

**MONSU CAULFIELD INC.**

**ABN 42 911 556 610**

**SCHEDULE "A"**

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# **MONSU Caulfield Inc.**

## **CONSTITUTION**

# MONSU Caulfield Inc. CONSTITUTION

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### **PART 2 - NAME AND OBJECTS**

#### **C2. Name**

The name of the incorporated association is MONSU Caulfield Inc. Reg No A0043840C|ABN 42 911 556 610

#### **C3. Purpose**

3.1 The purpose of MONSU Caulfield is to advance the education and experience of the students attending the Monash University Caulfield Campus by:

- (a) facilitating the provision of premises, which shall be a common meeting ground and social centre for members of MONSU Caulfield and the wider community;
- (b) facilitating the availability of facilities for the refreshment, entertainment, recreation and convenience of members of MONSU Caulfield and the wider community;
- (c) representing the interests of students within and outside the University where it is deemed necessary or desirable;
- (d) facilitating a suitable cultural, social and sporting climate on the Caulfield campus of the University and encouraging the development of social intercourse between members of MONSU Caulfield and the wider community;
- (e) providing for or promoting the interests of individuals within MONSU Caulfield regarding social, educational and welfare matters and encouraging interest groups such as clubs and societies within the University; and
- (f) assuming any other responsibilities and activities that may be deemed appropriate for carrying out the purposes of, or furthering the interests of, MONSU Caulfield.

#### **C4. Legal Capacity and Powers**

4.1 MONSU Caulfield has all the powers of an individual subject to C4.2 and C4.3.

4.2 MONSU Caulfield may only exercise its powers and use its income, assets and profit to give effect to its purposes.

4.3 MONSU Caulfield must not distribute any profit, income or assets directly or indirectly to members.

4.4 Notwithstanding C4.3, MONSU Caulfield may only pay its members for expenses properly incurred as follows:

- (a) an expense is properly incurred if it was incurred in good faith and to give effect to the purposes of MONSU Caulfield; and
- (b) goods or services provided by them on terms no more favourable than if the member were not a member.

## **PART 3 - MEMBERSHIP**

### **C5. Members**

- 5.1 Caulfield campus enrolled undergraduate students who register their details through the MONSU Caulfield website are members, (go to [www.monsu.org](http://www.monsu.org), click log in, go to student log in, sign in using your Monash University student details, accept the T&Cs) and a prescribed fee may be payable, subject to C5.2.
- 5.2 The prescribed fee shall be set by MONSU Caulfield before January 1st of the following year. In the event that MONSU Caulfield does not set a fee for that year, the fee shall be in line with that of the preceding year. This fee shall apply to all members.
- 5.3 MONSU Caulfield Student Council Executive will approve membership as soon as practicable.
- 5.4 Membership ceases when students have completed their degree or by advising the Executive by email that they resign and cease their membership, whichever comes first.
- 5.4 Members have the right to:
  - (a) use the amenities and services of MONSU Caulfield.
  - (b) attend MONSU Caulfield meetings in accordance with C44;
  - (c) participate in MONSU Caulfield referendums and elections in accordance with Parts 4 and 8; and
  - (d) access the records of MONSU Caulfield in accordance with C54.2.

### **C6. Graduates**

- 6.1 Graduates are represented by the Monash Graduate Association not MONSU and are not eligible for membership of MONSU or to participate in MONSU voting.
- 6.2 Graduates will be permitted to attend MONSU social events.

## **C7. Obligations and Liability**

7.1 Members must at all times comply with this constitution and any regulations made under it.

## **C8. Discipline**

8.1 Subject to this constitution, if the Student Council is of the opinion that a member:

- (a) has refused or neglected to comply with this constitution or the regulations;
- (b) has engaged in conduct unbecoming a member or prejudicial to the interests of MONSU Caulfield; or
- (c) has caused serious disruption to the use of amenities or services by other members;

the Student Council may by resolution suspend the right of a member to use the amenities and services of MONSU Caulfield.

8.2 A resolution of the Student Council under C8.1 does not take effect unless the Student Council confirms the resolution under this rule.

8.3 A meeting of the Student Council to confirm or revoke a resolution passed under C8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with C8.4.

8.4 The General Secretary (Vice President) must, as soon as practicable, cause to be given to the member a written notice –

- (a) setting out the resolution of the Student Council and the grounds on which it is based;
- (b) stating that the member, or their representative, may address the Student Council at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that they may do one or both of the following:
  - (i) attend that meeting;
  - (ii) give to the Student Council before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the member that, if at that meeting, the Student Council confirms the resolution, they may not later than 48 hours after that meeting, give the General Secretary (Vice President) a notice to the effect that they wish to appeal to MONSU Caulfield by taking the matter to mediation.

