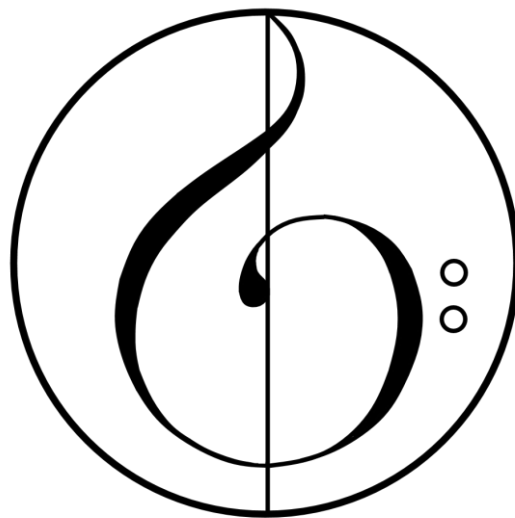


**RULES OF ASSOCIATION  
(CONSTITUTION)**

**MONASH UNIVERSITY  
PHILHARMONIC SOCIETY**

**INCORPORATION NUMBER  
A0120558B**



# RULES OF ASSOCIATION

## MONASH UNIVERSITY PHILHARMONIC SOCIETY

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## PART 1 — PRELIMINARY

### 1 Name

The Name of the incorporated association is “Monash University Philharmonic Society Inc.”.

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

### 2 Purposes

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

- (1) promoting ensemble music within the University;
- (2) co-operating with other associations having similar objectives, including musical societies in other universities; and
- (3) forming, by a selection method to be defined by the Committee, an ensemble or ensembles to represent the University in the public performance of ensemble music, both on campus and outside the University.

### 3 Financial Year

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

### 4 Interpretation and Definitions

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

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

**absolute majority**, of the 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;

**Association** means Monash University Philharmonic Society;

**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 rule 59;

- Clubs & Societies Council** means the Clubs & Societies Council division of the 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 Association;
- committee meeting** means a meeting of the Committee held in accordance with these Rules;
- committee member** means a member of the Committee elected or appointed under Division 3 of Part 5 and listed in rule 45(2);
- disciplinary appeal meeting** means a meeting of the members of the Association 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;
- financial year** means the 12 month period specified in rule 3;
- general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
- member** means a member of the Association;
- MSA** means Monash Student Association (Clayton) Inc. (ABN 20 147 061 074);
- ordinary member** means a member referred to in rule 12(1)
- ordinary member entitled to vote** means an ordinary member who under rule 12(2) is entitled to vote at a general meeting;
- Register of Members** means the comprehensive list of association members submitted to C&S in accordance with the C&S Affiliation Regulations;
- SGM** means a Special General Meeting;
- special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
- student** means a person enrolled in a course of study administered at the Clayton Campus of the University.
- the Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;
- the Registrar** means the Registrar of Incorporated Associations

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

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

## **6 Not for profit organisation**

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

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

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

### **Division 1—Membership**

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

The Association must have at least 40 ordinary members.

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

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

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

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

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

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

## **11 Membership Fee**

- (1) At the first committee meeting of each year, the Committee 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 Association shall be open to Clayton students who subscribe to the purposes of the Association.
- (2) An ordinary member is entitled to vote if—
  - (a) they are a member of at least 21 days standing; and
  - (b) the member's membership rights are not suspended for any reason; and
  - (c) the member is 17 years or older.

## **13 General rights of members**

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

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to stand for election to 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 Association as provided under rule 76; and
- (f) on request to the Secretary, to inspect the register of all Association



members, as prescribed under rule 19(2).

#### **14 Associate membership**

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

#### **15 Honorary Life Membership**

- (1) A general meeting of the Association may confer, by special resolution, Honorary Life Membership on a person who has made a substantial contribution to the Association.
- (2) Honorary life members of the Association who are eligible for ordinary membership shall have all the rights of ordinary members.
- (3) Honorary life members of the Association who are ineligible for ordinary membership shall have all the rights of associate members.
- (4) A list of honorary life members shall be noted in the appendix of these Rules.

