Returning Officer must post on the Association website all information relevant to the election.

## PART 9 – PROCEDURAL MATTERS

### Division 1 – General

#### **Rule 9.1 - Notices**

- (1) Any notice required to be given to a member under this Constitution 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.
- (2) Notice required for a General Election may be given to a member by displaying the notice on the Association website and Facebook page.
- (3) Subsection (1) does not apply to notice given under rule 5.10.
- (4) Any notice required to be given to the Association or the Council may be given:
  - a) by handing the notice to a member of the Council; 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 email address of the Association or the Secretary.

#### **Rule 9.2 – Use of Technology to Convene Meetings**

- (1) A member of Council, the executive or a committee who is not physically present at a meeting may 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 committee meeting as permitted under rule 9.2(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 not be used at a general meeting.

#### **Rule 9.3 - Validity of Acts and Decisions**

- (1) The validity of acts and decisions of office bearers, the Council, the Executive or the Association's committees are not invalid by reason only of a defect or irregularity in, or in connection with, their election or appointment.

#### **Rule 9.4 – Alteration of this Constitution**

This Constitution may only be altered by special resolution of a general meeting of the Association.

### Division 2 – Disputes Tribunal

#### **Rule 9.5 – Disputes Tribunal**

- (1) There shall be a Disputes Tribunal consisting of three members. Each member must:
  - a) have been admitted to practice as a barrister and solicitor of the Supreme Court of Victoria at the date of his or her appointment; and
  - b) have not stood for election in an election of a student body at the University in ten years prior to appointment.
- (2) A member of the Disputes Tribunal may also be a member of the Electoral Tribunal.
- (3) Members shall be appointed as follows:
  - a) one member shall be appointed by the Vice-Chancellor;
  - b) one member shall be appointed by the Dean of the Melbourne Law School; and
  - c) one member shall be appointed by the Council.
- (4) Members shall hold office until they resign, unless:
  - a) if appointed by the Vice-Chancellor or Dean, the member is replaced by the person having the power to appoint that member.
  - b) if appointed by the Council, the member is removed by resolution of the Council by a two-thirds majority of the voting members of that Council.

#### **Rule 9.6 – Meetings of the Disputes Tribunal**

- (1) A meeting of the Disputes Tribunal has the power to:

- a) make regulations governing the determination of disputes which may be referred to the tribunal under this constitution;
  - b) to give directions in relation to the process and resolution of disputes referred to the tribunal under this constitution;
  - c) to determine all disputes referred to the tribunal under this constitution; and
  - d) to do anything in relation to disputes as referred under this constitution.
- (2) Meetings of the Disputes Tribunal must be called by the General Secretary at any time that a disputes arising under this constitution arises, but:
- a) Five days' notice must be given to each member of the Disputes Tribunal, any appellants and any member who, in the opinion of the Tribunal, is materially affected by the referral of a dispute to the Tribunal.
  - b) If notice relates to an appeal, then the notice must include all appeals to be dealt with and the notice of the appeal in relation to each appeal.
- (3) A member may appoint any person, other than a practising lawyer, to act on behalf of that member in the arbitration of the dispute by the Disputes Tribunal.
- (4) The Disputes Tribunal must give a brief summary of each decision to the General Secretary who must display them on the Association Website.

## **PART 10 – FINANCIAL PROVISIONS**

### **Rule 10.1 – Budget Process**

- (1) Council shall set the budget.
- (2) In August, the Council must open the budget process and seek input from office bearers, Councillors and the relevant staff of the Association.
- (3) In November, Council shall approve the budget for the following financial year by a majority of those present and voting.
- (4) The budget is effective on the first day of January.

### **Rule 10.2 – Funds of the Association**

- (1) The funds of the Association shall be derived from:
  - a) the University;
  - b) activities of the Association;
  - c) interest on investments;
  - d) grants, sponsorships and donations; and
  - e) any other such sources as the Council may approve.

### **Rule 10.3 – 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 seven years after the transactions covered by the records are completed.
- (3) The General Secretary 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 Council.

### **Rule 10.4 – Financial statements**

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting rule 10.4(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 Council;
  - d) the submission of the financial statements to the annual general meeting of the Association; and



- e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fees.

#### **Rule 10.5 – Financial Procedures**

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two persons, at least one of whom must be the President or the General Secretary. There may be up to five other signatories, all of whom must be appointed by Council.
- (2) The Council must arrange for the accounts for the last financial year to be audited in accordance with Part 7 of the Act before being submitted to the annual general meeting in accordance with that section. This requirement applies even if the Association is not a prescribed association for the purposes of the Act.

### **PART 11 – LEGAL MATTERS**

#### **Rule 11.1 – Indemnity and Limitation on Liability of Officers and Members**

- (1) The Association indemnifies office bearers and members of the Association’s Council, Executive, committees and subcommittees against liability incurred by them in that capacity, unless liability arises out of conduct involving a breach of their duties to the Association.
- (2) In accordance with section 15 of the Act, a Member or Officer of the Association is not liable, merely because that person was a Member or Officer, to contribute towards:
  - a) the payment of the debts and liabilities of the incorporated Association; or
  - b) the costs, charges and expenses of the winding up of the incorporated Association.

#### **Rule 11.2 – Seal**

- (1) The Association shall not have a common seal.

#### **Rule 11.3 – Winding Up**

- (1) The Association may be wound up voluntarily by special resolution of a General Meeting.
- (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 the University of Melbourne Student Union Incorporated. If the University of Melbourne Student Union Incorporated does not exist at the time the Association is wound up, then the surplus assets of the association 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.

### **PART 12 – TRANSITIONAL**

#### **Rule 12.1 – Transition from 2013 Constitution to 2014 Constitution**

- (1) This Constitution replaces the Constitution of the Association adopted 28 March 2013 and shall come into effect at the closure of the Annual General Meeting on 30 April 2014.
- (2) All Councillors elected to positions for the 2014 calendar year under the 2013 constitution shall continue to hold office until the 2015 General election.
- (3) All Office Bearers elected under the 2013 Constitution shall continue to hold office until Council shall make regulation providing for the positions of office bearers not provided for by this constitution.
- (5) If Council makes regulation providing for an office bearer position substantially similar to one provided for by the 2013 Constitution, then the person who held that office may continue in the new position without need for an election.
- (6) At the 2015 election all fifteen Councillor positions will be open for election:
  - a) seven Councillors shall be elected for two year terms; and
  - b) the remaining eight Councillors shall be elected for a term of one year.