



**THE
GRADUATE
UNION
of
The University of
Melbourne Inc.**

REGULATIONS

of

**THE GRADUATE UNION OF
THE UNIVERSITY OF MELBOURNE INCORPORATED**

Incorporating amendments approved by Council on 29 November 2023.



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PART 1 PRELIMINARY

1 Name and establishment of Regulations

- 1.1 As provided in rule 1.1, the name of the incorporated association is “The Graduate Union of The University of Melbourne Incorporated” (in these Regulations called “*the Association*”).
- 1.2 Pursuant to rule 45.3(b) of the Association these Regulations are established by Council for the governance and management of the Association and, if applicable, in accordance with any regulatory authority standards, as determined by Council.

2 Purposes

- 2.1 The purposes set out in rule 2 of the Association apply to these Regulations.

3 Definitions and interpretations

3.1 Definitions

- (a) The definitions set out in rule 4.1 apply in these Regulations.
- (b) In addition to the definitions set out in rule 4.1, in these Regulations:

ACNC means the Australian Charities and Not for profits Commission, the independent national regulator of charities;

ASIC means the Australian Securities and Investments Commission, Australia’s corporate, markets and financial services regulator;

Consent Agenda means agenda items marked with an asterisk and constituting a consent agenda which on a motion for the adoption of the consent agenda shall all be passed without discussion except when it is resolved that any of these items be removed from the consent agenda and be dealt with as part of the business of the meeting for discussion and resolution thereafter;

Election Material means any information however conveyed which has or is perceived to have the probable purpose of being relevant to the election.



Election Period means the period from the notice provided to all Members Entitled to Vote not less than twenty-eight days before the annual General Meeting to the closure of the ballot for election to Council.

Governance Meeting means a meeting for the purposes of governing and includes a meeting of Council or a subcommittee, working party or other committee or sub-group of a committee established by Council;

Risk identification means the process of finding, recognising, and describing the risks that could affect the achievement of the Association's objectives, and includes the identification of possible causes and potential consequences;

Risk treatment means the process of selecting and implementing measures to modify risk; and

Rules means the Rules of the Association established under section 46 of the Act and taken to constitute the terms of a contract between the Association and its Members.

3.2 Interpretations

- (a) The interpretations set out in rule 4.2 apply in these Regulations.
- (b) Unless the contrary intention appears in these Regulations, an expression in a regulation of these Regulations has the same meaning as in a provision of the Rules that deals with the same matter as the regulation.
- (c) No provision of these Regulations is to be deemed to be inconsistent with the Rules merely because it deals with the same or a related subject more exhaustively than the Rules.

4 Revisions and amendments

4.1 Each of the Regulations is subject to review:

- (a) in response to changes in the Purposes, Rules and major activities of the Association;
- (b) by the Governance and Nominations subcommittee, as provided in regulation 33.2; and
- (c) otherwise as required.

4.2 The reviewing body shall provide a report and recommendations to Council on the review in regulation 4.1.

4.3 These Regulations is by may be amended only by a resolution of Council.

4.4 Each regulation is in force until rescinded by Council resolution.

PART 2 COUNCIL GOVERNANCE STANDARDS

5 Application of PART 2

5.1 This PART applies to the conduct of Council.



6 Standards required of Council

6.1 Council shall adhere to governance standards relating to:

- (a) purposes and not-for-profit nature of the Association;
- (b) accountability to Members;
- (c) compliance with Australian laws;
- (d) suitability of Officers;
- (e) duties of Officers; and
- (f) governance values, ethics and behaviours of the Association.

7 Governance standard (a): Purposes and not-for-profit nature of the Association

7.1 Council shall:

- (a) work towards the charitable Purposes of the Association as provided in rule 2;
- (b) manage, administer and govern the Association as a not-for-profit as provided in rule 6;
- (c) act in the best interests of the Association and for a proper purpose; and
- (d) work towards instilling confidence in the public that the Association is working towards its charitable Purposes.

8 Governance standard (b): Accountability to Members

8.1 Council shall:

- (a) ensure it is accountable to Members;
- (b) provide Members adequate opportunities to raise concerns about how the Association is run;
- (c) cause General Meetings of Members to be convened as provided in PART 4 of the Rules;
- (d) cause information to be made available to Members on the Association's activities and finances as provided in rules 33.4(b), 76 and 80; and
- (e) establish clear processes for appointing Officers of the Association as provided in rule 45.3.

9 Governance standard (c): Compliance with Australian laws

9.1 Council shall:

- (a) act lawfully to help protect the work, assets, reputation and the people of the Association; and
- (b) not act on behalf of the Association in a way that, under Commonwealth, state or territory law, could be dealt with as:
 - i an indictable offence, or
 - ii a breach of law that has a civil (not criminal) penalty.

10 Governance standard (d): Suitability of Officers



- 10.1 Council shall cause reasonable steps to be taken to be satisfied that each of its Officers is not disqualified from:
- (a) managing a corporation under the *Corporations Act 2001* (Cth); and
 - (b) being a responsible person by the ACNC or by any other statutory authority.
- 10.2 Before appointing a person as an Officer, Council shall cause:
- (a) searches of the ASIC Disqualified Persons Register;
 - (b) searches of the Register of Disqualified Persons held by ACNC or any other statutory authority;
 - (c) further checks, including criminal history and police checks, to be undertaken in order to be satisfied that the Officer is suitable to work towards the Purposes;
 - (d) the person to sign a declaration relating to disqualifying offences; and
 - (e) the person to sign a declaration form agreeing to notify the Association immediately if the person becomes disqualified from being a responsible person.
- 10.3 For each existing Officer, Council shall cause to be taken the steps outlined in regulation 10.2.
- 10.4 Council must:
- (a) not appoint a person as an Officer of the Association, if Council is of the view that this person does not meet the provisions of regulation 10.1; and
 - (b) take steps to remove a person as an Officer of the Association, if Council is of the view that this Officer does not meet the provisions of regulation 10.1.

11 Governance standard (e): Duties of Officers

- 11.1 Council shall cause reasonable steps to be taken to require Officers:
- (a) to act with reasonable care and diligence;
 - (b) to act honestly in the best interests of the Association and for its charitable and incidental purposes;
 - (c) not to misuse their position as an Officer;
 - (d) not to misuse information they gain in their role as an Officer;
 - (e) to disclose conflicts of interest, and act appropriately in relation to material personal interests;
 - (f) to ensure that the financial affairs of the Association are managed responsibly; and
 - (g) not to allow the Association to operate while it is insolvent.
- 11.2 Council shall cause the duties in regulation 11.1 to be:
- (a) brought to the attention of each Officer of the Association;
 - (b) provided in the letters of appointment of each Officer of the Association;
 - (c) exercised through:
 - i encouraging Officers to attend, prepare for and participate at Council and General Meetings;



- ii having processes in place to manage conflicts of interest, including provision for an Officer not to vote on matters where the Officer has a conflict of interest;
- iii taking reasonable action when an Officer is perceived as not carrying out the duties in regulation 11.1;
- iv making available to each Officer appropriate training and educational resources on their duties and responsibilities; and
- v requiring each Officer to sign a copy of this governance standard on election or appointment to Council.

12 Governance standard (f): Governance values, ethics and behaviours of the Association

12.1 Council shall adhere to:

- (a) the values of the Association:
 - i responsibility, accountability and stewardship;
 - ii contribution and performance;
 - iii professionalism, integrity, transparency and ethics;
 - iv welcome, encouragement, support and inclusion;
 - v respect for differences and integration with diversity; and
 - vi focus on strengths and integration of Graduates.
- (b) the values of Members:
 - i collegiality;
 - ii universal friendship;
 - iii life-long learning;
 - iv social conscience and responsibility;
 - v intellectual challenge and contribution; and
 - vi intercultural and interdisciplinary experiences.
- (c) the ethics of the Association which, in addition to the duties in regulation 11.1, include:
 - i understanding the difference between what each Officer has the right to do and what is right to do; and
 - ii using the values of the Association and of Members to guide the Officer's actions towards the Purposes of the Association.
- (d) the communications protocol of the Association which requires that:
 - i enquiries and contributions are directed primarily through the Chairperson of Council;
 - ii the Chairperson of Council, the CEO/Head of College, and/or when applicable the General Manager may communicate with other Council members for substantive matters that are not able to be addressed by the Chairperson of Council, the CEO/Head of College, or when applicable the General Manager;



- iii official communication with other Council and subcommittee Members relates to significant Council business, and is not invasive, undermining, insensitive or irrelevant; and
- iv communication with Members of the Association consistently represents the resolutions and decisions of Council and involves neither the seeking of support for minority positions after the event, nor undermines or detracts from the purposes and activities of the Association.