#### **16 Rights not transferable**

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

#### **17 Ceasing membership**

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

#### **18 Resigning as a member**

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

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

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

#### **19 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's full name;
    - (ii) the member's Monash student ID number (if applicable);

- (iii) the address for notice last given by the member;
  - (iv) the member's email address;
  - (v) the member's home campus;
  - (vi) the date of becoming a member;
  - (vii) if the member is an ordinary, associate or honorary life member; and
  - (viii) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.
- (2) Within 7 days of a request, the Secretary shall make available to any Association member, a list of Association members, containing only each member's name and membership type, and, where applicable, the last 3 digits of each member's University student number.
- (3) The Secretary shall ensure that the C&S Executive has an up-to-date copy of all Association membership records at all times.
- (4) Any member may, at a reasonable time and free of charge, inspect the register of members.

## **Division 2—Disciplinary action**

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

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

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

### **21 Disciplinary subcommittee**

- (1) If the 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 Association or anyone else, provided they are students; but
  - (b) must not be biased against, or in favour of, the member concerned.

### **22 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member and the C&S Executive—
- (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place (which must be on the Clayton Campus) and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that they may do one or both of the following—

- (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) advising the member that they can be accompanied by one person who may provide assistance, support or both, who may be—
    - (i) a counsellor;
    - (ii) a Monash student or staff member; or
    - (iii) a family member; but—  
may not be accompanied or assisted by anyone who is legally qualified; and
  - (f) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no later than—
- (a) 14 days, if held on an academic day; or
  - (b) 28 days, otherwise—  
before the disciplinary meeting is held.

## **23 Decision of subcommittee**

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

## **24 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or

- expel the person is taken; or
- (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the 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 Association who is entitled to vote at least 14 days prior to the disciplinary appeal meeting and must—
- (a) specify the date and time of the meeting, which must be held on an academic day; and
- (b) state—
- (i) the name of the person against whom the disciplinary action has been taken; and
- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- (5) The location must be given to the person appealing the decision of the disciplinary subcommittee, the C&S Executive and each ordinary member of the Association who is entitled to vote at least 7 days before the disciplinary appeal meeting

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

- (1) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted;
- (b) 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.
- (2) After complying with subrule (1), the ordinary members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) The chair, members of the Committee, the disciplinary subcommittee and the person who is appealing the decision of the disciplinary subcommittee must not vote.
- (4) A member may not vote by proxy at the meeting.

- (5) The decision is upheld if not less than three quarters of the ordinary members voting at the meeting vote in favour of the decision.
- (6) The Committee shall ensure that minutes of the disciplinary appeal meeting are taken and submitted to the C&S Executive within 7 days.

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

#### **26 Application**

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

#### **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 Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

#### **29 Mediation process**

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

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

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

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

### **31 Chairperson**

- (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 Association to be held within 5 months after the end of each financial year, ideally in October.
- (2) The Committee may determine the date, time and place of the annual general meeting, subject to rule 35(1).
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual reports required under rule 47 during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee listed in rule 53(1) and subject to rule 53(3);
- (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 these Rules.

### **33 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) There shall be at least one special general meeting each year, to be held in the first semester and the usual business of that special general meeting shall be to—
  - (a) receive and consider the President and Treasurer reports and an update on the current activities of the Association; and
  - (b) provide a forum for members to give suggestions on Association activities

and events.

- (c) elect the members of the Committee as listed in rule 53(2) and subject to rule 54A.
- (3) The Committee may determine the date, time and place of a special general meeting, subject to rule 35(1).
- (4) No business other than that set out in the notice under rule 35 may be conducted at the meeting.

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

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

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

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

- (1) General meetings may only be held on campus and on an academic day, unless otherwise approved by the C&S Executive.
- (2) The Secretary (or, in the case of a special general meeting convened under rule 34(3), the C&S Executive) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (3) The notice must—
  - (a) specify the date and time of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and

- (ii) state the intention to propose the resolution as a special resolution;  
and
- (d) comply with rule 36(4).
- (4) The location must be given to each member of the Association at least 7 days before the general meeting.
- (5) If the general meeting has been called for any elections, the Returning Officer shall be appointed in accordance with rule 50 and this person's 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.
- (6) This rule does not apply to a disciplinary appeal meeting.

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

### **36 Proxies**

- (1) An ordinary member may appoint another ordinary member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy may be—
  - (a) in writing and signed by the member making the appointment on a form approved by the 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 members under rule 34—the meeting must be dissolved;

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

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

### 39 Adjournment of general meeting

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

**Example:** The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the date, time and place to which the meeting is adjourned must be confirmed by notice given to all members as soon as practicable after the meeting, unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

### 40 Voting at general meeting

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each ordinary member who is entitled to vote, excluding the Chairperson, has one vote; and
  - (b) ordinary members may vote personally or by proxy; and

- (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.

