



CONSTITUTION OF

Canberra Law Students' Society

29/07/2019

uclife^x

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Preliminary

1. Name of the club

The name of the **club** is

Canberra Law Students' Society (referred to as the **club** for the remainder of this document).

2. Type of club

The **club** is a Academic Club

3. Definitions

In this constitution, words and phrases have the meaning set out in clauses 42 and 43.

Purpose

4. Object

The **club's** object is to:

The CLSS aims to enhance the experience of all law and justice students at the University of Canberra through its various portfolios.

With respects to the rest of this Constitution, the portfolios include, but are not limited to, legal careers, internal and external competitions, additional education, social events, publications and mental wellbeing events.

The CLSS works closely with its stakeholders, including UC Life, the University of Canberra, the Faculty of Business, Government and Law, the Canberra Law School, the CLSS' sponsors and students of the Canberra Law School to achieve this purpose efficiently.

Members

5. Club Registration

- 5.1 The **club** must register with UCX twice annually on census date each semester.
- 5.2 The **club** must have a minimum number of 10 current student members.
- 5.3 The **club** must establish and maintain a register of members. The register of members must be kept by the Secretary and must contain:
 - (a) for each current member:
 - i. name;
 - ii. email address;
 - iii. record of whether the member is a current student or alumni of the University; and
 - iv. date the member joined the **club**.
- 5.4 Information that is accessed from the register of members will only be used in a manner relevant to the interests or rights of members.

6. Membership

- 6.1 Membership of the **club** is open to all Students, Alumni, Staff and members of the public.
- 6.2 Membership to a **club** is for one calendar year, and a member is required to renew membership each calendar year.
- 6.3 The **club** can appoint Life Members at the **annual general meeting**.
 - (a) Life Members are not counted for the purpose of funding and association with UCX;
 - (b) Life membership can be awarded to members who have provided special service to the **club** over a period of more than 1 year.

- 6.4 A yearly membership fee is applicable to all members of the **club**. This fee is set by the **club** at the IGM should be no less than \$5 per member. The Executive (as outlined in clause 21) of the **club** must ensure an individual meets all membership requirements.
- 6.5 Life Members can but are not required to pay membership fees.
- 6.6 The Executive must audit membership by census date each semester.

- 6.7 A person immediately stops being a member if they:
- (a) die;
 - (b) resign, by writing to the Secretary;
 - (c) no longer meet eligibility requirements as under clause 6 of the constitution by the Semester one census date;
 - (d) are removed as a result of disciplinary action under this constitution.

Dispute resolution and disciplinary procedures

7. Dispute resolution

The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between members of the **club** including members of the Executive.

- 7.1 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 7.2 If those involved in the dispute do not resolve it under clause 7.1, they must within 10 days:
- (a) inform the UCX Manager of Clubs about the dispute; and
 - (b) submit to any requests for a resolution made by the UCX Manager of Clubs.

8. Disciplining members

- 8.1 In accordance with this clause, the Executive may resolve to warn, suspend or expel a member from the **club** if the majority of the Executive consider that:
- (a) the member has breached this constitution,
 - (b) the member has breached the UCX Club Rules clause 2, or
 - (c) the member's behaviour is causing, has caused, or is likely to cause harm to the **club** or other members of the **club**.
- 8.2 At least 14 days before the general meeting at which a resolution under clause 8.1 will be considered, the Secretary must notify the member in writing:
- (a) that the **club** is considering a resolution to warn, suspend or expel the member;
 - (b) that this resolution will be considered at a meeting and the date of that meeting;
 - (c) what the member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the member may provide an explanation to the Executive, and details of how to do so.
- 8.3 Before the **club** pass any resolution under clause 8.1, the member must be invited to:
- (a) submit to the **club** Executive a written explanation at least 5 business days prior to the meeting, and/or
 - (b) speak at the meeting.
- 8.4 After considering any matter under clause 8.3, the Executive may:
- (a) take no further action;
 - (b) warn the member in writing;
 - (c) expel the member; or
 - (d) refer the matter to the UCX Manager of Clubs for further advice and/or a decision.
- 8.5 To avoid any doubt, the Executive cannot fine a member.
- 8.6 A **club** member may vote on a resolution under this clause in writing by proxy.
- 8.7 Upon receiving a referral under clause 8.4(c), the UCX Manager of Clubs or their delegate shall consider the resolution of the **club** and determine the matter within 21 days.
- 8.8 Members can appeal a decision made by the Executive in writing to the UCX Manager of Clubs within 14 days of receiving the written decision from the Executive.
- 8.9 A decision of the UCX Manager of Clubs or their delegate is final.

