

# **CONSTITUTION**

**Faculty of Information Technology  
Society**

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# CONSTITUTION

## FACULTY OF INFORMATION TECHNOLOGY SOCIETY

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## PART 1 — PRELIMINARY

### 1 Name

(1) The Name of the Club shall be “Faculty of Information Technology Society.”

~~(2)~~ The Club shall also be known as—

~~(a)~~ “FITS (Wired) Monash”;~~and~~

~~(2)(b)~~ WIRED Monash-

### 2 Purpose

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

- (1) providing an environment for students from any Faculty who are interested in the IT field to socialise with students with like interests;
- (2) providing interaction between students interested in the IT fields and the IT Industry;
- (3) providing communication and support between IT faculty and students; and
- (4) providing support, information, knowledge, and opportunity for students interested in the IT field; and
- (5) extending IT knowledge from sciences to a social atmosphere.

### 3 Interpretation

The provisions of this constitution shall be construed subject to the constitution of the Clubs & Societies Council. Where this constitution is inconsistent with the constitution of the Clubs & Societies Council, the latter shall prevail, and the former shall, to the extent of the inconsistency, be without force or effect. Where the constitution of the Clubs & Societies Council makes a provision for a matter or thing not otherwise provided for in this constitution, those provisions shall take effect as if they were contained in this constitution.

### 4 Definitions

In this constitution, unless the contrary intention appears, all words and expressions have the same meaning as they have in the constitution of the Clubs & Societies Council, and

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

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

**AGM** means the Annual General Meeting;

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

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

**Club** means Faculty of Information Technology Society;

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

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

**Committee** means the Committee, as defined in Part 5, having management of the business of the Club;

**committee meeting** means a meeting of the Committee held in accordance with this constitution;

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

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

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

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

**EGM** means an Extraordinary General Meeting;

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

**member** means a member of the Club;

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

**OGM** means an Ordinary General Meeting;

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

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

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

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

## PART 2 — POWERS OF THE CLUB

### 5 Powers of the Club

- (1) The Club has power to do all things incidental or conducive to achieve its purposes, subject to any restrictions placed on it by the C&S Executive or in the C&S Constitution and Regulations.
- (2) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6 Not for profit status

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club 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.

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

### **Division 1 — Membership**

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

The Club must have at least 40 ordinary members.

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

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

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

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

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

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

#### **11 Membership Fee**

- (1) At the first committee meeting of each year, the Club must determine—
  - (a) the amount of the annual membership fee (if any); and
  - (b) ensure differential pricing is charged, as outlined in the C&S Finance Regulations.

- (2) Subject to subrule (1) (b) any new member who joins after 1 July may pay a fee that is a proportion of the full annual membership fee, as determined by the Committee.

## **12 Ordinary Membership**

- (1) Ordinary membership of the Club shall be open to Clayton students who subscribe to the purposes of the Club.
- (2) An ordinary member is entitled to vote if—
  - (a) they are a member of at least 7 days standing; and
  - (b) the member's membership rights are not suspended for any reason.

## **13 General rights of members**

An ordinary member of the Club who is entitled to vote has the right—

- (a) to receive notice of general meetings and of proposed changes to this constitution and other matters in the manner and time prescribed by this constitution; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to stand for election to the Committee and be a committee member; and
- (e) to have access to the minutes of general meetings, committee meetings and other documents of the Club as provided under rule 76; and
- (f) on request to the Secretary, to inspect the register of all Club members, as prescribed under rule 19(4).

## **14 Associate membership**

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

## **15 Honorary Life Membership**

- (1) A general meeting of the Club may confer Honorary Life Membership on a person who has made a substantial contribution to the Club if not less than two thirds of ordinary members present (either in person or by proxy) at a general meeting vote in favour of the decision.
- (2) Honorary life members of the Club who are eligible for ordinary membership shall have all the rights of ordinary members.
- (3) Honorary life members of the Club who are ineligible for ordinary membership shall have all the rights of associate members.
- (4) A list of honorary life members shall be noted in the appendix of this constitution.