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

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

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

- (1) The 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 resolutions 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.
- (3) The minutes of the annual general meeting must include items listed in subrule (2) above, and—
  - (i) the financial statements submitted to the members in accordance with rule 32(3)(b)(ii); and

- (ii) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—COMMITTEE**

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

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

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

#### **44 Delegation**

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

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

#### **45 Composition of Committee**

- (1) The Committee shall consist of at least 11 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) a Concert Manager; and
- (f) a Social Secretary; and
- (g) a Publicity Officer; and
- (h) a Librarian; and
- (i) a Small Ensembles Coordinator; and
- (j) a Monash Philharmonic Orchestra Representative; and
- (k) a Monash Symphonic Winds Representative.

#### **46 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules, the Act and the C&S Constitution and Regulations.
- (2) As soon as practicable after being elected or co-opted to the 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 Association complies with the Act, the C&S Constitution and Regulations and that individual members of the Committee comply with these Rules.
- (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 Association; 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 Association.

**Note:** See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (7) In addition to any duties imposed by these Rules, 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 Association, 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 Association, 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 33(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) perform the duties of the President if that office is vacant;
    - (v) assist in the fundraising activities of the Society;
    - (vi) ensure that there is regular communication within the Committee and between the Committee and members of the Society; and
    - (vii) 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 Association's financial records in order;
    - (iii) prepare an Association budget, at least every 6 months;
    - (iv) submit an annual report to the AGM and a general report as required under rule 33(2)(a);
    - (v) receive all monies paid to or received by the Association and ensure receipts are issued for those monies in the name of the Association;
    - (vi) ensure that all monies received are paid into the account of the Association within 2 working days after receipt, unless otherwise approved by the C&S Executive; and
    - (vii) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
    - (viii) ensure cheques are signed by at least 2 of the President, 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 Association are kept in accordance with the Act and C&S Finance Regulations, where applicable; and
    - (ii) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
  - (c) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

(4) Secretary

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

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

- (b) The Secretary must give to the Registrar and the C&S Executive notice of their appointment within 14 days after the appointment.
- (c) The duties of the Secretary shall be to—
- (i) attend 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 Association 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 Association's mail box and electronic mail account, supplied by the Clubs & Societies Council, for incoming correspondence;
  - (vi) ensure that inwards and outwards correspondence for the Association is handled correctly and in a timely manner;
  - (vii) submit an annual report to the AGM;
  - (viii) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 72(3), all books, documents and securities of the Association in accordance with rules 76 and 82; and
  - (ix) perform any other duty or function imposed on the Secretary by these Rules.

(5) Concert Manager

- (a) The duties of the Concert Manager shall be to—
- (i) attend committee meetings and General Meetings;
  - (ii) represent the interests of concert audiences at committee meetings;
  - (iii) advise how the committee may improve the quality of concerts, whether musically or organisationally;
  - (iv) co-ordinate the organisation of society concerts, including front-of-house, stage management and concert programmes;
  - (v) book venues for rehearsals and concerts;
  - (vi) maintain a list of possible concert venues (including, but not limited to, cost, capacity, stage size and acoustics) in order to advise the committee when selecting venues;
  - (vii) liaise with concert venues and any other musical organisations that may be taking part in a concert; and
  - (viii) perform such duties as the Committee may resolve.

(6) Social Secretary

- (a) The duties of the Social Secretary shall be to—
- (i) attend committee meetings and General Meetings;

- (ii) represent members' interests in social matters at committee meetings;
- (iii) advise how the committee may improve the social atmosphere of the society;
- (iv) co-ordinate the organisation of social events, including publicity, and booking venues;
- (v) co-ordinate the organisation of camps, including booking venues, timetables and transport arrangements;
- (vi) maintain a list of possible camp venues (including, but not limited to, cost, size and meal facilities) in order to advise the committee when selecting venues; and
- (vii) perform such duties as the Committee may resolve.

(7) Publicity Officer

(a) The duties of the Publicity Officer shall be to—

- (i) attend committee meetings and General Meetings;
- (ii) advise the committee in all matters relating to publicity;
- (iii) be a general representative at committee meetings;
- (iv) be archivist in conjunction with the Secretary: file old minutes, publicity, reports, memorabilia, programme notes and to bring them to the attention of the committee members where appropriate;
- (v) plan publicity campaigns in the lead-up to concerts and other events as necessary (including, but not limited to, posters, radio announcements, newspaper advertisements and listings in Melbourne music calendars);
- (vi) co-ordinate a team of people to distribute publicity materials;
- (vii) organise a design for concert posters and programmes in liaison with the committee;
- (viii) organise the fabrication of any necessary advertising materials (e.g., printing posters); and
- (ix) perform such duties as the Committee may resolve.