- 8.10 The Secretary must give written notice to the Executive member of a decision as soon as possible. There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
- 8.11 Any vacancy created by a decision taken under this clause will be filled according to the **club** election procedures for casual vacancies section.

General meetings of members

9. General meetings called by the Executive

- 9.1 The Executive may call a general meeting at any time with at least 14 days notice in writing to all members.

10. Annual general meeting

- 10.1 A **general meeting**, called the **annual general meeting**, must be held once in every calendar year.
- 10.2 Subject to these Rules, the conduct of **annual general meetings** and meetings of the Executive of the **club** shall occur in the manner in which the Executive determines.
- 10.3 The **club** Executive as outlined in clause 21 will be appointed at the **annual general meeting**. A handover of the Executive roles where possible should be held before the Semester one census date.
- 10.4 Outcomes of the **annual general meetings** are to be recorded in minutes and signed/evidence of agreement by all present provided reflecting their accuracy. These minutes are then to be provided to the UCX Manager of Clubs before the Semester one census date.

11. Notice of general meetings

- 11.1 Notice must be given of **annual general meetings** to all members at least 14 days prior, including notice given to UCX.
- 11.2 All notices of **annual general meetings** shall be communicated to the membership by electronic means by the Executive of the **club**.
- 11.3 The Agenda for all **annual general meetings** must be included in the notice.
- 11.4 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution.

12. Quorum at general meetings

- 12.1 For a **general meeting** to be held, at least 6 members must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 12.2 No business may be conducted at a **general meeting** if a quorum is not present.

13. Using technology to hold meetings

- 13.1 The **club** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 13.2 Anyone using this technology is taken to be present in person at the meeting.

14. Role of the chairperson

- 14.1 The **elected chairperson** as outlined in clause 22 is entitled to chair **general meetings**.
- 14.2 The **chairperson** is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions.
- 14.3 The **chairperson** does not have a casting vote unless it is a deciding vote in the event of a tie.

Voting at general meetings

15. How many votes a member has

Each member has one vote.

16. Challenge to member's right to vote

- 16.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 16.2 If a challenge is made under clause 16.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

17. How voting is carried out

- 17.1 Voting must be conducted and decided by:
 - (a) a show of hands, or
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 17.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 17.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 17.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 17.5 Votes are passed by a simple majority.

18. Appointment of proxy

- 18.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 18.2 A proxy must be a current member of the **club**.
- 18.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (a) speak at the meeting; and
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment).
- 18.4 A proxy appointment may be standing (ongoing).
- 18.5 Appointment of a proxy must be submitted in writing to the **club** Secretary prior to the meeting.

19. Voting by proxy

- 19.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 19.2 When a vote in writing is held, a proxy cannot vote, unless the proxy appointment specifies the way they must vote.

Executive

20. Number of Executive members

20.1 The **club** must have at least 4 members on the Executive. They must elect a:

- (a) President;
- (b) Vice President;
- (c) Treasurer; and
- (d) Secretary.

20.2 **Clubs** can elect more members to their **Committee** if they wish to.

21. Election and appointment of Executive and Committee members

21.1 The initial Executive are the people who have agreed to act as the Executive at the formation of the **club**.

21.2 Executive members will hold their position for 12 months and shall be elected at the **annual general meeting**.

21.3 Apart from the initial Executive and **Committee** members appointed under clause 21.2, the members may elect general **Committee** members by a resolution passed in a **general meeting**.

21.4 A person is eligible for election as an Executive or general **Committee** member of the **club** if they:

- (a) are a member of the **club**, and
- (b) are nominated by two members or representatives of members entitled to vote.