## **16 Rights not transferable**



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

## **17 Ceasing membership**

- (1) Without limiting rule 9, the membership of a person ceases on resignation, expulsion or death.
- (2) If a person resigns as a member of the Club, the Secretary must, as soon as practicable, update the C&S Executive of that fact.

## **18 Resigning as a member**

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

## **19 Register of members**

- (1) The Secretary must keep and maintain an annual register of members that includes for each current member—
  - (a) the member's full name;
  - (b) the member's Monash student ID number (if applicable);
  - (c) the member's email address;
  - (d) the member's home campus;
  - (e) the date of becoming a member;
  - (f) if the member is an ordinary, associate or honorary life member; and
  - (g) any other information determined by the Committee.
- (2) Within 7 days of a request, the Secretary shall make available to any Club member, a list of all Club members, containing only each member's name and membership type, and, where applicable, the last 3 digits of each member's University student number.
- (3) The Secretary shall ensure that the C&S Executive has an up-to-date copy of all Club membership records at all times.
- (4) The Secretary shall ensure that all membership records are kept strictly confidential, and that out-of-date membership records are destroyed.

## **Division 2— Disciplinary action**

## **20 Grounds for taking disciplinary action**

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

- (1) has failed to comply with this constitution or its schedules; or
- (2) refuses to support the purposes of the Club; or
- (3) has engaged in conduct prejudicial to the Club.

## **21 Disciplinary subcommittee**

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

## 22 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member and the C&S Executive—
  - (a) stating that the Club proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place (which must be on the Clayton Campus) and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that they may do one or more of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) advising the member that they can be accompanied by one person who may provide assistance, support or both, who may be—
    - (i) a counsellor;
    - (ii) a Monash student or staff member; or
    - (iii) a family member; but—may not be accompanied or assisted by anyone who is legally qualified; and
  - (f) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no later than—
  - (a) 14 days, if held on an academic day; or
  - (b) 28 days, otherwise—before the disciplinary meeting is held.

## 23 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) reprimand the member; or

- (c) suspend the membership rights of the member for a specified period, including the right to stand for election and be a committee member; or
  - (d) expel the member from the Club.
- (3) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- (4) If the member is not present at the disciplinary meeting, the member must be informed of the outcome within 12 hours of the vote.
- (5) The Committee shall ensure that minutes of the disciplinary meeting are taken and submitted to the C&S Executive within 7 days.

## 24 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 23 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary no later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 15 academic days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to the person appealing the decision of the disciplinary subcommittee, C&S Executive and to each ordinary member of the Club who is entitled to vote at least 14 days prior to the disciplinary appeal meeting and must—
- (a) specify the date and time of the meeting, which must be held on an academic day; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- (5) The location must be given to the person appealing the decision of the disciplinary subcommittee, the C&S Executive and each ordinary member of the Club who is entitled to vote at least 7 days before the disciplinary appeal meeting.

## 25 Conduct of disciplinary appeal meeting

- (1) No business may be conducted at a disciplinary meeting unless a quorum of members is present.
- (2) The quorum for a disciplinary appeal meeting is the physical presence of 15 ordinary members, or 10% of the ordinary members entitled to vote up to a maximum of 50, whichever is greater, however—

- (a) If a quorum is not present within 20 minutes after the notified commencement time of a disciplinary appeal meeting—
    - (i) the disciplinary appeal meeting must be adjourned to an academic day no fewer than 5 and at most 10 academic days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be confirmed by notice given to the person appealing the decision of the disciplinary subcommittee, C&S Executive and to each ordinary member of the Club who is entitled to vote as soon as practicable after the meeting; and—
  - (b) If a quorum is not present within 20 minutes after the time to which a disciplinary appeal meeting has been adjourned under subrule (2)(a), the ordinary members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.
- (3) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted;
  - (b) an ordinary member—
    - (i) elected by and from the attendants; and
    - (ii) who is not a committee member; and
    - (iii) who is not the person who is appealing the decision of the disciplinary subcommittee—shall preside as chair for the duration of the disciplinary appeal meeting; and
  - (c) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (d) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (4) After complying with subrule (3), the ordinary members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (5) The chair, members of the Committee, the disciplinary subcommittee and the person who is appealing the decision of the disciplinary subcommittee must not vote.
- (6) A member may not vote by proxy at the meeting.
- (7) The decision is upheld if not less than two thirds of the ordinary members present at the disciplinary appeal meeting, excluding those listed in subrule (5), vote in favour of the decision.
- (8) The Committee shall ensure that minutes of the disciplinary appeal meeting are taken and submitted to the C&S Executive within 7 days.
- (9) A disciplinary appeal meeting shall not be considered to be a general meeting of the Club.