(8) Librarian

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

- (i) attend committee meetings and General Meetings;
- (ii) advise the committee on all matters relating to repertoire;
- (iii) be a general representative at committee meetings;
- (iv) ensure each rehearsal has music, in conjunction with Ensemble Representatives;
- (v) investigate the availability and cost of sheet music (borrowing, hiring or purchasing) for suggested repertoire;
- (vi) maintain records of the location of any music which may have been rented/lent to/from other individuals or organisations;
- (vii) maintain a library and catalogue of sheet music;
- (viii) maintain a list of organisations from which the society could borrow, hire or purchase music;
- (ix) ensure scores are kept in a proper condition, by being responsible for purchase or maintenance of ensemble music folders; and

(x) perform such duties as the Committee may resolve.

(9) Small Ensembles Coordinator

(a) The duties of the Small Ensembles Coordinator shall be to—

- (i) attend committee meetings and General Meetings;
- (ii) represent the interests of each small ensemble at committee meetings;
- (iii) advise how the committee may improve each small ensemble, whether musically, organisationally or socially;
- (iv) ensure small ensemble members are aware of the Small Ensembles Policy, including any changes that may occur from time to time
- (v) act as liaison between the small ensembles and committee;
- (vi) ensure ensemble members are aware of any relevant notices;
- (vii) monitor rehearsal attendances and where necessary, take steps to ensure that rehearsals are well patronised;
- (viii) work to form small ensembles;
- (ix) ensure rehearsals have music, in conjunction with the librarian;
- (x) perform any other actions as may be required by the Small Ensembles Policy;
- (xi) assist other committee members at times of heavy workload; and
- (xii) perform such duties as the committee may resolve.

(10) Ensemble Representatives

(a) The duties of each Ensemble Representative shall be to—

- (i) attend committee meetings and General Meetings;
- (ii) represent the interests of an ensemble at committee meetings;
- (iii) advise how the committee may improve said ensemble, whether musically, organisationally or socially;
- (iv) act as liaison between the ensemble and committee;
- (v) ensure ensemble members are aware of any relevant notices;
- (vi) monitor rehearsal attendances, and where necessary, take steps to ensure that rehearsals are well patronised;
- (vii) monitor apologies and inform the relevant ensemble director(s) of absences prior to the rehearsal(s) in question;
- (viii) ensure rehearsals have music, in conjunction with the librarian;
- (ix) assist other committee members at times of heavy workload; and
- (x) perform such duties as the committee may resolve.

(b) The Monash Philharmonic Orchestra Representative shall also be known as the MPO Representative.

(c) The Monash Symphonic Winds Representative shall also be known as the MSW Representative.

## 48 Ancillary Members

(1) The Association 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 these Rules under rule 79.

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

- (2) Such positions shall be ancillary members of the Committee, but are not defined as committee members under these rules.
- (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.
- (2) In addition to subrule (1) above—
  - (a) a candidate for Ensemble Representative must be a member of that ensemble;
  - (b) a candidate for the Monash Symphonic Winds Representative must be in their first year of membership of the Society;
  - (c) a candidate for the Monash Philharmonic Orchestra Representative must be in their first year of membership of the Society.
- (3) Where nominations have not been received from eligible members under subrule (2)(b) and (2)(c), any other ordinary member eligible under subrule (1) and (2)(a) may be a candidate.

#### **49A Associate Members holding committee positions**

- (1) An associate member is eligible to be elected as a committee member, subject to rule 52(4), listed in subrule (2) if the member—
  - (a) is an associate member of at least 21 days standing; and
  - (b) has not had their membership rights suspended; and
  - (c) is 18 years or older on the date they would take office; and
  - (d) not less than two thirds of the ordinary members present (either in person or by proxy) at the general meeting in which the election is held first vote in favour of an associate member being able to hold that committee position.
- (2) Nominations from associate members shall be permissible for the positions of Concert Manager, Social Secretary, Publicity Officer, Librarian and Small Ensembles Coordinator under Rule 52(3).

- (3) For the duration that an associate member holds a committee position listed in subrule (2) above, they shall be considered to be an ancillary member of the committee under rule 48.
- (4) For the avoidance of doubt, an associate committee member holding a single or paired committee position shall not be entitled to vote.