21.5 The Executive may appoint a person as an Executive member to fill a casual vacancy if that person is a member or general **Committee** member of the **club**.

21.6 Members assigned to fill casual vacancies will be endorsed by the **club** by way of vote outlined in clause 17 at the next **general meeting**.

21.7 All committee positions Executive and general will be open for election at the **annual general meeting**.

22. Election of chairperson

The elected President is the chairperson of the **club** unless they are unavailable, to which the Vice President will chair.

Powers of the Executive

23. Powers of Executive members

23.1 The Executive are responsible for managing and directing the activities of the **club** to achieve the purpose(s) set out in clause 4.

23.2 The Executive must decide on the responsible financial management of the **club** including:

- (a) the appointment of at least 3 bank signatories to the **club** account;
- (b) how money will be managed, such as how electronic transfers must be authorised and signed or otherwise approved.

23.3 An Executive member cannot remove a fellow Executive member from their position. Executive members may only be removed by a members' resolution at a **general meeting**.

23.4 The Executive is not to use **club** funds in respect of paying themselves or any other Executive member, a salary or bonus.

24. Execution of documents

The **club** may execute a document if the document is signed by at least 2 members of the Executive (for example, the President and Vice President, or the Secretary and Vice President).

25. Release of funds

The **club** may release funds from their account only if there is the signature of at least 2 appointed bank signatories.

Duties of Executive members

26. Duties of Executives

The Executive must comply with their duties as Executive members under this constitution, and the UCX Club Rules of Affiliation which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an Executive member of the **club**;
- (b) to act in good faith in the best interests of the **club**;
- (c) not to misuse their position as an Executive member;
- (d) not to misuse information they gain in their role as an Executive member;
- (e) to disclose any perceived or actual material conflicts of interest; and
- (f) to ensure that the financial affairs of the **club** are managed responsibly.

Executive meetings

27. When the Executives meet

The Executive may decide how often, where and when they meet, provided that they meet a minimum of 3 times per calendar year.

28. Calling Executive meetings

28.1 An Executive member may call an Executive meeting by giving reasonable notice to all of the other Executive members.

29. Chairperson for Executive meetings

- 29.1 The **elected chairperson** is entitled to chair Executive meetings.
- 29.2 Those present at an Executive meeting may choose an alternative Executive member to be the **chairperson** for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as **chairperson** of the meeting.

30. Quorum at Executive meetings

- 30.1 Unless the Executive determine otherwise, the quorum for an Executive meeting is a majority (more than 50%) of members.
- 30.2 A quorum must be present for the whole Executive meeting.

31. Using technology to hold Executive meetings

- 31.1 The Executive may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Executive.
- 31.2 An Executive may only withdraw their consent within a reasonable period before the meeting.

President

32. Appointment and role of President

- 32.1 The **club** must have a President.
- 32.2 A President must be appointed by the **club**.
- 32.3 The President shall be responsible for the financial and general management of the **club** in addition to any other duties voted in by the **club**, and shall:
- (a) Be the spokesperson for and on behalf of the **club**;
 - (b) Preside at all meetings of the **club** when present;
 - (c) Liaise with the UCX Manager of Clubs;
 - (d) Prepare a President's Report for the preceding year to present at the **annual general meeting**;
 - (e) Provide a copy of the President's Report of the preceding year to the UCX Manager of Clubs;
 - (f) Be a signatory on the **clubs** bank account;
 - (g) Ensure that all purchases made on behalf of the **club** are relevant and appropriate to the running of the **club**;
 - (h) Be directly responsible to the UCX Manager of Clubs for the actions of the **club**;
 - (i) Adhere to all UCX policies.

Vice President

33. Appointment and role of Vice President

- 33.1 The **club** must have a Vice President.
- 33.2 A Vice President must be appointed by the **club**.
- 33.3 The Vice President shall, in addition to any other duties voted in by the **club**, shall:
- (a) Act in the capacity of, and carry out the duties for the President if the President is unable to so act;
 - (b) Assist the President with the overall running of the **club**;
 - (c) Be a signatory on the **club's** bank account;
 - (d) Adhere to all UCX policies.