### **Division 3 — Grievance procedure**

## **26 Application**

- (1) The grievance procedure set out in this Division applies to disputes under this constitution between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

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

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

## **28 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 7 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement, a person appointed by the C&S Executive.
- (3) A mediator may be a member or former member of the Club 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.

## **29 Mediation process**

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

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

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

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

### **31 Chairperson**

- (1) The President or, in the President's absence, the Vice President, is the Chairperson for any general meetings.
- (2) If the President and the Vice President are both absent, or are unable to preside, the Chairperson of the meeting must be an ordinary member elected by the other members present.

### **32 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Club in September of each year, unless otherwise approved by the C&S Executive.
- (2) The Committee or if the Committee is unable to make a decision, the Secretary, may determine the date, time and place of the annual general meeting, subject to rule 35(1).
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any general meetings held since then;
  - (b) to receive and consider annual reports required under rule 47; and
  - (c) to elect the members of the Committee.
- (4) The annual election for all committee positions shall be held at the annual general meeting, unless otherwise approved by the C&S Executive.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with this constitution.

### **32A Ordinary general meetings**

- (1) There shall be one ordinary general meeting each year, to be held during the first semester.
- (2) The Committee may determine the date, time and place of the ordinary general meeting, subject to rule 35(1).
- (3) The usual business of an ordinary general meeting is as follows—
  - (a) to receive and consider the President and Treasurer reports and an update on the current activities of the Club; and
  - (b) to provide a forum for members to give suggestions on Club activities and events.
- (4) The ordinary general meeting may also conduct any other business of which notice has been given in accordance with this constitution.

### **33 Extraordinary general meetings**

- (1) Any general meeting of the Club, other than an annual general meeting or ordinary general meeting is an extraordinary general meeting.
- (2) The Committee must convene an extraordinary general meeting to hold a by-election, if an ordinary general meeting was not already scheduled.
- (3) The Committee may convene an extraordinary general meeting as required.



- (4) The Committee may determine the date, time and place of an extraordinary general meeting, subject to rule 35(1).
- (5) No business other than that set out in the notice under rule 35 may be conducted at the meeting.

**Note:** General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 35 and the majority of members at the meeting agree.

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

- (1) The Committee must convene an extraordinary general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of ordinary members.
- (2) A request for an extraordinary general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene an extraordinary general meeting within 15 academic days after the date on which the member's request is made, the C&S Executive shall call one.
- (4) An extraordinary general meeting convened by the C&S Executive under subrule (3)—
  - (a) must be held within 30 academic days after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.

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

- (1) General meetings may only be held on campus and on an academic day, unless otherwise approved by the C&S Executive.
- (2) The Secretary (or, in the case of an extraordinary general meeting convened under rule 34(3), the C&S Executive) must give to each member of the Club at least 14 days notice of a general meeting.
- (3) The notice must—
  - (a) specify the date and time of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) include any other information as required by this constitution; and

**Example:** Additional information is required to be included in the notice of a general meeting where there is a proposed change to the constitution, a motion to remove a committee member from office, etc.

- (d) comply with rule 36(4).
- (4) The location must be given to each member of the Club at least 7 days before the general meeting.

- (5) If the general meeting has been called for any elections, the Returning Officer shall be appointed in accordance with rule 50 and this person's contact details notified to members at least 14 days prior to the date of the general meeting at which the election is to be held.