## 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) Provided that quorum is present, the Returning Officer of the ordinary general meeting must declare the positions of the Ensemble Representatives vacant, and hold elections for those positions in accordance with rules 52 to 54A.
- (3) 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 Association must—
  - (a) be nominated and seconded by ordinary members who are entitled to vote at a general meeting; and
  - (b) accept the nomination.
- (3) In order to be nominated for a position, an associate member of the Association must—
  - (a) be eligible under requirements set out in Rule 49A(1);
  - (b) be nominated and seconded by ordinary members who are entitled to vote

- at a general meeting; and
- (c) accept the nomination.
- (4) An ordinary or associate 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.
- (5) Once two positions have been filled in accordance with rule 49A or 52A, no further nominations under those rules can be accepted.

### **52A Joint Nominations**

- (1) Joint nominations shall be permissible for the positions of Concert Manager, Social Secretary, Publicity Officer, Librarian and Small Ensembles Coordinator.
- (2) Two ordinary members eligible under rule 49 may submit a joint nomination subject to rule 52(5), provided that they do not individually nominate for the same position.
- (3) If a joint nomination is elected, the position shall be considered to be a paired position for the duration that it is jointly held.

### **53 Election of committee members**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (i) President;
  - (ii) Vice-President;
  - (iii) Treasurer;
  - (iv) Secretary
  - (v) Concert Manager;
  - (vi) Social Secretary;
  - (vii) Publicity Officer;
  - (viii) Librarian; and
  - (ix) Small Ensembles Coordinator
- (2) At the ordinary general meeting, separate elections must be held for each of the following positions to confirm the selection of the corresponding ensemble under rule 54A.
  - (i) Monash Philharmonic Orchestra Representative; and
  - (ii) Monash Symphonic Winds Representative
- (3) If only one member is nominated for the position, the Returning Officer of the meeting must declare the member elected to the position.
- (4) 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.
- (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 a member has been appointed the proxy of 2 other members, the member must be given 3 ballot papers—one for the member and one each for the other members.

- (4) A candidate must poll a majority, (that is, at least 50% plus one), of all formal votes cast to be elected.
- (5) The voter must indicate their order of preference for candidates by—
- (a) writing the name of their first preference at the top of the ballot paper;
  - (b) writing the name of their second preference below the first preference;
  - (c) writing the name of their third preference below the second preference; and
  - (d) so forth until the names of all nominated candidates appear on the ballot paper in order of preference.
- (6) Ballot papers that do not comply with subrule (5) are informal and are not to be counted.
- (7) The Returning Officer shall determine the successful candidate by observing the procedure set out below.
- (a) If, after all first preference votes have been counted, no candidate has obtained a majority of all formal votes, then the candidate with the fewest number of first preference votes is excluded. That excluded candidate's second preference votes are then distributed to the remaining candidates. If there are two or more candidates with the lowest number of votes, the Returning Officer shall decide by lot which candidate is to be eliminated.
  - (b) If after that exclusion no candidate has obtained a majority of formal votes, the next remaining candidate with the fewest votes is excluded and all of that candidate's votes (ie. first preference votes plus those votes received from the first excluded candidate) are distributed to the remaining candidates.
  - (c) The above process is continued until one candidate obtains a majority of formal votes and is elected.
  - (d) If at any exclusion, the next available preference is for a previously excluded candidate, then that preference is disregarded and the vote is distributed to the continuing candidate for whom the next available preference is shown.
  - (e) If two or more candidates each receive the same number of votes the Returning Officer shall decide by lot which candidate 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.

#### **54A Election Procedure for Ensemble Representatives**

The Ensemble Representatives—

- (a) shall be selected by members of that ensemble, in a manner determined by the Committee, in advance of the ordinary general meeting;
- (b) shall have their election confirmed by a majority vote of the ordinary members present at the ordinary general meeting.

#### **55 Term of office**

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

## 56 Vacation of office

- (1) 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) is not enrolled in a unit of study at a Victorian campus of the University;
  - (c) cease to be a member of the Association; or
  - (d) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 69; or
  - (e) otherwise ceases to be a committee member by operation of section 78 of the Act.