13 Adherence to governance standards and behaviours

- 13.1 Council must cause reasonable steps to be taken to require Officers to:
 - (a) adhere to the governance standards outlined in this regulation; and
 - (b) demonstrate behaviours befitting of the Association.
 - 13.2 When an Officer is not adhering to the governance standards or perceived not to be demonstrating behaviours befitting of the Association, Council must cause reasonable steps to be taken to require that the Officer is:
 - (a) informed of the particulars of the non-adherence in a timely and appropriate manner;
 - (b) given opportunity to provide comments and suggested approaches to Council for the management of non-adherence; and
 - (c) complying with the governance standards and behaving in a manner that is befitting of the Association.
 - 13.3 A repeated breach or breaches of the governance standards which can be established beyond reasonable doubt will be regarded seriously and may result in disciplinary action under the Rules.
 - 13.4 The suspension procedures provided in rules 53.8 to 53.12 may be activated if the conduct or position of any Council Member is prejudicial to the interests of the Association.
 - 13.5 Council Members are required to peruse and sign a copy of these governance standards on election or appointment to Council.
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PART 3 SUBCOMMITTEES

14 Application of PART 3

- 14.1 This PART applies to subcommittees established by Council pursuant to rule 45.3.
- 14.2 The delegation of powers and functions of Council to subcommittees is provided in rule 46.

Division 1 General provisions for subcommittees

15 Accountability and performance of subcommittees

- 15.1 Council shall establish each subcommittee with terms of reference (Note: see



regulations 30 to 35).

- 15.2 Council shall undertake periodic reviews of the terms of reference for each subcommittee.
- 15.3 A subcommittee shall exercise its powers in accordance with any directions of Council and a power so exercised is taken to have been exercised by Council.
- 15.4 Each subcommittee shall monitor the mitigation and management of risk that applies to its terms of reference, including the adequacy of internal systems of risk identification and risk treatment as set out in PART 3, Division 2 of the Regulations.
- 15.5 Each subcommittee shall undertake periodic reviews of the performance of the subcommittee against its terms of reference.
- 15.6 Each subcommittee shall provide a report at each Council Meeting which includes:
 - (a) minutes of the most recent meeting(s) of the subcommittee;
 - (b) progress on key business arising from the meeting(s) of the subcommittee; and
 - (c) Motions for resolution by Council, together with documentation to inform decision making.
- 15.7 Each subcommittee shall submit a written annual report to Council on the performance of the subcommittee against its terms of reference and on its activities for the year ending 31st December.
- 15.8 If the performance of a subcommittee is not in accordance with the terms of reference, Council shall cause the subcommittee to perform in accordance with the terms of reference or implement other actions to meet the requirements of the delegated authority.

16 Membership of subcommittees

- 16.1 All members of each subcommittee shall be Members of the Association.
- 16.2 Each subcommittee must have at least three Council Members as subcommittee members.
- 16.3 Each Council Member is expected to be a member of one and preferably two subcommittees excluding the Remuneration subcommittee.
- 16.4 With the exception of the Remuneration subcommittee, each subcommittee may have a maximum of five non-resident and four Resident Members who are not Council Members.
- 16.5 Each subcommittee is responsible for sourcing, interviewing and recommending possible appointments of non-Council Members at the first Council Meeting following the annual General Meeting each year, and thereafter throughout the year if positions become vacant.
- 16.6 Non-Council Members who are being considered for appointment to a subcommittee may be invited by the subcommittee to attend and participate in the deliberations of the subcommittee meetings, subject to having signed declarations required in PART 2 of the Regulations.
- 16.7 The Chief Executive Officer (CEO)/Head of College is an ex-officio member of each subcommittee, except the Remuneration subcommittee, and holds no voting rights



within the subcommittees.

- 16.8 If there is no CEO/Head of College appointed, then the General Manager is an ex-officio member of each subcommittee, except the Remuneration subcommittee, and holds no voting rights within the subcommittees.

17 Appointment to subcommittees

- 17.1 Council appoints Members to each subcommittee.
- 17.2 Appointment to subcommittees is annually, at the first Council Meeting after each annual General Meeting.
- 17.3 In anticipation of the first Council Meeting after the annual General Meeting:
- (a) each Council Member shall indicate to the Secretary the subcommittees to which they intend to nominate for appointment; and
 - (b) each subcommittee shall provide to the Secretary Motions recommending appointment of non-Council Members to the subcommittee.

18 Vacation of Office

- 18.1 The office of a subcommittee member immediately becomes vacant if the subcommittee member:
- (a) ceases to be a Member of the Association;
 - (b) fails to attend two consecutive subcommittee meetings (other than subcommittee meetings convened in accordance with regulation 27.1) without leave of absence pursuant to regulation 21, or, for Resident Members, because of university study commitments;
 - (c) is prohibited by the Corporations Act 2001 from holding any office or continuing as a director or is disqualified from holding any office by any statutory authority;
 - (d) dies or is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of Council incapable of performing his or her duties;
 - (e) resigns by notice in writing to the Association;
 - (f) chooses not to re-nominate for the position of a subcommittee member in accordance with regulations 17.2 and 17.3; or
 - (g) is removed by a resolution of the Association.

19 Tenure of subcommittee members

- 19.1 A subcommittee member who is not a Council member may hold office for:
- (a) a maximum term of up to three consecutive years; and
 - (b) with Council approval, hold office for another term of up to three consecutive years.
- 19.2 A subcommittee member who is not a Council member may be a member of up to two subcommittees and may be the vice-chairperson of one subcommittee.



- 19.3 Subcommittee members filling vacancies and otherwise appointed by Council shall have all rights as subcommittee members.

20 Filling vacated or other positions on subcommittees

- 20.1 Subject to regulation 16, Council may appoint an eligible Member of the Association as a member of a subcommittee to fill a position that has become vacant or as an addition to the existing subcommittee members.
- 20.2 A subcommittee may continue to act despite any vacancy in its membership.

21 Leave of Absence

- 21.1 Council may grant a subcommittee member leave of absence from subcommittee meetings for a period not exceeding three months for each grant.
- 21.2 Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the subcommittee member to seek leave of absence in advance.

22 Chairpersons and vice-chairpersons of subcommittees

- 22.1 The chairperson and vice-chairperson of the Remuneration subcommittee are the Chairperson and Vice-Chairperson of Council.
- 22.2 The Council appoints, or delegates to each subcommittee the authority to appoint, a chairperson and not more than two vice-chairpersons after each annual General Meeting.
- 22.3 The chairperson of each subcommittee shall be a Council Member.
- 22.4 One vice-chairperson of each subcommittee preferably should be a Council Member but if no Council Member is prepared to be a vice-chairperson, both vice-chairpersons may be non-Council Members.
- 22.5 One of the vice-chairpersons will be the chairperson of a subcommittee meeting if the chairperson of the subcommittee is unable to so act.
- 22.6 Unless they are not continuing Council Members, the chairperson and vice-chairpersons of the subcommittees before each annual General Meeting are the chairperson and vice-chairpersons of the subcommittee until the first meeting of Council after the annual General Meeting.
- 22.7 In the event that the chairperson or Council Member vice-chairperson of the subcommittee are not re-elected or re-appointed to Council, a Council Member may be temporarily appointed as chairperson or vice-chairperson until the first meeting of the Council after the annual General Meeting or to the first meeting of the subcommittee following this Council Meeting and regulation 22.2 applies with necessary adaptations.
- 22.8 The chairperson and vice-chairperson(s) of each subcommittee shall be appointed for a term of one year from the time of their appointment or subsequently to fill a casual vacancy until they or their successor are reappointed or appointed at the first Council meeting following the subsequent annual General Meeting, or the time the chairperson or vice-chairperson(s) of the subcommittee ceases being chairperson or vice-chairperson(s) of the subcommittee or a Member of the Association, whichever occurs first.



- 22.9 The chairperson and vice-chairperson(s) of a subcommittee may be re-appointed for a subsequent term but shall not hold the same office for more than three consecutive terms, not including part of a term filled as a casual vacancy.
- 22.10 The chairperson and vice-chairperson(s) of a subcommittee take office at the time they are appointed by Council.
- 22.11 The chairperson and vice-chairperson(s) of a subcommittee may be members of other subcommittees and may hold the position of chairperson (subject to regulation 22.3) and/or vice-chairperson on no more than two subcommittees, except for the Remuneration subcommittee.

23 Roles and responsibilities

- 23.1 The general role of a subcommittee includes to:
 - (a) support and be accountable to Council; and
 - (b) provide reports and recommendations to Council within the terms of reference for the subcommittee.
- 23.2 The specific responsibilities of a subcommittee are to:
 - (a) monitor compliance with regulations for the governance and management of the Association and with any regulatory authority standards, as determined by Council;
 - (b) provide to Council information to support governance and decision making about matters relating to the Association;
 - (c) oversee the development and submission of reports required by regulatory authorities or requested by Council;
 - (d) contribute to the development and review of the Regulations and policies of the Association;
 - (e) monitor the mitigation and management of risk to the Association;
 - (f) consider and advise on reports and recommendations from Council and management; and
 - (g) subject to approval by Council, establish working groups which have written terms of reference.

24 Meetings of subcommittees

- 24.1 Meetings of subcommittees will be held in accordance with PART 6 of the Regulations.
- 24.2 A subcommittee shall meet on at least three occasions each year and may meet on further occasions as required.

25 Quorum for subcommittee meetings

- 25.1 A quorum for subcommittee meetings shall be a majority of subcommittee members, providing there are at least two Council Members present.
- 25.2 If the number of subcommittee members is not sufficient to constitute a quorum at a subcommittee meeting, the subcommittee may either close the meeting or continue the meeting to act only to:
 - (a) discuss informally items on the agenda;



- (b) cause for notes, rather than minutes, to be taken at the meeting; and
- (c) agree to make recommendations to Council, provided that these are acknowledged formally as deliberations made at a meeting which did not have a quorum.