### **36 Proxies**

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

### **37 Use of technology**

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

### **38 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 37) of 15 ordinary members, or 10% of the ordinary members entitled to vote up to a maximum of 50, whichever is greater.
- (3) If a quorum is not present within 20 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by the C&S Executive at the request of



the members under rule 34—the meeting must be dissolved; or

**Note:** If a meeting convened at the request of members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another general meeting, the members must make a new request under rule 34.

(b) in any other case—

- (i) the meeting must be adjourned to an academic day no fewer than 5 and at most 10 academic days after the adjournment; and
- (ii) notice of the date, time and place to which the meeting is adjourned must be confirmed by notice given to all members as soon as practicable after the meeting.

- (4) If a quorum is not present within 20 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the ordinary members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

### 39 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the date, time and place to which the meeting is adjourned must be confirmed by notice given to all members as soon as practicable after the meeting, unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

### 40 Voting at general meeting

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each ordinary member who is entitled to vote, excluding the Chairperson, has one vote; and
  - (b) ordinary members may vote personally or by proxy; and
  - (c) unless otherwise specified in this constitution, the question must be decided on a majority of votes.

**Example:** A change to this constitution requires no less than two thirds of ordinary members present at a general meeting voting in favour of the proposed changes.

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

### 41 Determining whether resolution carried

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a secret ballot (where votes are cast in writing) is demanded by ten or more ordinary members on any question—
  - (a) the secret ballot must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the secret ballot.
- (3) A secret ballot demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A secret ballot demanded on any other question must be taken before the close of the meeting after the conclusion of discussion on the question.

## **42 Minutes of general meeting**

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

## **PART 5 — COMMITTEE**

### **Division 1 — Powers of Committee**

## **43 Role and powers**

- (1) The activities of the Club must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Club except those powers that this constitution or the C&S Constitution or Regulations requires to be exercised by general meetings of the members of the Club.
- (3) The Committee may establish subcommittees consisting of ordinary or associate members with terms of reference it considers appropriate, which should be codified within a policy or regulation as a schedule to this constitution under rule 79.

## 44 Delegation

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

## Division 2 — Composition of Committee and duties of members

### 45 Composition of Committee

- (1) The Committee shall consist of 8 committee members.
- (2) The members of the Committee are—
  - (a) a President; and
  - (b) a Vice President; and
  - (c) a Treasurer; and
  - (d) a Secretary; and
  - (e) 4 General Representatives elected under rule 53.

### 46 General Duties

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

- (7) In addition to any duties imposed by this constitution, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

## **47 Duties of committee members**

### **(1) President**

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

- (i) preside as chair over committee meetings and general meetings;
- (ii) attend meetings of the Clubs & Societies Council, vote in the interests of the Club, and report outcomes to the Committee;
- (iii) co-ordinate the activities of the Committee;
- (iv) approve and sign off on all off-campus event documentation requirements, as determined by the C&S Executive;
- (v) represent the Club, and act as its spokesperson, to the Clubs & Societies Council, MSA, the University and other bodies, as appropriate;
- (vi) submit reports to committee meetings, as appropriate; and
- (vii) submit an annual report to the AGM and a general report as required under rule 32A(2)(a).

### **(2) Vice President**

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

- (i) attend committee meetings and general meetings;
- (ii) preside as chair over committee meetings and general meetings, in the absence of the President;
- (iii) assist the President in their duties;
- (iv) hold the diversity portfolio, that is to act as the voice of equal opportunity and diversity on all decisions and at all club events;
- (v) liaise, collaborate, and maintain contact with staff of the Engineering and IT faculties;
- (vi) liaise, collaborate, and maintain contact with similar student groups, and the greater IT industry to promote diversity to members and the wider student body;
- (vii) perform the duties of the President if that office is vacant; and
- (viii) perform other duties, as the Committee may resolve.

