THE GRADUATE UNION of The University of Melbourne Inc.

RULES

of

THE GRADUATE UNION OF THE UNIVERSITY OF MELBOURNE INCORPORATED

The persons who from time to time are Members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its Members.

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PART 1 PRELIMINARY

1 Name

1.1 The name of the incorporated association is "The Graduate Union of The University of Melbourne Incorporated" (in these Rules called "***the Association***").

2 Purposes

2.1 The principal purpose for which the Association is established is for the advancement of education for the benefit of the community and to promote the welfare of The University of Melbourne and other Tertiary Teaching Institutions, and in particular to:

(a) encourage and assist higher education and in particular postgraduate studies and research in The University of Melbourne and other Tertiary Teaching Institutions, by means including the provision of residential accommodation;

(b) foster and maintain academic, educational and cultural relations between Graduates of Tertiary Teaching Institutions; and

(c) constitute and provide an association of Graduates of The University of Melbourne and other Tertiary Teaching Institutions who support these purposes.

2.2 The principal purpose will be furthered by means and activities including:

(a) providing high quality accommodation in Australia for Graduates, in order to promote and foster:

i postgraduate study, research and career development; and

ii learning, collegiality and collaboration between Graduates for the benefit of the education, research and not-for-profit sectors in Australia;

(b) providing meeting facilities and services in Australia for the academic, research and not-for-profit sectors;

(c) promoting and bringing together Graduates through membership, so that educational, professional, cultural and social relations and networks are fostered and maintained, including by way of:

i hosting networking functions, lectures and events in Australia;

ii hosting and promoting lectures from Members and guest lecturers;

iii publication of a newsletter, magazine, blog or any other form of media to support, develop and promote academic achievement following graduation; and

iv publication of media to support, develop and promote career development for Graduates, and to support, develop and promote business achievements, volunteer work and beneficial work in the community by Graduates;

(d) developing a community that otherwise supports and sustains:

i academic, career and social experiences;

ii lifelong sharing of knowledge and skills; and

iii educational outcomes for the wider public benefit.

2.3 The Association shall be non-political and non-sectarian.

3 Financial year

3.1 The Financial Year of the Association is each period of twelve months ending on 31st December.

4 Definitions and interpretations

4.1 Definitions

In these Rules:

Absolute Majority, of Council, means a majority of the Council Members currently holding office and entitled to vote at the time (as distinct from a majority of Council Members present at a Council Meeting);

the ***Act*** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

Auditor means the Association's auditor;

Chairperson, of a General Meeting or Council Meeting, means the person chairing the meeting as required under rule 37, rule 51.2(a) and rule 51.3(a);

Chairperson of Council means any person appointed by Council in accordance with rule 51.2;

CEO/Head of College means the person appointed by Council to be the chief executive officer and the head of the college of the Association;

Council means the committee having management of the business of the Association;

Council Meeting means a meeting of Council held in accordance with these Rules;

Council Member means a member of Council elected or appointed as set out in rule 48.1;

Accountability Appeal Meeting means a meeting of the Members of the Association convened under rule 31.3.

Accountability Meeting means a meeting of the Accountability Committee convened for the purposes of rule 30;

Accountability Committee means the committee appointed under rule 28;

Financial Delegations Policy means a policy adopted by Council to indicate the financial delegations by Council to committees of Council and to the CEO/Head of College;

Financial Year means the twelve-month period specified in rule 3;

General Meeting means a general meeting of the Members of the Association convened in accordance with Part 4 and includes an annual General Meeting, a special General Meeting and an Accountability Appeal Meeting;

Graduate means a person who has received a degree or diploma on completing a course of study or training at a Tertiary Teaching Institution;

Manager means any person appointed by Council to perform the duties of manager of the Association;

Member means a member of the Association;

Member Entitled to Vote means a Member of the Association in division (a), (b), (c) or (d) set out in rule 8.1 who under rule 17 is entitled to vote at a General Meeting;

Motion means a proposal submitted to a General Meeting or Council Meeting in accordance with these Rules, for discussion and possible adoption as a resolution;

Officer means a Council Member, including the President, the Chairperson of Council, the Vice-Chairperson of Council and any Council Member, and the CEO/Head of College, the Secretary and any other officer appointed by Council, including any delegate, attorney or agent thereof;

Patron means any person appointed by Council in accordance with rule 9;

President means any person appointed by Council in accordance with rule 51.1;

Register of Members means the list of all Members which is kept and maintained by the Association in accordance with rule 21;

the ***Registrar*** means the Registrar of Incorporated Associations;

Returning Officer means a person, other than a Council Member, nominee for election to Council or employee of the Association, and who may or may not be a Member, who is appointed by Council and is responsible for the conduct of each election of a Council Member;

Seal means the common seal of the Association;

Secretary means any person appointed by Council to perform the duties of a Secretary of the Association;

Special Resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting to vote in favour of the resolution;

Tertiary Teaching Institution means The University of Melbourne and any tertiary teaching institution recognised by The University of Melbourne; and

Vice-Chairperson of Council means any person appointed by Council in accordance with rule 51.3.

4.2 Interpretations

(a) In these Rules, unless the contrary intention appears:

i the singular includes the plural and vice versa, and words importing a gender include other genders;

ii words and expressions defined in the Act have the same meaning in these Rules;

iii headings are for ease of reference only and do not affect the construction of these Rules; and

iv a reference to the Act is a reference to the *Associations Incorporation Reform Act 2012* as modified or amended from time to time.