26 Resolutions of subcommittees

- 26.1 Each subcommittee member has one vote for determining resolutions of the subcommittee.
- 26.2 The chairperson of a subcommittee meeting has a casting vote in addition to their vote as a subcommittee member.
- 26.3 The subcommittee may pass a resolution without convening a subcommittee meeting as provided in rule 70 with all necessary adaptations.

27 Non-scheduled meetings of subcommittees

- 27.1 The chairperson of the subcommittee may request the Chairperson of Council to require the Secretary to call a special non-scheduled meeting of that subcommittee.
- 27.2 The only business to be conducted by a subcommittee meeting convened in accordance with regulation 27.1 is the business for which the subcommittee meeting is convened.

28 Minutes of subcommittee meetings

- 28.1 The chairperson of the subcommittee must cause minutes to be made of:
 - (a) the names of the subcommittee members present at all subcommittee meetings;
 - (b) resolutions made by the subcommittee;
 - (c) all appointments to the subcommittee; and
 - (d) disclosures of conflicts of interests made by subcommittee members.
- 28.2 Draft minutes shall be prepared and sent to the chairperson of the subcommittee within five business days of a meeting of the subcommittee.
- 28.3 The chairperson of the subcommittee shall ensure return of the draft minutes with amendments to the Secretary within five business days.
- 28.4 The draft minutes shall be circulated to the subcommittee and included with the papers for the next meeting of Council and may be supplemented with an oral report by the chairperson of the subcommittee.
- 28.5 Business arising from the subcommittee meeting shall be included with the papers for the next scheduled meeting of the Council and may be supplemented with an oral report by the chairperson of the subcommittee.

Division 2 Terms of reference for subcommittees

29 Subcommittees of Council

- 29.1 The subcommittees established with terms of reference by Council, as provided in rule 45.3(a) and in regulation 14.1, are as follows:
 - (a) Buildings and Facilities subcommittee;
 - (b) Finance and Audit subcommittee;
 - (c) Governance and Nominations subcommittee;



- (d) Fundraising and Benefactions subcommittee;
- (e) Membership and Marketing subcommittee; and
- (f) Remuneration subcommittee.

30 Buildings and Facilities subcommittee

30.1 Qualifications for appointment

Appointments shall, where possible, be based on acknowledged expertise in master planning, architecture or buildings or facilities management.

30.2 Roles and responsibilities

The roles and responsibilities of the Buildings and Facilities subcommittee are to:

- (a) monitor and review policies and practices relating to the development and management of the Association's buildings and facilities;
- (b) when requested by Council, oversee the development of a master plan (physical infrastructure) for any expansion of the Association's buildings and facilities;
- (c) oversee the development of approved projects for upgrading specific buildings, parts of buildings or facilities;
- (d) review the fees, charges and conditions for the use of college residential rooms and facilities and recommend any changes for adoption by Council;
- (e) monitor the implementation of approved capital expenditure;
- (f) monitor and ensure timely maintenance of all buildings and facilities;
- (g) monitor the mitigation and management of risk which applies to the buildings and facilities, including the adequacy of internal systems of risk identification and risk treatment; and
- (h) review the optimal use of buildings and facilities and recommend to Council any changes thought desirable or necessary.

30.3 Delegations

The Buildings and Facilities subcommittee has delegation from Council to approve:

- (a) operational risk management policies that apply to the buildings and facilities;
- (b) changes to residential fees; and
- (c) transactions identified for this subcommittee in the Financial Delegations policy.

31 Finance and Audit subcommittee

31.1 Qualifications for appointment

- (a) Appointments shall, where possible, be based on acknowledged expertise in finance, accounting, auditing or financial risk management.
- (b) The external accountant attends the Finance and Audit subcommittee meetings but is not a member of the subcommittee.
- (c) The external auditor attends the Finance and Audit subcommittee meetings when invited but is not a member of the subcommittee.



31.2 Role and responsibilities

The roles and responsibilities of the Finance and Audit subcommittee are to:

- (a) monitor and review policies and practices relating to the sourcing, management, control and auditing of the Association's finances, and the management of financial risk;
- (b) monitor the continuing longer-term financial viability of the Association;
- (c) advise Council on the protection of the Association's charitable status;
- (d) monitor the management of funds of the Association's trusts;
- (e) monitor the Association's monthly financial reports, identifying any significant variations from budget and in collaboration with relevant subcommittees direct appropriate corrective action;
- (f) monitor the mitigation and management of risk which applies to finance and audit, including the adequacy of internal systems of risk identification and risk treatment;
- (g) establish, review and recommend to Council any changes necessary to the corporate risk framework of the Association;
- (h) review the draft annual budget and recommend the budget to Council for approval;
- (i) advise Council on any matter relating to present or future debt;
- (j) ensure statutory accounts comply with relevant reporting standards;
- (k) liaise with the external auditor throughout the period of the audit and facilitate finalisation of the Audit Report; and
- (l) review the annual external auditor's report and ensure that management responds in a timely way to recommendations made therein.

31.3 Delegations

The Finance and Audit subcommittee has delegation from Council to:

- (a) establish, in collaboration with the external auditor, the annual external audit timetable;
- (b) oversee corrective action if there are significant deviations from budget, following consultation with other relevant subcommittees; and
- (c) approve transactions identified for this subcommittee in the Financial Delegations policy.

32 Fundraising and Benefactions subcommittee

32.1 Qualifications for appointment

Appointments shall, where possible, be based on acknowledged expertise in advancement, fundraising, benefactions, sponsorship, networking and endowments.

32.2 Roles and responsibilities

The roles and responsibilities of the Fundraising and Benefactions subcommittee are to:

- (a) monitor and review policies and practices that relate to advancement activities (donations, fundraising, benefactions, sponsorship, endowments and trust fund



management);

- (b) provide advice to Council on an appropriate gift acceptance and review framework that aligns with the Association's objectives;
- (c) oversee the reporting to Council and donors on the overall management and administration of philanthropic income;
- (d) oversee the management and review of the investment performance of the Association's philanthropic funds;
- (e) monitor the meeting of endowed trust fund obligations and expendable gift expectations for compliance with the expressed wishes of donors;
- (f) oversee the Association's stewardship of donors including, where necessary, responding to individual donors;
- (g) ensure the proper administration and performance of trusts and other funds involving fiduciary obligations, including the proper content and form of the Association's instruments recording trust obligations and related administrative arrangements; and
- (h) monitor the mitigation and management of risk which applies to advancement activities, including the adequacy of internal systems of risk identification and risk treatment.

32.3 Delegations

The Fundraising and Benefactions subcommittee has no delegation from Council.

33 Governance and Nominations subcommittee

33.1 Qualifications for appointment

Appointments shall, where possible, be based on acknowledged expertise in governance, policy development and human resource management.

33.2 Role and responsibilities

The roles and responsibilities of the Governance and Nominations subcommittee are to:

- (a) establish excellence in governance practice;
- (b) formulate and review policies and practices relating to the effectiveness of Council and of Council subcommittees, and Council succession planning;
- (c) oversee Council's compliance with its governance obligations established by external regulatory authorities;
- (d) determine, review and recommend improvements to governance policies;
- (e) review and recommend changes to the structure and functioning of Council and of Council subcommittees for effective governance;
- (f) facilitate the understanding by Council Members of their governance role and responsibilities;
- (g) safeguard the process for annual updating of the strategic plan;
- (h) research and recommend improvements to the proceedings of Council in relation to meetings, resolutions of Council Members, Council Members' interests, minutes



and registers;

- (i) ensure periodic reviews of the terms of reference for each subcommittee;
- (j) ensure periodic reviews of the performance of each subcommittee;
- (k) ensure Council Members are provided with information about professional development opportunities;
- (l) monitor compliance with PART 2 of the Regulations;
- (m) establish and operate a procedure for identifying and securing suitable future candidates for election, co-option or appointment to Council; and
- (n) monitor the mitigation and management of risk which applies to governance and nominations, including the adequacy of internal systems of risk identification and risk treatment.

33.3 Delegations

The Governance and Nominations subcommittee has no delegation from Council.

34 Membership and Marketing subcommittee

34.1 Qualifications for appointment

Appointments shall, where possible, be based on acknowledged expertise in business development, marketing or communications.

34.2 Role and responsibilities

The general roles and responsibilities of the Membership and Marketing subcommittee are to:

- (a) oversee the recruitment, and growth and maintenance of the Association's membership, and the development and promotion of new or improved programs or services;
- (b) advise Council on the development of new or improved services or programs that strengthen the Association's offerings to Resident Members, non-resident Members and the general public;
- (c) advise Council on marketing and communications strategies to increase Member numbers and Member participation;
- (d) review the fees, charges and conditions for membership and recommend any changes for adoption by Council;
- (e) monitor Member satisfaction with the Association's services and facilities;
- (f) oversee the management of and make recommendations for significant awards to, and recognitions of, Members and staff;
- (g) review and recommend to Council any revision to policies for the conduct of Members;
- (h) review membership applications in accordance with the Association's membership policy; and
- (i) monitor the mitigation and management of risk which applies to membership and marketing, including the adequacy of internal systems of risk identification and risk



treatment.