### **(3) Treasurer**

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

- (i) attend committee meetings and general meetings;
- (ii) keep the Club's financial records in order;
- (iii) prepare a Club budget, at least every 6 months;
- (iv) submit an annual report to the AGM and a general report as required under rule 32A(2)(a);
- (v) receive all monies paid to or received by the Club and ensure receipts are issued for those monies in the name of the Club;

- (vi) ensure that all monies received are paid into the account of the Club within 2 working days after receipt, unless otherwise approved by the C&S Executive;
  - (vii) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds;
  - (viii) ensure cheques are signed by at least 2 of the President, Vice President, Secretary or Treasurer; and
  - (ix) liaise with Clubs & Societies Council on any financial requirements.
- (b) The Treasurer must—
- (i) ensure that the financial records of the Club are kept in accordance with the C&S Finance Regulations; and
  - (ii) prepare the Club's financial books for audit, semi-annually;
- (c) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.
- (4) Secretary
- (a) The Secretary must give to the C&S Executive notice of their appointment within 14 days after the appointment.
- (b) The duties of the Secretary shall be to—
- (i) attend committee meetings and general meetings;
  - (ii) prepare agendas and minutes, and serve notice as prescribed, for general meetings and committee meetings;
  - (iii) act as Returning Officer for Club elections, unless the Committee resolves otherwise;
  - (iv) ensure that an up-to-date membership register is maintained, in accordance with rule 19;
  - (v) regularly check the Club's mail box and electronic mail account, supplied by the Clubs & Societies Council, for incoming correspondence;
  - (vi) ensure that inwards and outwards correspondence for the Club is handled correctly and in a timely manner; and
  - (vii) submit an annual report to the AGM.
- (5) General Representative
- (a) The duties of the General Representative shall be to—
- (i) attend committee meetings and general meetings;
  - (ii) manage Ancillary Members appointed per rule 48; and
  - (iii) perform such duties as the Committee may resolve.

## 48 Ancillary Members

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

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

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

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

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

- (1) A member is eligible to be elected or appointed as a committee member if the member—
  - (a) is an ordinary member entitled to vote under rule 12(2), and
  - (b) is a Clayton student, and
  - (c) is undertaking at least one unit of study at a Victorian campus of the University, and
  - (d) has not had their membership rights suspended; and
  - (e) is 18 years or older on the date they would take office.

#### **50 Returning Officer**

- (1) The Returning Officer shall be appointed by the Committee at least 14 days prior to the date of the General Meeting at which an election is to be held
- (2) The Secretary shall be appointed the Returning Officer unless the Committee resolves otherwise, or the Secretary self disqualifies.
- (3) Upon receiving a written request to do so from 3 committee members, the C&S Executive shall appoint a Returning Officer instead of the Committee.
- (4) The Returning Officer must be a Clayton student at the time of appointment.
- (5) The Returning Officer shall not—
  - (a) be a candidate;
  - (b) endorse a candidate; or
  - (c) vote;in an election over which they preside.

#### **51 Positions to be declared vacant**

- (1) Provided that quorum is present, the Returning Officer of the annual general meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 54.
- (2) Where quorum is not present, the Chairperson must adjourn the meeting under rule 38(3)(b).

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

#### **52 Nominations**

- (1) Prior to the election of each position, the Returning Officer of the meeting must call for nominations to fill that position.
- (2) In order to be nominated for a position, an ordinary member of the Club must—



- (a) be nominated and seconded by ordinary members who are entitled to vote at a general meeting; and
  - (b) accept the nomination.
- (3) An ordinary member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

### 53 Election of committee members

- (1) Election for positions where there is only one office holder.
  - (a) At the annual general meeting, separate elections must be held for each of the following positions—
    - (i) President;
    - (ii) Vice-President;
    - (iii) Treasurer;
    - (iv) Secretary.
  - (b) If only one member is nominated for the position, the Returning Officer of the meeting must declare the member elected to the position.
  - (c) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (2) Elections for positions where there are multiple office holders.
  - (a) A single election will be held to fill all the General Representative positions.
  - (b) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Returning Officer of the meeting must declare each of those members to be elected to the position.
  - (c) If the number of members nominated exceeds the number to be elected, a secret ballot must be held in accordance with rule 54.
- (3) The positions shall be elected in the order that they are listed in rule 45(2).