8.5 At a meeting of the Student Council to confirm or revoke a resolution passed under C8.1, the Student Council must:

- (a) give the member, or their representative, an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or revoke the resolution.
- 8.6 If at the meeting of the Student Council, the Student Council confirms the resolution, the member may, not later than 48 hours after that meeting, give the General Secretary written notice that they are dissatisfied with the resolution and wish the Grievance Procedure in Clause 9 to be applied.

## **C9. Grievance Procedure**

- 9.1 The grievance procedure set out in this clause applies to disputes under this constitution, regulations or any other determination of the Student Council whether or not by resolution.
- 9.2 This procedure applies to disputes between:
- (a) a member and another member; or
  - (b) a member and MONSU Caulfield.
- 9.3 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 under rule 8.
- 9.4 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.5 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.6 The mediator –
- (a) must not have a personal interest in the matter;
  - (b) must not be biased in favour of or against any party; and
  - (c) if possible, must be appointed with the agreement of all parties.
- 9.7 The mediator cannot be a member who is a party to the dispute.
- 9.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.9 The mediator, in conducting the mediation, must –

- (a) give the parties to the mediation every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.10 The mediator must not determine the dispute.

9.11 If the mediation does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the *Associations Incorporation Reform Act 2012 (Vic)* or otherwise at law.

## **PART 4 - REFERENDUMS**

### **C10. Questions**

10.1 Any question that is within the purpose and powers of MONSU Caulfield may be put to a referendum (except special resolutions).

10.2 Without limiting C10.1, elected officers and members of MONSU Caulfield bodies may be removed by referendum, in accordance with C37.1(b).

### **C11. Binding Decisions**

11.1 A question put to referendum only has effect as a binding decision if:

- (a) at least 500 members vote in the referendum; and
- (b) a majority of those members who vote, vote in favour.

11.2 All elected officers and members of MONSU Caulfield bodies must give effect to a binding decision made by referendum.

11.3 Binding decisions remain in force until changed by a subsequent binding decision.

### **C12. Convening**

12.1 Student Council may by resolution passed by an absolute majority convene a referendum.

12.2 Student Council must convene a referendum on the request in writing of at least 500 members.

12.3 The request:

- (a) must state the question or questions to be put to referendum;
- (b) may consist of multiple copies of the same document;



- (c) must be signed by the members making the request; and
- (d) must be given to the General Secretary or any other member of the Executive.

12.4 If a referendum is requested in accordance with C12.2 and C12.3:

- (a) Student Council must convene the referendum within 15 academic days of the request having been received;
- (b) Student Council may by resolution passed by an absolute majority reword, for the purpose of clarification only, the question or questions to be put; and
- (c) the referendum must commence within 15 academic days of being convened.

### **C13. Notice**

13.1 At least 5 academic days' notice of referendums must be given.

13.2 The notice must state:

- (a) the question or questions to be put;
- (b) the dates, times and electronic process of polling for the referendum; and
- (c) the dates, times and places (electronic) of the discussion forums to be held in accordance with C15.

13.3 Student Council must by regulation provide for notice to be given to members electronically or by the most feasible means.

### **C14. Voting**

14.1 Voting in referendums must be by secret ballot and held electronically.

14.2 Voting must be held –

- (a) on at least 3 consecutive academic days;
- (b) over no more than 2 weeks; and
- (c) for at least 5 hours each day.

### **C15. Discussion Forums**

15.1 A discussion forum must be held between noon and 2.00 p.m. on the first day of the referendum.

15.2 Student Council must appoint a member of MONSU Caulfield to chair each discussion forum.

- 15.3 At the discussion forum the chair must ensure that as far as possible there is a reasonable opportunity for the "Yes" and the "No" case for each question to be presented.
- 15.4 No straw poll or other vote may be taken at a discussion forum.

## **PART 5 - GENERAL MEETINGS**

### **C16. Annual General Meeting**

- 16.1 Student Council must convene an annual general meeting each year to be held in March, April or May.
- 16.2 The ordinary business of the annual general meeting is:
- (a) to verify the minutes of:
    - (i) the last annual general meeting; and
    - (ii) any special general meetings since the last annual general meeting;
  - (b) to consider the annual report of Student Council on the activities of MONSU Caulfield during its last financial year; and
  - (c) to consider the financial statements and the audit report.
- 16.3 The only other business that the annual general meeting may consider is a special resolution of which notice has been given in accordance with C18.2(b).

### **C17. Special General Meetings**

- 17.1 Student Council may, by resolution passed by an absolute majority, convene a special general meeting.
- 17.2 The Student Council must determine the business that is to be considered at a special general meeting.
- 17.3 The only business that special general meetings may consider are special resolutions of which notice has been given in accordance with C18.2(b).