34.3 Delegations

The Membership and Marketing subcommittee has delegations from Council to approve:

- (a) applications for membership;
- (b) the benefits to be provided to Members in each division of membership;
- (c) sponsorships of the Association; and
- (d) transactions identified for this subcommittee in the Financial Delegations policy.

35 Remuneration subcommittee

35.1 Membership

- (a) The Remuneration subcommittee comprises the Chairperson of Council, the Vice-Chairperson of Council and the chairperson of the Finance and Audit subcommittee.
- (b) The Chairperson of Council is the chairperson of the subcommittee, and the Vice-Chairperson of Council is the vice-chairperson of the subcommittee.
- (c) The external accountant attends the Remuneration subcommittee, may act as secretary to the subcommittee, but is not a member of the subcommittee.

35.2 Role and responsibilities

- (a) The role of the Remuneration subcommittee is to monitor and review policies and practices relating to the performance and remuneration of the CEO/Head of College and/or the General Manager. Where there is no CEO/Head of College appointed, the Remuneration subcommittee will perform this role for the General Manager.
- (b) More particularly and without limiting regulation 35.2(a), and in relation to the position of CEO/Head of College and/or the General Manager, the subcommittee is to:
 - i review and recommend to Council the position description and the appropriate benchmarks for remuneration, and terms and conditions of employment for these positions;
 - ii establish the criteria by which performance of the CEO/Head of College when applicable, the General Manager, is assessed, taking into account the Association's strategic and business plans;
 - iii review annually the performance of the CEO/Head of College and when applicable, the General Manager, in accordance with the performance criteria in regulation 35.2(b)ii; and
 - iv report to Council on the review in regulation 35.2(b)iii and recommend adjustments to the remuneration and terms and conditions of the CEO/Head of College and when applicable, the General Manager, in accordance with the review in regulation 35.2(b)iii.

35.3 Delegations

The Remuneration subcommittee has no delegation from Council.



PART 4 NOMINATION AND ELECTION TO COUNCIL

36 Application of PART 4

- 36.1 This PART applies to nominations and election to Council pursuant to PART 5, Division 3 of the Rules.

37 Returning Officer

- 37.1 The appointment of the Returning Officer pursuant to rule 58 shall, if possible, be not later than the end of any calendar year.
- 37.2 The Returning Officer may appoint one or more assistant Returning Officers and shall provide an appropriate level of training for assistant Returning Officers.
- 37.3 The Returning Officer and assistant Returning Officers may not be Members of the Association and shall not be Council Members, candidates for election or staff employed by the Association.

38 Register of Members entitled to nominate for election

- 38.1 The Register of Members entitled to be candidates for election and to nominate and second an eligible Member shall be financial Members.
- 38.2 The office of the Association will provide to the Returning Officer, before the time of the opening of nominations, the Register of Members kept in accordance with regulation 38.1.

39 Notice of election

- 39.1 The Returning Officer shall call for nominations for election to Council in February each year by a notice which shall be provided to each Member in accordance with the Member's preferred means of receiving communication.
- 39.2 The notice referred to in regulation 39.1 will include advice that an 'Election Kit' containing the following information may be obtained from the Returning Officer:
- (a) the schedule for receipt of nominations and for the Election Period;
 - (b) the nomination form;
 - (c) declarations required to meet the governance standards in PART 1 of the Regulations;
 - (d) the nomination and election regulations in PART 4;
 - (e) guidelines for the preparation of a personal statement by nominees for publication with ballot material; and
 - (f) any other relevant information.

40 Positions to be declared vacant

- 40.1 Positions on Council are to be declared vacant as provided in rule 59.

41 Nominations for election

- 41.1 Nominations for election to Council are as provided in rule 60.



- 41.2 For the avoidance of doubt, a retiring Council Member seeking re-election shall comply with the provisions of rule 60.
- 41.3 The Returning Officer will authenticate nominations as they are received, advise nominees if the nomination is valid, and, where time permits, provide opportunity for each nominee to rectify errors prior to the time of close of nominations.

42 Governance standards to be met before election to Council

- 42.1 Council will provide an annual written delegation of authority for the President to cause steps to be undertaken to ensure that nominees meet the governance standards provided in PART 2 of the Regulations.
- 42.2 Within two business days following the close of nominations, the Returning Officer will forward to the Secretary all declarations required to meet the governance standards provided in PART 2 of the Regulations.
- 42.3 Within two business days, the Secretary will undertake the checks required to meet the governance standards provided in in PART 2 of the Regulations and inform the President of the results of the checks in regulation 42.2.
- 42.4 Within two business days of receiving the results in regulation 42.3 the President will instruct the Secretary to inform the Returning Officer of such results.

43 Holding of election

- 43.1 Within two business days of receiving the results in regulation 42.4, the Returning Officer will determine whether a ballot to fill each vacancy is required, and advise each nominee of the determination and the closing date and time for receipt of personal statements and supporting information.
- 43.2 Where the number of valid nominations exceeds the number of vacancies, a ballot shall be held in accordance with rule 61 and regulation 44.
- 43.3 Where the number of valid nominations does not exceed the number of vacancies, the Returning Officer shall, if required, determine by lot in the presence of at least two witnesses, other than the candidates, the terms of office of the candidates.
- 43.4 The determination in regulation 43.2 shall take place by 5.00PM on the second business day following receipt by the Returning Officer of the results in regulation 42.4.
- 43.5 Within two business days of receiving the information as required in regulation 43.1, the Returning Officer will forward to the:
 - (a) Secretary the personal statements and supporting information; and
 - (b) President the proposed schedule and content for communication of election updates to Council.
- 43.6 Within two business days of receiving the information in regulation 43.5, the President will determine the schedule and content of election updates to Council members, including the selective withholding of information from Council members who are candidates for election to Council, and instruct the Secretary to inform Council accordingly.

44 Voting paper

- 44.1 Where the number of valid nominations exceeds the number of vacancies, the Returning Officer shall determine by lot, in the presence of at least two witnesses, other than the



candidates, the order in which the candidates' names shall appear on the voting paper.

44.2 The ballot is to be conducted in accordance with rule 61.

44.3 The voting paper will include:

- (a) the names of the candidates;
- (b) a direction to Members Entitled to Vote to vote by placing a series of ticks or crosses against the names of their preferred candidates and that they may vote for a number of candidates not greater than the number of vacancies to be filled by the election; and
- (c) the closing date and time of the poll.

44.4 For the avoidance of doubt, a vote for the number of candidates required to fill the number of vacancies or for any lesser number of candidates will be a valid vote.

45 Personal statements

45.1 The candidate information sent with the voting paper will include names of candidates with the personal statements of candidates arranged in the order in which the names appear on the voting paper.

45.2 The Returning Officer shall determine the acceptability of the candidates' personal statements and may, in consultation with the candidate, edit the statements as to length and content not being false, misleading or defamatory, and may seek advice from the President, on the determination of the acceptability of the content of the statements.

45.3 The Secretary shall determine the acceptability of other statements made by the candidate for any other purpose including publication on the Association's website, and in consultation with the Returning Officer and candidate, may edit the statements as to length and content not being false, misleading or defamatory, and may seek advice from the President as to the acceptability of the content of the statements.

46 Method of voting

46.1 A vote on paper shall be completed by:

- (a) completing the voting paper in accordance with the instructions thereon;
- (b) folding the voting paper, inserting it in the smaller envelope marked 'Voting Paper', completing the information required on the rear of the envelope, signing the declaration and sealing the envelope;
- (c) inserting the smaller envelope into the larger envelope which shall bear the address to which the vote is to be posted; and
- (d) posting or delivering the sealed envelope to reach the Returning Officer as directed on the voting paper.

46.2 An electronic vote shall be completed by:

- (a) applying to the Returning Officer for an electronic vote;
- (b) completing the identity checks and declarations as required by the Returning Officer; and
- (c) submitting the electronic vote in the manner provided by the Returning Officer.

46.3 The Returning Officer may provide a securely sealed ballot box to be placed at the



reception area at the office of the Association for Members to place their votes.

47 Scrutineers

- 47.1 Each candidate may appoint a scrutineer who may be present during the opening of envelopes and counting of votes, subject to the following conditions:
- (a) a candidate shall have only one scrutineer;
 - (b) no person who is a staff member employed by the Association may act as a scrutineer;
 - (c) no person who is a candidate may act as a scrutineer;
 - (d) each candidate shall notify the Returning Officer, not less than twenty-four hours before the counting of votes commences, the name of their scrutineer; and
 - (e) if the validity of any voting paper is disputed, the decision of the Returning Officer shall be final.
- 47.2 The Returning Officer shall advise the candidates of the time and place of counting at least three business days before counting is to take place.
- 47.3 It is the responsibility of the candidate to inform the scrutineers of the time and place of counting.