### 54 Election Procedure

- (1) Before the secret ballot is taken, each candidate may make a short speech in support of their election.
- (2) The election shall be by secret ballot, except where there are only two candidates for a single position, in which case the meeting may resolve to vote by a show of hands.
- (3) The Returning Officer must give a ballot paper to—
  - (a) Each ordinary member entitled to vote present in person; and
  - (b) each proxy appointed by an ordinary member entitled to vote.

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

- (4) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (5) If the ballot is for more than one position—

- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (6) Ballot papers that do not comply with subrule (5)(b) are not to be counted.
- (7) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (8) The Returning Officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (9) If the Returning Officer is unable to declare the result of an election under subrule (8) because 2 or more candidates received the same number of votes, the Returning Officer must—
- (a) conduct a further election for the position in accordance with subrules (2) to (8) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Example:** The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

## **55 Term of office**

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

## **56 Vacation of office**

- (1) A committee member may resign from the Committee by written notice, specifying the date of cessation, addressed to the Committee.
- (2) A person ceases to be a committee member if they—
  - (a) cease to be a student enrolled in a course of study administered at the Clayton campus;
  - (b) are not enrolled in any units of study at a Victorian campus of the University;
  - (c) cease to be a member of the Club; or
  - (d) fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 69.
- (3) In the event that the office of the President, Vice President, Treasurer and/or Secretary is vacated prior to the conclusion of an ordinary term or is vacant after an election, an EGM shall be called and held within 20 academic days of vacation to enable a by-election for the vacant position(s), unless an OGM or AGM will be held within the same period.
- (4) The Committee may continue to act despite any vacancy in its membership.



## **57 Removal from office**

- (1) A committee member may be removed from office under Division 2 of Part 3 or under subrule (2) below.
- (2) A general meeting of the Club may remove a committee member from office if not less than two thirds of the ordinary members present (either in person or by proxy) at a general meeting vote in favour of the decision, provided that—
  - (a) 14 days notice of the intention to move a motion of removal from office has been served on the committee member, members of the Club and the C&S Executive; and
  - (b) the committee member has been given a reasonable opportunity to speak to the motion; and—
  - (c) may elect an eligible ordinary member of the Club to fill the vacant position in accordance with this Division.

## **58 Co-option**

The Committee may co-opt (appoint) an eligible ordinary member of the Club who is entitled to vote to fill a position on the Committee that—

- (a) has become vacant under rule 56; or
- (b) was not filled by election at the last annual general meeting—

who shall hold office until the next general meeting of the Club.

## **Division 4 — Meetings of Committee**

### **59 Chairperson**

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

### **60 Meetings of Committee**

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

### **61 Notice of meetings**

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

## **62 Urgent meetings**

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

## **63 Procedure and order of business**

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

## **64 Use of technology**

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

## **65 Quorum**

- (1) No business may be conducted at a committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 64) of a majority of the committee members holding office, at least one of which must be the President, Vice President, Treasurer or Secretary.
- (3) If a quorum is not present within 20 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special or urgent meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.

## **66 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting, other than the Chairperson, has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting, excluding those who abstain, vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by this constitution to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.

- (5) Voting by proxy is not permitted.

## 67 Conflict of interest

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

**Note:** If there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
- (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

## 68 Minutes of meeting

- (1) The Secretary and Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
- (a) the full names of the members, and their positions (if applicable) in attendance at the meeting;
  - (b) the meeting number, venue, commencement and close time;
  - (c) the business considered at the meeting;
  - (d) any resolution on which a vote is taken and the result of the vote;
  - (e) any material personal interest disclosed under rule 67.

## 69 Leave of absence

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

### 69A Circular Motions

- (1) The Committee may, in between meetings, vote on a resolution by way of circular resolution.
- (2) A circular resolution is only considered a valid resolution of the Committee when:
- (a) every committee member (with the exception of the President) votes in favour or abstains from the resolution; and