### **C18. Notice of General Meetings**

- 18.1 At least 21 days' notice of general meetings must be given. Such notice may be given electronically or by social media platforms.
- 18.2 In addition to C40.3, the notice must state:
- (a) the agenda for the meeting; and
  - (b) if a special resolution is to be proposed:

- (i) the exact wording of the proposed resolution; and
- (ii) that it is intended that the resolution proposed is a special resolution.

18.3 All members must be given 21 days' notice of the special resolution identified in C18.2(b) by the most feasible means.

### **C19. Procedure of General Meetings**

19.1 The quorum for general meetings is 20 members.

19.2 The President is entitled to chair general meetings. If the President is not present, or does not wish to chair, the members present must elect another member of MONSU Caulfield to chair.

19.3 All members of MONSU Caulfield are entitled to attend general meetings and to vote on resolutions that have been appropriately notified.

19.4 Any special resolution proposed may only be passed by a vote in favour by 75% of members present and entitled to vote.

19.5 A member is not entitled to appoint a proxy.

19.6 At any general meeting at which a special resolution is proposed, a declaration by the chair that the resolution has been passed is conclusive proof of the fact.

19.7 Subject to C19.9, the chair may declare that the resolution has been passed on the show of hands or on the voices of those present.

19.8 If any member present at the meeting demands that the vote of each member entitled to vote at the meeting be counted, the chair may not make a declaration under C19.7 unless those votes are counted.

## **PART 6 - STUDENT COUNCIL**

### **C20. Composition of Student Council**

20.1 The MONSU Student Council consists of 18 members and is formed in accordance with C21 and C22.

20.2 The following officers and representatives must be directly elected to the Student Council by and from the members –

- (a) President - Chair and Spokesperson;
- (b) Vice President - General Secretary;
- (c) Overseas Student Service Officer;

- (d) Activities Officers – Two (2);
- (e) Marketing Officer;
- (f) Education Officer;
- (g) Welfare Officer;
- (h) Queer Officers – Two (2);
- (i) Clubs Officer;
- (j) Women's Officer (a female student);
- (k) Person of Colour Officer; and
- (l) Three (3) General Representatives.

20.3 The elected officers in C20.2 must, subject to C20.4, appoint the following positions to the Student Council:

- (a) First year domestic student representative (a student being less than 25 years of age, and in their first year of study at Monash at the time of election); and
- (b) First year international student representative (an international student being less than 25 years of age, and in their first year of study at Monash at the time of election).

20.4 The positions in C20.3 must be filled by no later than March each year subject to the following:

- (a) The Student Council must provide notice to all members calling for nominations for the positions;
- (b) Nominations must remain open for a period no shorter than five academic days, inclusive of the day in which the notice is given; and
- (c) The Student Council must make appointments to the two positions in C20.3 from amongst the members that nominated.

20.5 Except for the requirement that the members must have nominated for the position under C20.4, the Student Council may otherwise determine its own process for appointing members to the positions in C20.3.

## **C21. Status, Responsibility and Powers**

21.1 The MONSU Student Council is the governing body of MONSU Caulfield.

21.2 Student Council is responsible for the management of MONSU Caulfield.

- 21.3 Student Council may exercise all powers of MONSU Caulfield on its behalf.
- 21.4 A referendum may direct Student Council on any matter within its responsibility and powers, as provided by C11.2.
- 21.5 Student Council must prescribe the responsibilities of each officer.
- 21.6 The Vice President shall act as the General Secretary for all sub committees of the Student Council and is the secretary for the purpose of the *Associations Incorporation Reform Act 2012* (Vic).
- 21.7 MONSU Caulfield may pay an honorarium to the person that holds a position referred to in C20.2 and C20.3, including where that position has been filled under C37.
- 21.8 Student Council may, by resolution passed by an absolute majority:
- (a) grant a leave of absence to any officer for a period of not more than 3 months; and
  - (b) elect a member of MONSU Caulfield to hold the position for that period; and
  - (c) if the member holds a position referred to in C20.2 or C20.3, pay the member an honorarium.

## **C22. Frequency of Meetings**

- 22.1 Student Council must meet at least once a month.

## **C23. Disclosure of Interests**

- 23.1 In addition to C46, members of Student Council who have any direct or indirect financial interest in a contract or proposed contract with MONSU Caulfield must disclose the nature and extent of their interest:
- (a) to Student Council as soon as they become aware of the interest; and
  - (b) in a statement submitted at the next annual general meeting under C16.2(c).
- 23.2 C23.1 does not apply to financial interests that:
- (a) the member of Student Council has in common with all or a substantial proportion of the members of MONSU Caulfield; or
  - (b) exist only because the member of Student Council is:
    - (i) a student; or
    - (ii) an employee of MONSU Caulfield.