48 Counting of votes

- 48.1 Votes are counted in accordance with rules 61.5 to 61.7.
- 48.2 Any envelopes and electronic votes received after closing time shall be marked as late, unopened, retained separately and destroyed after the candidates are declared elected in accordance with regulation 48.12.
- 48.3 The Returning Officer shall verify that the small envelopes and electronic votes which arrived prior to the closing time of the poll are unopened and are from Members of the Association in accordance with the Register of Members Entitled to Vote at the election.
- 48.4 The Returning Officer may commence the verification referred to in regulation 48.3 prior to the closing time for voting.
- 48.5 Any envelopes or electronic votes received from persons ineligible to vote shall be so marked, unopened, retained separately, and destroyed after the candidates are declared elected in accordance with regulation 48.12.
- 48.6 The counting of voting papers will not commence until the close of the ballot.
- 48.7 Counting of votes shall be conducted no later than two business days following the close of the ballot.
- 48.8 Counting of votes shall proceed in the presence of scrutineers under the sole direction of the Returning Officer, assisted by assistant Returning Officers, as follows:
- (a) for paper votes,
 - i the small envelopes marked 'Voting Paper' and containing the voting papers shall be opened, the voting papers removed and the small envelopes shall be placed face down so that the identity of the voter is not revealed; and
 - ii the voting papers shall be unfolded and counted.



- (b) for electronic votes, each 'Voting Paper' shall be printed out and counted without revealing the identity of the voter.
- 48.9 Should a candidate withdraw nomination during the election, that candidate's votes shall be counted.
- 48.10 If the Returning Officer determines that the candidate who has withdrawn would have been elected, the candidate with the next highest number of votes shall be elected in the place of the withdrawn candidate, and thereafter in accordance with the votes gained by the remaining candidates.
- 48.11 If more than one of the candidates receives equal numbers of votes, the Returning Officer shall determine the successful candidate by lots in the presence of at least two witnesses, other than the candidates.
- 48.12 The Returning Officer shall declare elected the candidate(s) who received the most votes.
- 48.13 The Returning Officer shall compile and sign a report and a declaration setting out the names of the candidates with the number of votes received for each candidate in descending order.
- 48.14 All scrutineers shall be invited to sign the report and declaration in regulation 48.13.
- 48.15 The Returning Officer shall provide a copy of the report and declaration in 48.13 to the President, and advice as to the successful candidates, their terms of office and any other necessary matter.
- 48.16 The Secretary shall advise Council of the successful candidates.
- 48.17 The report and declaration in 48.13 shall be tabled at the annual General Meeting, annexed to the minutes of that meeting, and published in the next issue of a publication sent to Members.

49 Election material

- 49.1 All Election Material:
 - (a) must include a signed statement from the Member who has authorised the Election Material, as well as the authorising Member's full name and residential address – a post office box address is not acceptable;
 - (b) shall not be misleading or deceptive;
 - (c) shall not be false;
 - (d) shall not be defamatory;
 - (e) shall not disclose confidential information of the Association;
 - (f) shall avoid bringing the Association into disrepute; and
 - (g) shall not be intended to expose the Association to legal proceedings or prosecution.
- 49.2 Candidates may request of the CEO/Head of College (or when applicable, the General Manager) or delegated staff member that their Election Material be placed at the reception area of the offices of the Association during the Election Period.
- 49.3 The CEO/Head of College(or when applicable, the General Manager) or delegated staff member may not allow, or may remove, material which compromises the integrity of



Graduate House.

- 49.4 Election Material may not be placed in any other part of the Association's premises and for the avoidance of doubt may not be placed:
- (a) in the dining, recreational and meeting areas;
 - (b) under the doors or in the corridors of residential rooms;
 - (c) in the car park, stairwells and lifts; or
 - (d) on any noticeboards inside or outside.
- 49.5 Election Material may not be placed in the letterboxes for Resident Members.
- 49.6 The staff members of the Association are responsible for sorting the mail and will post addressed envelopes in the relevant letterboxes.
- 49.7 Candidates may not approach staff for electioneering purposes.
- 49.8 Election Material is not to be represented as from the Association, Council or its delegated authorities.
- 49.9 The President may cause Members to be informed of Election Material that is not a representation from the Association, Council or its delegated authorities, or that it does not comply with regulation 49.1.
- 49.10 The President may cause the Association to commence disciplinary action as provided in rule 27 against a Member who misrepresents the Association or who has not adhered to regulation 49.1.

50 Conduct of the election and of Members before and during the Election Period

- 50.1 The conduct of Members before and during the Election Period shall be in accordance with the governance values, ethics and behaviours provided in regulation 12.
- 50.2 Electioneering shall be conducted in a manner that preserves the integrity of the Association's facility as a residential college, for meetings, and so far as practicable so that Members may use the facility without inconvenience and disruption that may be caused by an election.
- 50.3 Members may not enter or move around the residential, dining or meeting areas for electioneering purposes.
- 50.4 Resident Members may not be approached for electioneering purposes when they are undertaking activities of their daily in-house living, when they are meeting in the facility and when they are leaving or returning from the facility.
- 50.5 Staff may not be approached for electioneering purposes.
- 50.6 Before or during the Election Period, if any issue arises relating to the conduct of the election and such issue is not expressly covered by the Rules or the Regulations, the Returning Officer may decide the same or refer it to the President and any decision by the Returning Officer or the President of the Association not inconsistent with the Act, the Rules or the Regulations is final and binding on the Association.

PART 5 CONDUCT OF GENERAL MEETINGS OF MEMBERS



51 Application of PART 5

- 51.1 This PART applies to meetings of Members of the Association pursuant to rules 33 to 44.

52 General Meetings of Members

- 52.1 Members of the Association have the right to attend and be heard at General Meetings as provided in rule 17 and in regulation 8.1(c).
- 52.2 Members Entitled to Vote have the rights to submit items of business for General Meetings, and to be heard and to vote at General Meetings, as provided in rule 17.
- 52.3 The annual General Meeting of the Association:
- (a) shall be held within five months after the end of the Financial Year;
 - (b) has ordinary business items, as provided in rule 33.4;
 - (c) follows the elections, the results of which are announced at the annual General Meeting; and
 - (d) has other business items, for which notice, Motions for resolution and relevant information, as resolved by Council, have been provided in advance to Members with the notice of the annual General Meeting.
- 52.4 Other General Meetings of Members are convened as provided in rules 34 and 35.
- 52.5 The chairperson of a General Meeting is to follow the general law and practice as to meetings.
- 52.6 The chairperson of a General Meeting is expected to:
- (a) read, understand and contribute to reviews and amendments of this regulation;
 - (b) be familiar with General Meeting processes and with the chairing of General Meeting; and
 - (c) participate in educational and training programs to provide skill and knowledge for the chairing of General Meetings.

53 Remote participation in General Meetings

- 53.1 A Member who is not physically present at a General Meeting may be permitted to participate as provided in rule 38.
- 53.2 General Meetings are recorded with electronic devices controlled by the designated minute taker.

54 Use of technology in General Meetings

- 54.1 Recordings of General Meetings may be deleted no earlier than three months after the General Meeting at which the minutes are adopted by Members as a true record.
- 54.2 Members and other attendees at General Meetings may not take recordings or photographs during General Meetings.

55 Order of business

- 55.1 The order of business is according to the agenda for the General Meeting.
- 55.2 The President and the Chairperson of Council shall manage the proposed agenda for a



General Meeting as follows:

- (a) cause a reminder to Members Entitled to Vote of:
 - i their right to propose Motions for Special Resolution;
 - ii the form in which Motions for Special Resolution should be proposed; and
 - iii the requirement for Motions for Special Resolution to be submitted to the Secretary by the time provided in regulation 39.1 for nominations to Council.
- (b) manage and finalise the agenda for the Meeting;
- (c) receive Motions from Members Entitled to Vote to be considered for inclusion on the agenda, as provided in rule 33.5;
- (d) cause the agenda to be adopted by a resolution of Council no less than twenty-one days before the beginning of the notice period(s) provided in rule 36;
- (e) cause the agenda to be given as notice of the annual General Meeting to each Member of the Association in accordance with rule 36; and
- (f) cause the papers for each agenda item to be given to Members with the notice provided in regulation 55.2(e).

56 Invited attendees

- 56.1 Council may invite people to the meeting who are likely to assist reporting and decision-making during the meeting.
- 56.2 Such invitees may include external auditors and accountants, the Returning Officer, legal or governance advisors and staff of the Association.
- 56.3 Invitations to attend are not transferrable.
- 56.4 Subject to agreement by Council, attendees will be provided with the agenda and papers for the meeting in advance.
- 56.5 At the discretion of the chairperson of the General Meeting, the attendee may be invited to speak and to respond to questions from Members.
- 56.6 An attendee may not propose, second or vote on a Motion.
- 56.7 Attendees may not bring recording equipment, other than that authorised by management and required for remote participation, or cameras into a meeting, and must have all technology, except that required for remote participation and recording, turned off during the meeting.
- 56.8 At the discretion of the chairperson of the General Meeting, attendees may be required to leave the meeting.

57 Observers

- 57.1 Observers are not permitted at General Meetings.

58 Quorum

- 58.1 The quorum for a General Meeting is twenty-five Members Entitled to Vote as provided in rule 39.