- (b) all votes are received within 72 hours of the resolution being communicated to committee members.
- (3) A circular resolution must be communicated by email to all committee members by the President or, in the case that a resolution includes a motion to approve expenditure, the resolution may be communicated to committee members by the Treasurer.
- (4) Committee members may reply to the email voting in favour, voting against or abstaining from the resolution.
- (5) The email circulated by the President or Treasurer must:
- (a) specify the exact wording of the resolution proposed;
  - (b) state the time by which votes must be received, in accordance with subrule 69A(2)(b); and
  - (c) state the process for voting, in accordance with subrule 69A(4).
- (6) Upon receiving the votes of all committee members, or upon the time period for votes to be received lapses (whichever occurs first), the President must, as soon as practical, inform all members of the Executive, by email, whether the circular resolution was passed or otherwise, in accordance with subrule 69A(2).
- (7) A circular resolution that has been passed is deemed to take effect from when the President emails the result of the circular resolution to all members of the Committee.
- ~~(2)~~(8) A list of all resolutions passed by circular resolution must be tabled at the next meeting of the Committee.

## PART 6 — FINANCIAL MATTERS

### 70 Source of funds

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

### 71 Management of funds

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

### 72 Financial records

- (1) The Club must keep financial records that meet the Audit requirements of the C&S Finance Regulations.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.

- (3) The Treasurer must keep in his or her custody, or under their control—
  - (a) the financial records for the current audit period; and
  - (b) any other financial records as authorised by the Committee.

### **73 Financial statements**

- (1) For each audit period, the Committee must ensure that the requirements under the C&S Finance Regulations relating to the audit of the Club are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements; and
  - (b) timely submission and adherence to due dates.

## **PART 7 — GENERAL MATTERS**

### **74 Registered address**

The registered address of the Club is the official mailing address for C&S affiliated clubs, as defined in the C&S Affiliation Regulations.

### **75 Notice requirements**

- (1) Any notice required to be given to a member or a committee member under this constitution may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by email or text message.
- (2) Subrule (1) does not apply to notice given under rule 62.
- (3) Any notice required to be given to the Club or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) by email to the Club's official C&S email account.

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

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

**Note:** See note following rule 19(4) for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Committee must on request make copies of this constitution available to members free of charge.
- (4) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the administration and activities of the Club and includes the following—

- (a) its membership records;
- (b) its audit results;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, activities or assets of the Club.

## **77 Assets**

- (1) All Club assets are the property of the Clubs & Societies Council.
- (2) Tangible assets may not be disposed of through resale, donation, transfer or by any other means, without prior approval of the C&S Executive.
- (3) Unless otherwise approved by the C&S Executive, all physical assets must be stored on the Clayton campus of the University.
- (4) Upon deregistration, all assets that remain after the satisfaction of all debts and liabilities must be transferred to the Clubs & Societies Council of the MSA, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

## **78 Patron**

- (1) The Committee may, by absolute majority, award the title of Patron to a chosen person who has given substantial support to the Club.
- (2) The Patron shall have the right to be given notice for, attend and speak at all general meetings.

## **79 Schedules**

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

## **80 Amendment of Constitution**

This constitution may be amended if not less than two thirds of the ordinary members present (either in person or by proxy) at a general meeting vote in favour of the proposed changes, provided that—

- (a) the C&S Executive has first approved the sought amendment(s); and
  - (b) 14 days notice of the proposed amendment is served on all Club members.
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## APPENDIX

### List of Schedules

1. Publications Subcommittee Terms of Reference
  - Adopting body: Faculty of Information Technology Society Committee
  - Adopted on: 11/02/2021
  - Amending body: Faculty of Information Technology Society Committee
  - Last amended on: Never
2. Events Subcommittee Terms of Reference
  - Adopting body: Faculty of Information Technology Society Committee
  - Adopted on: 11/02/2021
  - Amending body: Faculty of Information Technology Society Committee
  - Last amended on: Never
3. Industry Subcommittee Terms of Reference
  - Adopting body: Faculty of Information Technology Society Committee
  - Adopted on: 11/02/2021
  - Amending body: Faculty of Information Technology Society Committee
  - Last amended on: Never
4. Education Subcommittee Terms of Reference
  - Adopting body: Faculty of Information Technology Society Committee
  - Adopted on: 11/02/2021
  - Amending body: Faculty of Information Technology Society Committee
  - Last amended on: Never

### List of Honorary Life Members