## **C24. Election Regulations**

- 24.1 Student Council may, subject to C26.1 and C33.1, make regulations to give effect to this constitution if the resolution is passed by an absolute majority.
- 24.2 At least 7 days' notice in writing of the proposed making of regulations must be given to each member of Student Council.
- 24.3 The notice must state the proposed regulations or change to the regulations.
- 24.4 Members must at all times comply with the regulations as if they formed part of this constitution.

## **C25. Establishment of Committees**

- 25.1 Student Council may, by resolution, establish committees, including portfolio and faculty committees.
- 25.2 Student Council may, by resolution, establish other standing and ad hoc committees as it thinks appropriate.
- 25.3 Other MONSU Caulfield bodies may, by resolution, establish committees as they think appropriate.
- 25.4 Resolutions under C25.1–25.3 must specify:
  - (a) the terms of reference of the committee;
  - (b) any powers delegated to the committee;
  - (c) the membership of the committee; and
  - (d) who the chair of the committee is to be, or how the chair and members are to be elected or appointed.
- 25.5 In accordance with C25.1 and subject to C25.4, upon foundation, the Student Council may establish an Education Committee comprising:
  - (a) Education Officer - Chair;
  - (b) a student elected to represent the students enrolled in each Faculty that conducts courses on the Caulfield Campus of Monash University; and
  - (c) General Representative (Mature Age) (a student aged 25 years or older at the time of election).
- 25.6 In accordance with C25.1 and subject to C25.4, upon foundation, the Student Council may establish an Overseas Student Service Committee comprising:
  - (a) Overseas Student Service Officer - Chair; and

- (b) seven (7) General Committee members (with portfolios as determined by the Committee).

25.7 In accordance with C25.1 and subject to C25.4 upon foundation the Student Council will establish an Activities committee comprising:

- (a) Activities Officer;
- (b) 5 General Representatives;
- (c) OSS delegate (non-voting); and
- (d) Clubs Officer (non-voting).

25.8 The Clubs Officer may call meetings of the Presidents of all affiliated clubs with MONSU Caulfield to make recommendations to the Student Council for consideration.

25.9 Committees of Student Council may co-opt as many general committee members as it deems appropriate. Any co-opted general committee members, except those filling casual vacancies, shall not have voting rights or count towards quorum.

## **C26. Delegation**

26.1 The Student Council may, by resolution, delegate any powers as they think appropriate except:

- (a) any power that requires the Student Council or the members of MONSU Caulfield to pass a special resolution;
- (b) any power that requires the Student Council or members of MONSU Caulfield to pass a resolution by an absolute majority; and
- (c) any power contained in Part 9 of this Constitution, including:
  - (i) any resolution passed under Part 9; and
  - (ii) any regulations made under Part 9.

## **C27. Duties and Conduct**

27.1 Officers of MONSU Caulfield and members of MONSU Caulfield bodies must exercise their powers and discharge their duties:

- (a) in good faith in the best interests of MONSU Caulfield;
- (b) with the degree of care and diligence that a reasonable person in the same position would exercise; and
- (c) for a proper purpose.

27.2 Officers of MONSU Caulfield and members of MONSU Caulfield bodies must not use any information obtained through their position as an officer of MONSU Caulfield, or as a member of a MONSU Caulfield Committee to:

- (a) gain an advantage for themselves or someone else; or
- (b) cause detriment to MONSU Caulfield.

27.3 C27.2 applies to former officers of MONSU Caulfield and members of MONSU Caulfield bodies.

## **C28. Indemnity**

28.1 MONSU Caulfield indemnifies each of its officers against any liability incurred in good faith by the officer in the course of performing their duties as an office holder.

## **C29. Validity of Acts and Decisions**

29.1 A defect or irregularity in, or in connection with, the election or appointment of an officer will not of itself invalidate the acts and decisions of that officer.

29.2 The acts and decisions of MONSU Caulfield bodies are not invalid by reason only that there was a vacancy in the membership of the body or that it is subsequently discovered that there was:

- (a) a defect or irregularity in, or in connection with, the election or appointment of a member; or
- (b) a defect or irregularity in, or in connection with, the election of the chair of a meeting.

29.3 The acts and decisions of MONSU Caulfield bodies are not invalid by reason only that there were defects or irregularities in, or in connection with, the election or appointment of the People of Colour Officer between the declaration of their election by the Returning Officer and the registration of this Constitution under the *Associations Incorporation Reform Act 2012* (Vic).

## **PART 7 - THE EXECUTIVE**

### **C30. Composition and powers of the Executive**

30.1 The Executive is a committee of Student Council, exercising delegated power from the Student Council under C26.1.

30.2 Between meetings of the Student Council, the Executive will have oversight of decisions made, and powers exercised, by the General Manager of MONSU.

30.3 The members of the Executive are:



- (a) President – Chair;
- (b) Vice President – General Secretary;
- (c) Welfare Officer;
- (d) Education Officer; and
- (e) One (1) Activities Officer.