59 Opening of the General Meeting



- 59.1 The meeting begins when the chairperson of the meeting declares the meeting open.
- 59.2 Subject to alteration by the chairperson of the meeting, the order of business of the meeting shall be as set out in the agenda for the meeting.
- 59.3 Following the opening, the chairperson of the meeting:
- (a) confirms quorum, and if non-quorate, decides whether to continue or to reschedule the meeting;
 - (b) causes apologies to be noted;
 - (c) asks for disclosure of conflicts of interest based on the agenda for the meeting and causes declared conflicts of interest to be recorded; and
 - (d) seeks and manages a Motion to decide the participation in the meeting by the Member who has declared a conflict of interest as provided in regulation 59.3(c).
- 59.4 The chairperson of the meeting shall call for a Motion to adopt the minutes of the preceding General Meeting as a true record, and no discussion shall then be permitted except as to the accuracy of the minutes as a record of the proceedings.
- 59.5 The chairperson of the meeting shall then cause the meeting to receive a report on business arising from the previous meeting.
- 59.6 No other business will be called for or tabled for consideration at the meeting, as provided in rule 33.9.
- 59.7 At the meeting or within a reasonable time after a General Meeting, the chairperson of the meeting will initial each page of the adopted minutes of the previous General Meeting, subject to agreed amendments, and sign the minutes on the final page of the minutes.

60 Petitions

- 60.1 A General Meeting may entertain a Motion to receive a petition.
- 60.2 No Motion sought by the petition shall be permitted unless the meeting considers that the motion is urgent.
- 60.3 A Motion relating to a petition may be moved at a subsequent General Meeting.

61 Motions

- 61.1 Motions intended for Special Resolution at General Meeting must be provided in writing to the Secretary at least twenty-one days before the notice for a General Meeting is given to Members as provided in rule 36.1(a), and by the closing date for nominations as provided in rule 60.7.
- 61.2 Motions as provided in regulation 61.1:
- (a) shall have a mover and seconder;
 - (b) shall not conflict with the law, the Rules or the Regulations;
 - (c) be provided with supporting documents that are intended to be given to Members to inform their consideration of the Motion for Special Resolution;
 - (d) will be received by Council for consideration of how the Motion for Special Resolution will be addressed at the General Meeting;



- (e) will be acknowledged as received; and
 - (f) subject to being adopted by Council as part of the agenda, and subject to the provision of suitable support documentation, will be business conducted at the General Meeting.
- 61.3 No Motion shall be discussed or put to the vote of the meeting in the absence of the mover and seconder who gave notice of the same, and for the avoidance of doubt, another Member with written authority to act as proxy for the mover or seconder of the Motion, will not be permitted to speak to the Motion.
- 61.4 Motions are discussed before being put to the vote.
- 61.5 The chairperson of the meeting invites the mover of the Motion to speak first to the Motion and the seconder of the Motion to speak second, before inviting others supporting and opposing the Motion to speak alternatively.
- 61.6 No speaker to the Motion will speak for more than a reasonable time as determined by the chairperson.
- 61.7 No Member shall digress from the subject matter of the Motion under discussion.
- 61.8 No Member shall speak a second time on the same Motion, unless:
- (a) by leave of the chairperson of the meeting to speak again for explanation when he or she has been misrepresented or misunderstood;
 - (b) when the attention of the chairperson of the meeting is being called to a point of order; or
 - (c) the Member speaking is the mover, exercising a right of reply.
- 61.9 Any person taking part in discussion shall address the chairperson of the meeting, and shall not be interrupted except upon a point of order being made, when the speaker shall cease.
- 61.10 Any person wanting to take part in the discussion shall raise their hand and gain invitation from the chairperson of the meeting before speaking.
- 61.11 If two or more people seek to speak at the same time the chairperson of the meeting shall decide which is entitled to priority.
- 61.12 To conclude the debate the chairperson of the meeting shall invite the mover of the original Motion, but not any amendment, to exercise a right of reply.

62 Amendment or withdrawal of a Motion

- 62.1 Any Member may move that a Motion be amended or withdrawn.
- 62.2 The chairperson of the meeting may rule any amendment:
- (a) out of order, whereupon it shall be removed from the business of the meeting unless the meeting disagrees with the chairperson's ruling; or
 - (b) significant, whereupon it shall be removed from the business of the meeting for address at a subsequent General Meeting.
- 62.3 An amendment may be accepted at any time.
- 62.4 No second or subsequent amendment, whether upon an original proposition or on an amendment, shall be debated until the previous amendment is disposed of.



- 62.5 If any words of an original Motion be rejected, the insertion of other proposed words shall form the next Motion, whereupon, any further amendment to insert other words may be moved.
- 62.6 The Motion to amend or withdraw is put for discussion and voting following acceptance by the chairperson and a seconder.
- 62.7 A motion or amendment may be withdrawn at any time.
- 62.8 If any amendment is rejected, then a second amendment may be moved to the question to which the first amendment was directed, but only one amendment at a time may be addressed at the meeting.

63 Lapsed questions

- 63.1 If a debate on any Motion moved and seconded or other business lapses by the loss of a quorum, such debate will continue at the next meeting where it will be resumed at the point where it was interrupted.
- 63.2 A resumed meeting from a meeting which became inquorate shall be considered to be a continuation of the original meeting, at the date of the original meeting.

64 Voting on Motions put

- 64.1 Voting decides questions and discussion outcomes arising in relation to a Motion put and is by a show of hands, votes cast by members participating in the meeting in accordance with regulation 53.1 and is decided by a majority, except in the case of a Special Resolution.
- 64.2 The chairperson of the meeting puts the Motion to vote immediately after the right of reply has been exercised by the mover of the original Motion.
- 64.3 Any Member at any time may move that a Motion or amendment be now put.
- 64.4 If the Motion be now put is passed by the majority of the Members present and participating in accordance with regulation 53.1, the Motion shall then be put.

65 Resolutions

- 65.1 When a majority vote for the Motion, the Motion is declared passed and is a resolution of the meeting.
- 65.2 When a majority vote against the Motion, the Motion is lost and the matter is closed subject to regulation 65.3.
- 65.3 A resolution at a meeting or at a previous meeting may be rescinded by a further resolution.
- 65.4 A resolution cannot be rescinded if the action required by the original Motion has been implemented.

66 Authority of the chairperson of the General Meeting

- 66.1 The chairperson shall not leave the chair when in control of the meeting.
- 66.2 The chairperson is responsible for the conduct of the meeting and compliance with the Rules and Regulations.
- 66.3 The chairperson's ruling on matters relating to the Rules, Regulations or other matters may be challenged by a Motion of dissent from the Members of the meeting.



66.4 A seconder for a Motion of dissent is not required.

67 Points of order

- 67.1 A point of order takes precedent over all other business, but it must be made as soon as an alleged irregularity occurs.
- 67.2 Members of the meeting will then debate the point of order.
- 67.3 The chairperson of the meeting will decide points of order or practice and shall state the provision, rule or practice applicable to the subject without discussing or commenting on it, and the chairperson's decision as to the point of order in each case shall be final.

68 Improper or disorderly conduct

- 68.1 Any Member or other person admitted to a General Meeting of the Association who is considered to be demonstrating improper or disorderly conduct:
 - (a) may be requested by the chairperson of the meeting to leave the meeting; and
 - (b) if he or she fails to leave the meeting when requested to do so, may be found by the chairperson demonstrating improper or disorderly conduct unless the meeting dissents from the chairperson's ruling; and
 - (c) if he or she does not then either explain such misbehaviour or offer an apology, in either case to the satisfaction of the chairperson they shall be suspended for the remainder of that meeting by the chairperson or for such further period as the meeting may determine.

69 Removal of a person demonstrating improper or disorderly conduct

- 69.1 Any person being requested by the chairperson to leave any meeting and who fails to do so, may be immediately removed and security staff or any person requested by the chairperson to do so may remove such a person.

70 Censure for improper or disorderly conduct

- 70.1 Members of a meeting and any other people admitted to the meeting shall behave appropriately and in an orderly manner.
- 70.2 Improper or disorderly conduct:
 - (a) is neither endorsed nor ignored; and
 - (b) may result in censure from an Officer who is authorised by Council to impose a censure.
- 70.3 Improper or disorderly conduct worthy of censure includes and is not limited to:
 - (a) a verbal or physical attack against a Member at the meeting, people in attendance or people not at the meeting;
 - (b) intoxication arising from drugs or alcohol;
 - (c) disruption of meetings;
 - (d) breaches of confidence;
 - (e) interference with operations of the Association;
 - (f) improper behaviour towards Members, employees, people providing services to the company, guests and other stakeholders; and



(g) undisclosed conflicts of interest.

70.4 A censure is effected by a Motion.

70.5 The censure and the reason for the censure are recorded in the minutes.

70.6 A censure:

- (a) expresses strong disapproval of improper or disorderly conduct;
- (b) does not remove the person from Membership of the Association or a position on a governing body; and
- (c) does not impair the person's ability to attend meetings, propose and second Motions or vote on Motions, unless there is reason for excluding the censured person from a particular vote.

70.7 A censure may be elevated to a request for the Member to take leave of absence or to resign, to resign as a Member of the Association, or for removal from office.

70.8 Such elevation is through the appointing body (Council or Members).

PART 6 CONDUCT OF GOVERNANCE MEETINGS

71 Application of PART 6

71.1 This PART applies to meetings of Council, Council subcommittees and other Council delegations pursuant to rules 62 to 72.

72 Governance Meetings

72.1 Governance Meetings are conducted to support Council authority to make decisions that:

- (a) meet legal requirements;
- (b) comply with duty of care and diligence; and
- (c) assists in implementing the Purposes of the Association, strategy and policy.