Secretary

34. Appointment and role of Secretary

- 34.1 The **club** must have at least one Secretary.
- 34.2 A Secretary must be appointed by the **club**.
- 34.3 The Secretary shall be responsible for the maintenance of the **clubs** non-financial records, in addition to any other duties voted in by the **club**, shall:
- (a) Update and maintain Individual Membership lists and relevant details in accordance with the UCX Club Rules of Affiliation;
 - (b) Be responsible for the production and distribution of agendas for all meetings;
 - (c) Be responsible for the taking and distribution of all minutes of meetings;
 - (d) Maintain all other non-financial papers and documents of the **club**;
 - (e) Ensure that the **club** is aware of all duties and responsibilities of the **club** when involved in any agreement of form of sponsorship;
 - (f) Be responsible for regularly checking **club** mailbox;
 - (g) Adhere to all UCX policies.

Treasurer

35. Appointment and role of Treasurer

- 35.1 The **club** must have a Treasurer.
- 35.2 A Treasurer must be appointed by the **club**.
- 35.3 The Treasurer is responsible for managing the flow of the day to day finances of the **club**, in addition to any other duties voted in by the **club**, shall:
- (a) Be a signatory on the **clubs** bank account;
 - (b) Ensure receipts are issued for all monies received by the **club**;
 - (c) Deposit all monies received on behalf of the **club**;
 - (d) Maintain copies of all receipts issued and received on behalf of the **club**;
 - (e) Maintain **club** finances in accordance with the UCX Club Rules of Affiliation;
 - (f) Present at each **club** meeting an accurate report detailing **club** finances;
 - (g) Prepare a complete Financial Report to present at the **annual general meeting**;
 - (h) Adhere to all UCX policies.

Minutes and records

36. Minutes and records

- 36.1 Outcomes of all **general meetings** are to be recorded in minutes and signed by 2 members of the Executive to ensure their accuracy. These minutes are then to be provided to the UCX Manager of Clubs within 14 days of finalisation.

37. Financial and related records

- 37.1 The **club** must make and keep written financial records that correctly record and explain its transactions and financial position and performance.
- 37.2 The **club** must also keep written records that correctly record its operations.
- 37.3 The Executive must take reasonable steps to ensure that the **club's** records are kept safe.

Closing a club

38. The Club can be closed if

- 38.1 Approved by a majority vote of the members attending a meeting of members
- 38.2 It does not meet the membership requirements for a period of 6 consecutive weeks during the semester as determined by UCX: or
- 38.3 It breaches UCX Club Rules

39. If a club is closed by the members, the Executive must submit the minutes to UCX within 14 days of the meeting.

40. UCX will assume the financial control of funds for the closed club and apply those as it sees fit.

Application of UC Club Rules

41. To avoid any doubt, this constitution is to be read in conjunction with the UC Club Rules as in force and amended as required.

Definitions and interpretation

42. Definitions

In this constitution:

Alumni means a person who has been conferred an award by the University under a Statute.

Annual general meeting (AGM) means a meeting of the **club** held annually, attended by the Committee and Individual Members.

Inaugural general meeting (IGM) means the first official meeting of a new **club**.

Club means a **club** or society whose aim is to enhance student engagement in a social environment and provide sports, social and cultural participation opportunities for its members.

Committee means the managing body of the **club** consisting of the Executive and other General Committee members.

Elected chairperson means the elected President of the **club** or a person elected by the Executive to be the **club's** chairperson under clause 22.

General Committee members refers to the persons elected to hold a position in the **club** Committee, outside of an Executive Role.

General meeting means a meeting of members and includes the annual general meeting, under clause 10.1.

University means the University of Canberra (ABN 81 633 873 422).

UCX means the UCX Ltd, a wholly owned subsidiary of the University.

UCX Club Rules refers to the UCX Club Rules of Affiliation (2019).

UCX Manager of Clubs refers to the UCX Campus Life Coordinators or their delegate, including a referral to a Director of UCX.

43. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).