30.2 The position of Activities Officer on the Executive is to be determined by resolution of Student Council.

30.3 The Executive must meet at least once each fortnight from mid-March to mid-October.

### **C31. Summer Executive**

31.1 The powers of the Student Council shall be exercised by a special committee known as the Summer Executive during the period from 1 November to the second Friday of February in the following year.

31.2 The Summer Executive shall consist of no more than seven (7) members including:

- (a) the outgoing President;
- (b) the outgoing Vice President;
- (c) the incoming President; and
- (d) not less than four (4) members of the incoming Student Council other than the incoming president, to be nominated by the outgoing Student Council.

31.3 Where a member identified in C31.2 is unable to sit on the Summer Executive, the outgoing Student Council must, prior to the commencement of the Summer Executive, pass a resolution identifying the members who shall sit on the Summer Executive.

31.4 The outgoing Vice President is the secretary for the purpose of the *Associations Incorporation Reform Act 2012* (Vic) during the period of the Summer Executive.

### **C32. General Manager of MONSU**

32.1 The General Manager of MONSU Caulfield shall be responsible to the Executive.

32.2 The General Manager of MONSU Caulfield is responsible, on behalf of the Executive, for managing MONSU operations including the employment and management of staff of MONSU Caulfield.

## **PART 8 - ELECTIONS**

### **C33. Conduct**

- 33.1 Student Council must make regulations for the conduct of elections. No changes to the regulations can be made from the notice of election and until the election is declared.
- 33.2 All elections must be conducted by secret ballot.
- 33.3 All elections must be conducted in accordance with the election regulation.
- 33.4 The Student Council, officers, and members of MONSU Caulfield bodies directly elected by members must be elected at the annual elections.
- 33.5 Voting in the annual elections must be held:
- (a) on at least 3 consecutive academic days;
  - (b) over no more than 2 weeks; and
  - (c) for at least 5 hours each day.
- 33.6 The regulations under C33.1 must in the case of the annual elections provide for:
- (a) notice to be given to all students electronically;
    - (i) the calling for nominations;
    - (ii) polling; and
    - (iii) by advertisement by the most feasible means; and
  - (b) electronic voting by all students including the circulation of candidates' policy statements.

#### **C34. Eligibility to Stand and Vote**

- 34.1 All members who have been enrolled and completed one full semester may stand in elections except for the positions of President and Vice President. Members who have been enrolled and completed two full academic semesters may stand for the positions of President and Vice President.
- 34.2 Members who are enrolled in Semester 1 and Semester 2 in the year of office with the intention to complete a full year may stand.
- 34.3 All members may vote in elections.
- 34.4 C34.1, C34.2 and C34.3 do not prevent the constitution or regulations from limiting the eligibility to stand and vote in particular elections to specified categories of students.

#### **C35. Eligibility to Hold Positions**

- 35.1 A member may stand for, but not hold;

- (a) more than one (1) officer position;
- (b) more than (1) position on the same MONSU Caulfield body; or
- (c) Any MONSU Club executive position of President/chair, Vice President/Vice Chair, Treasurer, or Secretary.

### **C36. Term of Office**

- 36.1 The Student Council, officers, and members of MONSU Caulfield bodies elected at the annual elections hold those positions from 1 February to 31 October, subject to C37.
- 36.2 The Student Council, officers, and members of MONSU Caulfield bodies not elected at the annual elections hold office from the time of their election or appointment until their successor is elected or appointed, subject to C37 and the regulations.
- 36.3 The Student Council, officers, and members of MONSU Caulfield filling vacancies hold those positions for the remainder of the term of office of the position filled, subject to C37.

### **C37. Vacancies**

- 37.1 The position held by an officer or member of a MONSU Caulfield body becomes vacant if the officer or member:
  - (a) resigns in writing given to the Secretary (or, in the case of the Secretary, to the President);
  - (b) is removed from office by referendum, or by a special resolution of members;
  - (c) ceases to be a student;
  - (d) becomes a casual, fixed term, full / part time continuing member of staff of MONSU Caulfield or the University;
  - (e) is removed by resolution of Student Council passed by an absolute majority on the ground that the officer or member has been certified by a registered medical practitioner to be incapable of carrying out the responsibilities of the position because of injury or illness; or
  - (f) dies.
- 37.2 A position of a member of a MONSU Caulfield body becomes vacant if the member, without a leave of the relevant body under rule 20.9, fails on 3 consecutive occasions to attend a meeting of the relevant body (other than an urgent meeting called pursuant to C40.2) within 30 minutes of the time of which notice has been given of a meeting of the MONSU Caulfield body, without a reasonable excuse.