72.2 The schedule for Governance Meetings is adopted by Council at the last meeting of Council each year, with:

- (a) Council scheduled to meet at least four times in each year, as provided in rule 62.1; and
- (b) subcommittees scheduled to meet at least three times in each year.

72.3 Additional Governance Meetings may be convened as provided in rules 63.4 and 64.

72.4 The chairperson of a Governance Meeting is to follow the general law and practice as to meetings.

72.5 The chairperson of a Governance Meeting is expected to:

- (a) read, understand and contribute to reviews and amendments of this regulation;
- (b) be familiar with meeting processes and rules 63 to 69 for chairing of Governance



Meetings; and

- (c) participate in educational and training programs to provide skill and knowledge for the chairing of Governance Meetings.

73 Remote participation in Governance Meetings

- 73.1 A Council Member or appointed non-Council Member who is not physically present at a Governance Meeting may be permitted to participate in the meeting by use of technology that allows the member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 73.2 A member participating in a Governance Meeting under this regulation is deemed to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

74 Use of technology in Governance Meetings

- 74.1 Governance Meetings are recorded with electronic devices controlled by the designated minute taker.
- 74.2 Recordings of Governance Meetings may be deleted no earlier than three months after the Governance Meeting at which the minutes are adopted as a true record.
- 74.3 Members and other attendees at Governance Meetings may not take recordings or photographs during the Governance Meetings.

75 Order of business

- 75.1 The order of business is according to an agenda for the Governance Meeting.
- 75.2 The chairperson of the governance body that is meeting shall:
 - (a) approve and manage the agenda for the meeting;
 - (b) finalise the agenda for each meeting at least ten business days prior to the meeting in accordance with a draft supplied by the Secretary, noting those items that will be dealt with by consent;
 - (c) call for a motion that the Consent Agenda be adopted;
 - (d) ensure that all material required for collation with papers under the meeting agenda items, is received by the Secretary at least ten business days prior to the meeting;
 - (e) cause Motions on notice, with proposers and seconders, to be received in writing by the Secretary at least ten business days prior to the meeting, together with material which will inform the decision of the members of the meeting;
 - (f) ensure that the workload to be incurred by staff of the Association in preparing the agenda and papers for the meeting and in progressing actions from each meeting is agreed with the Secretary;
 - (g) ensure that the notice of meeting is circulated at least four business days before the meeting, and that the notice is given in writing; and
 - (h) endeavour to circulate meeting papers at least four business days before the meeting.

76 Invited attendees

- 76.1 The chairperson, at his or her discretion, may invite people to the meeting who are



likely to assist deliberations.

- 76.2 Such invitees may include external auditors and accountants, legal or governance advisors, people with expertise of relevance to the terms of reference of a subcommittee and staff of the Association.
- 76.3 Invitations to attend are not transferrable.
- 76.4 Subject to agreement by the chairperson, attendees will be provided with the agenda and papers for the meeting in advance.
- 76.5 At the discretion of the chairperson, the attendee may be invited to speak and to respond to questions from the governance body members.
- 76.6 An attendee may not propose, second or vote on a Motion.
- 76.7 Attendees may not bring recording equipment, other than that authorised by management and required for remote participation, or cameras into a meeting, and must have all technology, except that required for remote participation and recording, turned off during the meeting.
- 76.8 If it is decided to discuss any item of business in-camera, attendees may be required to leave the meeting until such discussion has concluded.

77 Observers

- 77.1 Members may attend meetings of Council as observers;
- 77.2 For the avoidance of doubt, Members may not, without the prior written permission of the Chairperson of Council, attend as observers meetings of Council's delegated authorities, subcommittees, working parties and representatives of Council.
- 77.3 Limitations on space restrict the number of observers who may be admitted to any meeting to five persons.
- 77.4 Requests to attend a meeting as an observer must be made in writing to the CEO/Head of College or when applicable, the General Manager) not less than seven business days prior to the date of the Council or other meeting.
- 77.5 The request for observer status must include the Member's name and their membership number and type.
- 77.6 Upon receipt of a request, the CEO/Head of College or when applicable, the General Manager) will consult with the Chairperson of Council to gain authorisation to attend, subject to eligibility and availability of seating.
- 77.7 No observer will be allowed to stand at a meeting.
- 77.8 Authorisation to attend as an observer is not transferrable.
- 77.9 Observers will be provided with the agenda for the meeting when they are admitted to the meeting.
- 77.10 Observers will be admitted to a meeting only for non-confidential matters identified on the agenda.
- 77.11 During the meeting, observers must remain silent and seated and must neither distract the members of the meeting from their business nor communicate with members.
- 77.12 At the discretion of the chairperson an observer may be permitted to speak and to



respond to questions from members of the meeting.

77.13 An observer may not propose, second or vote on a Motion.

77.14 Observers may not bring recording equipment or cameras into a meeting, and must have all technology turned off during the meeting.

77.15 If it is decided to discuss any item of business in-camera, observers will be required to leave the meeting until such discussion has concluded.

78 Quorum

78.1 The quorum for meetings of Council is five, three of whom are elected, as provided in rule 67.

78.2 The quorum for meetings of subcommittees is a majority of subcommittee members, of whom at least two are Council Members, as provided in regulation 25.

79 Opening of the Governance Meeting

79.1 The meeting begins when the chairperson of the meeting declares the meeting open.

79.2 Subject to alteration by the chairperson of the meeting, the order of business of the meeting shall be as set out in the agenda for the meeting.

79.3 Following the opening, the chairperson:

- (a) confirms quorum, and if non-quorate, decides whether to continue or to reschedule the meeting;
- (b) causes apologies to be noted;
- (c) calls for a Motion that the Consent Agenda be adopted;
- (d) asks for disclosure of conflicts of interest based on the agenda for the meeting and causes declared conflicts of interest to be recorded; and
- (e) calls for and manages a Motion to decide the participation in the meeting by a Member who has declared a conflict of interest as provided in regulation 79.3(d).

79.4 The chairperson shall either call for a Motion to adopt the minutes of the preceding meeting as a true record and no discussion shall be permitted except as to the accuracy of the minutes, or note the adoption of the minutes by circulating resolution.

79.5 The chairperson shall then cause for the meeting to receive:

- (a) a report on business arising from the previous meeting; and
- (b) notice of any other business.

79.6 The chairperson shall seek agreement from the members of the meeting to accept other business and, as required, call for a Motion to resolve inclusion and order of the other business.

79.7 At the meeting or within a reasonable time after a Governance Meeting, the chairperson of the meeting subject to agreed amendments, will sign the adopted minutes of the previous meeting on the final page of the minutes.

80 Motions

80.1 A Motion for discussion and consideration by the meeting is put by the mover of the Motion.



- 80.2 Motions must not conflict with the law, the Rules or the Regulations.
- 80.3 The chairperson of the meeting may rule any Motion out of order, whereupon it shall be removed from the business of the meeting unless the meeting disagrees with the chairperson's ruling.
- 80.4 If the Motion is accepted by the chairperson and seconded it shall be so stated by the chairperson, and the chairperson then opens the Motion for discussion at the meeting.
- 80.5 No Motion except a motion of dissent may be discussed or put to the vote of the meeting unless it is seconded.
- 80.6 The chairperson of the meeting invites the mover of the Motion is to speak first to the Motion and the seconder of the Motion to speak second, before inviting others supporting and opposing the Motion to speak alternatively.
- 80.7 No speaker to the Motion will speak for more than a reasonable time as determined by the chairperson.
- 80.8 No member shall digress from the subject matter of the Motion being discussed.
- 80.9 No member shall speak a second time on the same Motion, unless:
 - (a) by leave of the chairperson of the meeting to speak again for explanation when he or she has been misrepresented or misunderstood;
 - (b) when the attention of the chairperson of the meeting is being called to a point of order; or
 - (c) the member speaking is the mover, exercising a right of reply.
- 80.10 Any person taking part in discussion shall address the chairperson of the meeting, and shall not be interrupted except upon a point of order being made, when the speaker shall cease.
- 80.11 Any person wanting to take part in the discussion shall raise their hand and gain invitation from the chairperson of the meeting before speaking.
- 80.12 If two or more people seek to speak at the same time the chairperson of the meeting shall decide which is entitled to priority.
- 80.13 To conclude the debate the chairperson of the meeting shall invite the mover of the original Motion (but not any amendment) to exercise a right of reply.

81 Amendment or withdrawal of a Motion

- 81.1 Any member of the meeting may move that a Motion be amended or withdrawn.
- 81.2 The chairperson of the meeting may rule any amendment out of order, whereupon it shall be removed from the business of the meeting unless the meeting disagrees with the chairperson's ruling.
- 81.3 An amendment may be accepted at any time.
- 81.4 No second or subsequent amendment, whether upon an original proposition or on an amendment, shall be debated until the previous amendment is disposed of.
- 81.5 If any words of an original Motion be rejected, the insertion of other proposed words shall form part of the amended Motion, whereupon, any further amendment to insert other words may be moved.



- 81.6 The Motion to amend or withdraw is put for discussion and voting following acceptance by the chairperson and a seconder.
- 81.7 A motion or amendment may be withdrawn at any time.
- 81.8 If any amendment is rejected, then a second amendment may be moved in relation to the question to which the first amendment was directed, but only one amendment at a time may be entertained by the meeting.