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

- (3) If a single member of an elected paired position resigns, the remaining member shall have the option to continue in the position alone, have a second member co-opted to assist, or resign.
- (4) In the event that the office of the President, Vice President, Treasurer and/or Secretary is vacated prior to the conclusion of an ordinary term or is vacant after an election, an SGM shall be called and held within 20 academic days of vacation to enable a by-election for the vacant position(s), unless the AGM will be held within the same period.
- (5) 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 Part 3 or under subrule (2) below.
- (2) A general meeting of the Association may remove a committee member from office by special resolution, provided that—
  - (a) 21 days' notice of the intention to move a special resolution to remove the committee member from office has been served on the committee member, members of the Association and the C&S Executive; and
  - (b) may elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (3) A member who is the subject of a proposed special resolution under subrule (2)(a) may make representations in writing to the Secretary or President of the

Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

- (4) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, they must be read out at the meeting at which the special resolution is to be proposed.

## **58 Co-option**

- (1) The Committee may co-opt (appoint) an eligible ordinary member of the Association 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 Association.
- (2) If the position of Secretary becomes vacant, the Committee must appoint an eligible ordinary member to the position within 14 days after the vacancy arises, who shall hold office until the next general meeting of the Association.

## **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 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 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) Paired positions count as a single committee member for the purposes of quorum.
- (4) 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) Where there are paired positions on the committee, the paired committee member present at the meeting—
  - (a) has one vote, if a single member of the pair is present;
  - (b) has one vote, if both members of the pair are present and wish to vote the same way;
  - (c) is taken to abstain from voting, if both members of the pair are present and wish to vote differently.

- (3) A motion is carried if a majority of committee members present at the meeting, excluding those who abstain, vote in favour of the motion.
- (4) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (5) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (6) 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:** Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

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

## **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.



## PART 6—FINANCIAL MATTERS

### 70 Source of funds

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

### 71 Management of funds

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

### 72 Financial records

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act; and
  - (c) meet the Audit requirements of the C&S Finance Regulations.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

### 73 Financial statements

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

## PART 7—GENERAL MATTERS

### 74 Registered address

The registered address of the Association is—

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

### 75 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by email or text message.
- (2) Subrule (1) does not apply to notice given under rule 62.
- (3) Any notice required to be given to the Association or the 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 Association's official C&S email account; or
  - (e) if the Committee determines that it is appropriate, by email to the email address of the Secretary.

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

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

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

## **77 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) On deregistration from the Clubs & Societies Council—
  - (a) despite anything to the contrary in these rules, the members of the C&S Executive become members of the Association; and
  - (b) all other members of the Association cease to be members; and
  - (c) the Association must be wound up voluntarily by special resolution.
- (3) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (4) Subject to the Act and any court order made under section 133 of the Act, the surplus assets shall be transferred to the Clubs & Societies Council division of the Monash Student Association, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

## **77B Assets**

- (1) Tangible assets may not be disposed of through resale, donation or transfer or by any other means, without the prior approval of the C&S Executive.
- (2) Unless otherwise approved by the C&S Executive, all physical assets must be stored on the Clayton campus of the University.

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

## **79 Schedules**

- (1) The Association or Committee may draft and adopt policies or regulations, which shall be the schedules to these Rules.
- (2) The method for amending or repealing schedules must be set out within the schedule.
- (3) Subject to subrule (5), schedules shall have the same force as these Rules.
- (4) In schedules, unless the contrary intention appears, words and expressions shall have the same meaning as they have in these Rules.

- (5) Where a schedule is inconsistent with these Rules, the latter shall prevail and the former shall, to the extent of the inconsistency, be without force or effect.
- (6) A list of schedules, including the adopting or amending body and date that the schedule was adopted or amended, shall be noted in the appendix of these Rules.

## 80 Amendment of Rules

These Rules may be amended by special resolution at a general meeting of the Association, provided that the C&S Executive has first approved the sought amendment(s).

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

## 81 Special resolutions

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

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

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

## 82 Common seal

- (1) The Association may have a common seal.
  - (2) If the Association has a common seal—
    - (a) the name of the Association must appear in legible characters on the common seal;
    - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
    - (c) the common seal must be kept in the custody of the Secretary.
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## **APPENDIX**

### **List of Schedules**

Ancillary Committee Positions  
Small Ensembles Policy

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

Andrew Dickinson  
Ruth Boltman  
Richard Green  
James Fallon  
Bob McIntosh  
Hugh Coleman  
Julian Mainka  
Paddy Collins  
Liz McCarthy  
Kristen George  
Ingrid Martin  
Nick Frampton  
Kathryn James  
Dean Mulholland  
Cherie Church  
Benedict Chiu  
Sean Gallagher  
Natalie Eagland  
Katie Crone  
Amanda Morrison