- 37.3 C37.2 applies to officers who are members of a MONSU Caulfield body by virtue of their officer position, in which case the position on the MONSU Caulfield body also becomes vacant.
- 37.4 The Student Council may resolve, by absolute majority, to remove an officer appointed under C20.3 from office.
- 37.5 The position of a person appointed to a sub-committee under C25 becomes vacant if the person or MONSU body that made the appointment withdraws it.
- 37.6 If the position of Vice President – General Secretary becomes vacant, the Student Council must appoint a member to fill the vacancy, on a temporary basis, within 14 days after the vacancy arises, and that member will then hold the position until an election can occur under C37.9(a).

#### *Election to fill vacancies*

- 37.7 Where a position referred to in C20.2 becomes vacant, nominations must be called for within five days of the vacancy arising and must remain open for ten days from the date on which nominations are first advertised.
- 37.8 If a position is not filled at an annual election, then the vacancy arises upon the expiry of the Summer Executive.
- 37.9 Vacancies on the Student Council should be filled not later than the first Student Council meeting held more than 20 days after the vacancy arises:
- (a) in the case of a position referred to in C20.2, by election by Student Council;
  - (b) in the case of a position referred to in C20.3, by another appointment being made by resolution.
- 37.10 The Student Council must, by ordinary resolution, determine the procedure for filling a vacancy by election under C37.8(a) if there are more nominations than vacancies to be filled.
- 37.11 If a vacancy arises on a committee established under C25, that committee may fill the vacancy by appointment, unless the Student Council determines otherwise.
- 37.12 MONSU Caulfield bodies may continue to act despite vacancies in their membership.

## **PART 9 - MEETINGS**

### **C38. Applicability**

- 38.1 This Part applies to all meetings of MONSU Caulfield bodies, except as otherwise provided by this constitution, or the regulation or resolution establishing the committee. It does not apply to General Meetings of MONSU Caulfield.

### **C39. Convening**

39.1 Meetings may be convened by:

- (a) the President of MONSU Caulfield;
- (b) one-third or more of the members of the relevant MONSU body at the time; or
- (c) the General Secretary (Vice President).

### **C40. Notice**

40.1 At least 7 days' notice in writing of meetings must be given to each member of the MONSU body, except in cases of urgency.

40.2 In cases of urgency a meeting may be held without the notice required by C40.1, provided that:

- (a) as much notice as practicable is given by whatever means will reach each member of the MONSU body soonest; and
- (b) no resolution may be passed except by an absolute majority.

40.3 The notice must state:

- (a) the date, time and place (or places) of the meeting; and
- (b) if the meeting is to be held at more than one (1) place – the technology that will be used.

40.4 The notice must include the business to be considered.

40.4A A late item of business may be considered by a MONSU body, even if it did not appear in the notice, if:

- (a) at least  $\frac{3}{4}$  of the members of the MONSU body present and able to vote (including proxies) resolve to consider the late item of business; and
- (b) the MONSU body is acting in good faith.

40.5 Notice may be given of more than one (1) meeting at the same time.

40.6 Members of MONSU Caulfield bodies (including officers) must give MONSU Caulfield their address for notices, and any change in that address.

40.7 The address for notices must include an email address.

40.8 Notice may be given to a member of a MONSU Caulfield body by sending it to an email address.

- 40.9 If a notice is sent on a Saturday, Sunday or University holiday, it is taken to have been sent on the next day that is not a Saturday, Sunday or University holiday.
- 40.10 The accidental failure to give notice to a member of the MONSU Caulfield body does not invalidate the meeting.
- 40.11 A notice of the meeting of the Student Council must be published electronically for each meeting of Student Council on the website or social media.
- 40.12 The notice required by C40.11 must be published after the notice sent to the members of Student Council, but before the relevant Student Council meeting.
- 40.13 The accidental failure to give notice in accordance with C40.12 does not invalidate the meeting.

#### **C41. Use of Technology**

- 41.1 Meetings may be held at more than 1 place, provided that the technology that is used enables each member of the body present at all places the meeting is held to clearly and simultaneously communicate with every other such member.
- 42.2 Without limiting C41.1 and C40.2 (a), meetings may be convened and held by telephone or digital platforms.

#### **C42. Quorum**

- 42.1 Quorum is the presence of a majority of the members of the body at the time.
- 42.2 If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

#### **C43. Chairing**

- 43.1 The President will be the chair of all Student Council and Executive meetings, unless the relevant MONSU body resolves to nominate another member of the body to chair the meeting.
- 43.2 If the President or nominated chair is not present, or does not wish to chair, the meeting must elect another member of the body to chair.
- 43.3 The chair of the meeting has a deliberative vote and a casting vote.

#### **C44. Attendance**

- 44.1 Meetings of MONSU Caulfield bodies may only proceed in camera to consider confidential personal, employment, contractual and legal matters.