82 Lapsed questions

- 82.1 If a debate on any Motion moved and seconded or other business lapses by the loss of a quorum, such debate will continue at the next meeting where it will be resumed at the point where it was interrupted.
- 82.2 A resumed meeting from a meeting which became inquorate shall be considered to be a continuation of the original meeting at the date of the original meeting.

83 Voting on Motions put

- 83.1 Voting decides questions and discussion outcomes arising in relation to a Motion put and is by a show of hands and votes cast by members participating in the meeting in accordance with regulation 73.
- 83.2 The voting shall be decided by a majority of those present including pursuant to regulation 73 and eligible to vote.
- 83.3 The chairperson of the meeting puts the Motion to vote immediately after the right of reply has been exercised by the mover of the original Motion.
- 83.4 Any member may at any time move that a Motion or amendment be now put.
- 83.5 If the Motion be now put is passed by the majority of the members present and participating in accordance with regulation 73, the Motion shall then be put.

84 Resolutions

- 84.1 When a majority vote for the Motion, the Motion is declared passed and is a resolution of the meeting.
- 84.2 When a majority vote against the Motion, the Motion is lost and the matter is closed subject to regulation 84.3.
- 84.3 A resolution at a meeting or at a previous meeting may be rescinded by a further resolution.
- 84.4 A resolution cannot be rescinded if the action required by the original Motion has been implemented.

85 Authority of the chairperson of the Governance Meeting

- 85.1 The chairperson shall not leave the chair when in control of the meeting.
- 85.2 The chairperson is responsible for the conduct of the meeting and compliance with the Rules and Regulations.
- 85.3 The chairperson's ruling on matters relating to the Rules, Regulations or other matters may be challenged by a Motion of dissent from the members of the meeting.
- 85.4 A seconder for a Motion of dissent is not required.



86 Points of order

- 86.1 A point of order takes precedent over all other business, but it must be made as soon as an alleged irregularity occurs.
- 86.2 Members of the meeting will then debate the point of order.
- 86.3 The chairperson of the meeting will decide points of order or practice and shall state the provision, rule or practice applicable to the subject without discussing or commenting on it, and the chairperson's decision as to the point of order in each case shall be final.

87 Conduct expected of members of Governance Meetings

- 87.1 The following conduct is expected of members of Governance Meetings:
 - (a) arriving on time and departing the meeting room when the meeting is closed;
 - (b) speaking on topics that are related only to the agenda and business at hand;
 - (c) revealing important information and speaking honestly;
 - (d) allowing a speaker to finish before accepting the invitation from the chairperson of the meeting to speak;
 - (e) sharing insights on a topic with the meeting;
 - (f) reacting in a professional manner to probing and appropriate questions;
 - (g) crediting and accepting the ideas of others;
 - (h) ensuring that all information provided by the CEO/Head of College(or when applicable, the General Manager) and other staff of the Association to a member of a governance group is provided to all other members of that governance body;
 - (i) allowing meeting decisions to progress, even when those decisions do not concur with decision of the individual;
 - (j) not drawing attention to, or promoting his or her skills;
 - (k) contributing in a balanced manner to discussion and allowing others to so contribute equally to the discussion;
 - (l) participating in meetings and offering support to others; and
 - (m) taking positions for the benefit of the Association and Members.
- 87.2 If a member of the meeting is demonstrating inappropriate behaviour, the chairperson, at his or her discretion may:
 - (a) at the meeting:
 - i call the member to order, asking them to be seated, silent and non-distracting;
 - ii ask the member to step outside the meeting and then speak or delegate another to speak privately to the member addressing the concerns of inappropriate behaviour and reviewing the rules of engagement for the member in the meeting, before inviting the person back to the meeting; and
 - iii ask the member to leave the meeting for the remainder of the duration of the meeting.
 - (b) within a reasonable time after the meeting:



- i speak or delegate another to speak privately to the member addressing the concerns of inappropriate behaviour and reviewing the rules of engagement for the member in the meeting; and
- ii seek to provide mentoring, coaching, training and/or professional development to address the concerns and on rules of engagement for the member.

87.3 If the member of the meeting who is demonstrating inappropriate behaviour does not come to order, step outside or leave the meeting at the request of the chairperson of the meeting, the chairperson, at his or her discretion, may:

- (a) repeat the request;
- (b) call for members of the meeting to assist the member in abiding by the request;
- (c) call for security staff to assist the member in abiding by the request; or
- (d) propose or seek to have proposed a Motion regarding the member in relation to the inappropriate behaviour.

88 Improper or disorderly conduct

88.1 Any member or other person admitted to a Governance Meeting of the Association who is considered to be demonstrating improper or disorderly conduct:

- (a) may be requested by the chairperson of the meeting to leave the meeting; and
- (b) if he or she fails to leave the meeting when requested to do so, may be found by the chairperson as demonstrating improper or disorderly conduct unless the meeting dissents from the chairperson's ruling; and
- (c) if he or she then neither explains such improper or disorderly conduct nor offers an apology, in either case to the satisfaction of the chairperson, they shall be suspended for the remainder of that meeting by the chairperson or for such further period as the members at the meeting or Council may determine.

89 Removal of a person demonstrating improper or disorderly conduct

89.1 Any person being requested by the chairperson to leave any meeting and who fails to do so, may be immediately removed and security staff or any person requested by the chairperson to do so may remove such a person.

90 Censure for improper or disorderly conduct

90.1 Members of the meeting and any other people admitted to the meeting shall behave appropriately and in an orderly manner.

90.2 Improper or disorderly conduct:

- (a) is neither endorsed nor ignored; and
- (b) may result in censure from an Officer who is authorised by Council to impose a censure.

90.3 Improper or disorderly conduct worthy of censure includes and is not limited to:

- (a) a verbal or physical attack against a member at the meeting, people in attendance or people not at the meeting;
- (b) intoxication arising from drugs or alcohol;



- (c) disruption of meetings;
- (d) breaches of confidence;
- (e) interference with operations of the Association;
- (f) improper behaviour towards members, employees, people providing services to the company, guests and other stakeholders; and
- (g) undisclosed conflicts of interest.

90.4 A censure is effected by a Motion.

90.5 The censure and the reason for the censure are recorded in the minutes.

90.6 A censure:

- (a) expresses strong disapproval of improper or disorderly conduct;
- (b) does not remove the person from membership of the meeting or the position on a governing body; and
- (c) does not impair the person's ability to attend meetings, propose and second Motions or vote on Motions, unless there is reason for so excluding the censured person.

90.7 A censure may be elevated to a request for the member to take leave of absence or to resign, or for removal from office.

90.8 Such elevation is through the appointing body (Council or Members).

PART 7 SUPERVISION AND CONTROL OF MEMBERS AND VISITORS

91 Application of PART 7

91.1 This PART:

- (a) applies to Officers and staff of the Association charged with a duty of care in respect of the safety, security and convenience of Members and visitors;
- (b) provides guidelines for the control and supervision that may be exercised in delivering such duty of care; and
- (c) is to apply the Purposes, as provided in rules 2.1 and 2.2.

92 Conduct of Members and visitors

- 92.1 Officers and staff of the Association concerned with the control and supervision of Members and visitors shall read, understand and contribute to reviews of the Rules and Regulations relating to activities to meet the Purposes of the Association.
- 92.2 The CEO/Head of College or when applicable, the General Manager) may delegate to senior staff or duty residents the authorities referred to below associated with the supervision and control of Members and visitors.
- 92.3 If a person is behaving in a way likely to cause harm, offence or inconvenience to, or affect the safety and well-being of, another person within the premises of the Association, the CEO/Head of College or when applicable, the General Manager) or delegated staff member is authorised to ask them to cease such behaviour and, if the



person is not known, ask for their name and address for the purpose of lodging an incident report and/or the future reporting of this matter to a subcommittee or Council.

- 92.4 If the person refuses to cease their inappropriate behaviour, the CEO/Head of College or when applicable, the General Manager) or delegated staff member is authorised to ask them to leave the premises.
- 92.5 If the person refuses to leave, the staff member is authorised to take measures to compel the person to leave the premises. These measures may include seeking support from another member of staff or duty resident, calling security staff or calling the police.
- 92.6 The CEO/Head of College or when applicable, the General Manager) expects that staff members will exercise appropriate discretion to determine the best course of action to deal with such a situation.
- 92.7 As soon as practicable, the CEO/Head of College or when applicable, the General Manager) shall report such incidents to the Chairperson of Council, using the prescribed incident management protocols and processes.
- 92.8 Where a dispute is identified between the person and the Association, the grievance procedures as provided in rules 22 to 26 may be invoked.
- 92.9 Where there are grounds, a disciplinary procedure as provided in rules 27 to 32 may be invoked.

These Regulations were adopted by Council, 1st December 2014 following adoption of new Rules by the Members of The Graduate Union of The University of Melbourne Incorporated at the annual General Meeting of Members, 29th May 2014.

Amended by Council: 5th April 2017; 7th June 2017; 6th September 2017; 29th November 2017; 12th September 2018; 29th November 2018, 7th July 2020; November 2022; 29 November 2023.