#### **C45. Voting**

- 45.1 Each voting member of the MONSU Caulfield body has one vote, other than the chair who has both a deliberative and casting vote.
- 45.2 Members may vote by proxy and may only hold 2 proxies.
- 45.3 Voting is by show of hands, subject to C45.5.
- 45.4 If:
- (a) the chair of the meeting is in any doubt as to the result of the initial show of hands;  
or
  - (b) one-third or more of the members of the MONSU Caulfield body present demand a count immediately after the declaration of the result of the initial show of hands;  
the chair must:
  - (c) call for a second show of hands; and
  - (d) conduct a count of the hands, if necessary with the assistance of tellers appointed by the chair.
- 45.5 If the meeting is held using technology that does not easily enable the chair to see members vote, voting must be by the chair conducting;
- (a) if practicable - a roll call of the members present; or
  - (b) otherwise - a poll (including a poll by electronic means).

#### **C46. Material Personal Interests**

- 46.1 A member of a MONSU Caulfield body who has a material personal interest in a matter being considered at a meeting of the body must not:
- (a) be present while the matter is being considered at the meeting; or
  - (b) vote on the matter.
- 46.2 C46.1 does not apply in respect of a material personal interest that:
- (a) exists only because the member belongs to a class of person for whose benefit MONSU Caulfield is established; or
  - (b) the member has in common with all, or a substantial proportion of, the members of MONSU Caulfield.
- 46.3 If there are not enough members to form a quorum to consider a matter because of C46.1:

- (a) one or more members (including those who have a material personal interest in the matter) may call a special general meeting; and
  - (b) the special general meeting may pass a resolution to deal with the matter.
- 46.4 A member of a MONSU Caulfield body who has a material personal interest in a matter being considered at a committee meeting must:
- (a) as soon as the member becomes aware of their interest in the matter, disclose the nature and extent of that interest to the body; and
  - (b) disclose the nature and extent of their interest in the matter at the next general meeting of MONSU Caulfield.
- 46.5 C46.4 does not apply in respect of a material personal interest:
- (a) that exists only because the member;
    - (i) is an employee of MONSU Caulfield; or
    - (ii) belongs to a class of persons for whose benefit MONSU Caulfield is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of MONSU Caulfield.
- 46.6 If a member of a MONSU Caulfield body discloses a material personal interest in a contract or proposed contract, in accordance with this clause, and the member has complied with C46.1, or the member's interest is not required to be disclosed because of C46.5:
- (a) the contract is not liable to be avoided by MONSU Caulfield on any ground arising from the fiduciary relationship between the member and MONSU Caulfield; and
  - (b) the member is not liable to account for profits derived from the contract.
- 46.7 A disclosure of a material personal interest required by C46.4 must give details of:
- (a) the nature and extent of the interest; and
  - (b) the relation of the interest to the activities of MONSU Caulfield.
- 46.8 The details referred to in C46.7 must be recorded in the minutes of the meeting at which the material personal interest is disclosed.

#### **C47. Resolutions without Meeting**

- 47.1 A resolution set out in a document (or documents) signed by at least  $\frac{3}{4}$  of the members of a MONSU Caulfield body stating that they are in favour of the resolution has the same effect as a resolution passed at a meeting of the relevant MONSU Caulfield body,



provided that every member of the MONSU Caulfield body was given an opportunity to sign the document (or documents).

#### **C48. Minutes**

48.1 Student Council must ensure that minutes are taken and kept of all general meetings, meetings of MONSU Caulfield bodies and resolutions without meeting.

### **PART 10 – FINANCIAL AND LEGAL**

#### **C49. Sources of Funds**

49.1 All funds of MONSU Caulfield may be derived from:

- (a) grants from the University;
- (b) fees collected from students by the University, and
- (c) any other sources approved by Student Council.

#### **C50. Financial Year**

50.1 The financial year of MONSU Caulfield is from 1 January to 31 December.

#### **C51. Management of Funds**

51.1 Student Council is responsible for the management of the funds of MONSU Caulfield.

51.2 MONSU Caulfield must maintain adequate and accurate accounting records of its financial transactions.

#### **C52. Cheques**

52.1 All cheques must be signed by at least two (2) of the President, the Secretary or the General Manager.

#### **C53. Audit**

53.1 Student Council must arrange for the accounts for the last financial year to be audited before being submitted to the annual general meeting in accordance with C16.2(c).

#### **C54. Records**

54.1 Student Council must comply with accounting standards and legal requirements to provide for the safe keeping of MONSU records including information relating to Student Council position descriptions, membership records, meeting minutes and financial statements.

- 54.2 Members may inspect and copy all records of MONSU at any reasonable time subject to C54.3.
- 54.3 Members (other than members of the Student Council) may not inspect the records of MONSU Caulfield that relate to confidential personal, employment, contractual and legal matters.
- 54.4 Student Council must ensure that copies of the constitution and regulations are freely available to members on the MONSU website.

#### **C55. Publication of Material**

- 55.1 All persons producing material for MONSU Caulfield publications must ensure that the material is not defamatory.
- 55.2 The General Secretary (Vice President) or nominee is entitled to have access to all material prior to publication and may on legal advice stop publication of the material.
- 55.3 In any action for defamation against MONSU Caulfield, MONSU Caulfield reserves the right to join any officer or other person responsible for the publication or production of the material the subject of the action.

#### **C56. Common Seal**

- 56.1 The Vice President/General Secretary is responsible for the custody of the Common Seal of MONSU Caulfield.
- 56.2 The Common Seal of MONSU Caulfield may only be affixed in accordance with a resolution of the Student Council, and its affixing must be witnessed by two members of the Student Council.

#### **C57. Secretary**

- 57.1 The Vice President/General Secretary, or MONSU Student Council nominated staff member, is responsible for ensuring MONSU complies with requirements of the *Associations Incorporation Reform Act 2012* (Vic) or its successor.

#### **C58. Amendment of Constitution**

- 58.1 This constitution may only be amended by special resolution.

#### **C59. Winding Up**

- 59.1 MONSU Caulfield may be wound up voluntarily by special resolution.
- 59.2 If MONSU Caulfield is wound up voluntarily, or by a court, the remaining assets of MONSU Caulfield must not be distributed to any member.
- 59.3 The remaining assets must be given to a body, trust or fund nominated by Student Council that:

- (a) has a similar purpose to MONSU Caulfield;
- (b) is charitable; and
- (c) prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution.

## **C60. Interpretation**

60.1 In this constitution, unless the contrary intention appears:

- (a) "absolute majority" means a majority of the votes of all members of the body at the time entitled to vote, whether or not those members are present at the meeting, and whether or not they vote;
- (b) "academic day" means a day in first or second semester on which according to the University calendar lectures may be held, and which is not a Saturday, Sunday or University holiday;
- (c) a reference to "C" followed by a number or a number and letters is a reference to the correspondingly numbered provision of this constitution;
- (d) "committee" includes subcommittee;
- (e) "convene" means call and arrange to hold, and includes:
  - (i) in the case of meetings - setting the date, time and place of the meeting; and
  - (ii) in the case of referendums - setting the dates, times and places of polling and discussion forums;
- (f) "member" means a member of MONSU Caulfield under C5;
- (g) "MONSU Caulfield" is an abbreviation of MONSU Caulfield Inc. and has the meaning given in C21;
- (h) "MONSU Caulfield body" means Student Council, the Executive, Summer Executive and committees established under C30, but does not include general meetings;
- (i) "officer" means an officer of MONSU Caulfield under C28;
- (j) "Caulfield campus" means the Caulfield campus of Monash University;
- (k) "member of staff" means a person employed as a permanent, part time, contract or casual staff member of any company or entity providing any student services at any campus of Monash University, and does not include Officers paid an honorarium referred to in C.28;

(l) "regulations" means election regulations of MONSU Caulfield made under C24, and "regulation" has a corresponding meaning;

(m) "special resolution" means a resolution:

- (i) to amend this constitution;
- (ii) to change the name of MONSU Caulfield;
- (iii) to amalgamate MONSU Caulfield with another association;
- (iv) to remove a person from office; or
- (v) to wind up MONSU Caulfield

which may only be passed at a general meeting where

- (vi) at least 21 days' notice of the proposed resolution has been given to members;
- (vii) the notice specifies that it is intended that the resolution be proposed as a special resolution; and
- (viii) at least three-quarters of the members who vote at the meeting, vote in favour;

(n) "student" means:

- (i) a student enrolled in a course leading to an award of the University; or
- (ii) officers paid an honorarium referred to in C28;

(o) "the University" means Monash University, and "University" has a corresponding meaning;

(p) "University holiday" means a day that Monash University has publicly stated is a University holiday.

60.2 Unless the contrary intention appears:

- (a) expressions used in this constitution have the same meaning as in the *Monash University Act 2009* (Vic); and
- (b) this constitution is to be interpreted in accordance with the *Interpretation of Legislation Act 1984* (Vic) as if this constitution were an Act of the State of Victoria.

60.3 The headings form part of this constitution.

60.4 In this constitution, a period of notice expressed in days:

(a) refers to a day commencing at 12:00am and ending at 11:59pm (Victorian time);

(b) does not include the day on which notice is given; but

(c) includes the day on which the meeting is held or referendum commences.

60.5 A notice of a referendum, meeting or election given by advertisement in accordance with the regulations is to be taken to have been given to every member, whether or not the member actually sees the advertisement.

60.6 Student Council is responsible for the interpretation of the constitution and regulations.