(b) Unless the contrary intention appears in these Rules, an expression in a rule of these Rules has the same meaning as in a provision of the Act that deals with the same matter as the rule.

(c) To the extent permitted by law, the model rules for an incorporated association of the Act do not apply to the Association. Where these Rules do not make provision for a matter specified in Schedule 1 to the Act (or otherwise prescribed) the corresponding provision of the model rules is taken to be included in the Rules of the Association.

PART 2 POWERS of the ASSOCIATION

5 Powers of the Association

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting rule 5.1, the Association may:

(a) acquire, hold and dispose of real or personal property;

(b) open and operate accounts with financial institutions;

(c) invest its money in any security in which trust monies may lawfully be invested;

(d) raise and borrow money on any terms and in any manner as it thinks fit;

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf; and

(g) enter into any other contract it considers necessary or desirable.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

6.1 The income and property of the Association derived from whatever source will only be used for the purposes of the Association set out in rule 2.

6.2 The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

6.3 Rule 6.2 does not prevent the Association from paying a Member:

(a) reimbursement for expenses properly incurred by the Member; or

(b) for goods or services provided by the Member,

if this is done in good faith on terms no more favourable than if the Member was not a Member.

PART 3 MEMBERS, GRIEVANCES and DISCIPLINARY ACTIONS

Division 1 Membership

7 Minimum number of Members

7.1 The Association must have at least five Members Entitled to Vote.

8 Divisions of membership

8.1 Membership of the Association will be divided into the following divisions:

(a) Members;

(b) life subscriber Members;

(c) honorary Members;

(d) honorary life Members;

(e) associate Members;

(f) representative Members; and

(g) any other division of membership as resolved by Council.

8.2 Council may, in the best interests of the Association, and in its absolute discretion resolve to:

(a) vary any divisions of membership established under this rule 8 including the eligibility criteria upon which such divisions are determined, and, acting reasonably, require Members to demonstrate their satisfaction of any such new criteria;

(b) specify additional information required for an application for membership;

(c) create new divisions of membership; and

(d) admit a person to membership of the Association if in the opinion of the Council it is desirable that he or she be admitted thereto by reason of any academic, social or political distinction or by services rendered to The University of Melbourne, another Tertiary Teaching Institution or the Association notwithstanding that he or she may not be eligible to apply under rule 10.

8.3 These Rules shall be amended and republished to reflect changes in membership divisions or membership eligibility criteria where the discretion of Council is exercised under rule 8.2.

9 Patron

9.1 Council may in its absolute discretion appoint a Patron or Patrons each of whom:

(a) is a person of high standing in the community, including (without limitation) by virtue of holding a particular office; and

(b) supports and promotes the objectives of the Association.

9.2 Council shall appoint each Patron as an honorary Member of the Association under division (c) or division (d) in rule 8.1.

9.3 A Patron shall be a Patron until:

(a) he or she dies;

(b) he or she resigns the office by notice in writing to the Association;

(c) Council determines in its absolute discretion that the Patron no longer remain a Patron of the Association; or

(d) he or she ceases to hold the office by virtue of which he or she was appointed to Patron.

10 Eligibility to be a Member of the Association

10.1 A natural person is eligible to:

(a) apply for membership of the Association under divisions (a) and (b) set out in rule 8.1, if they apply in writing to Council in accordance with these Rules providing written evidence of eligibility and any other information sought by Council, or hold a degree, doctorate or diploma from a Tertiary Teaching Institution or are enrolled in a postgraduate course at a Tertiary Teaching Institution;

(b) be appointed a Member of the Association by Council under divisions (c) and (d) set out in rule 8.1, if Council offers in writing to confer such membership at its absolute discretion or Council wishes to appoint that person as Patron, provided that Council shall only confer membership under division (d) in rule 8.1 as a mark of signal honour;

(c) be appointed a Member of the Association under division (e) set out in rule 8.1 if:

i he or she applies in writing to Council in accordance with these Rules providing written evidence of eligibility;

ii he or she is an employee of a representative Member and is nominated for membership in writing by that representative Member; and/or

iii he or she does not hold a degree, doctorate or diploma from a Tertiary Teaching Institution and is nominated for membership by a Member.

10.2 An entity other than a natural person is eligible to be appointed a Member of the Association by Council under division (f) set out in rule 8.1, if Council offers in writing to confer such membership at its absolute discretion including (without limitation) because that entity is carrying out not for profit activities consistent with and supportive of the Association's purposes or activities.

10.3 Any entity which is not a natural person and which is a Member of the Association under division (f) in rule 8.1:

(a) may by written notice to the Secretary:

i appoint a natural person to act as its delegate in all matters connected with the Association as permitted by the Act or at law; and

ii remove a delegate;

(b) if so requested by the Association, shall:

i file with the Association a certified copy of the instrument of appointment of the delegate by the Member; and

ii provide evidence that the appointment of a delegate is effective and continues to be in force.

11 Application for membership

11.1 To apply to become a Member of the Association, a person must submit a written application to Council stating that the person:

(a) wishes to become a Member of the Association;

(b) supports the purposes of the Association; and

(c) agrees to comply with these Rules.

11.2 The application:

(a) must be signed by the applicant; and

(b) must be accompanied by the applicable joining and subscription fees.

12 Consideration of application

12.1 The written approval of Council is required before any natural person or entity will be admitted as a Member.

12.2 As soon as practicable after an application and/or nomination for membership is received, Council, in its absolute discretion:

(a) may ask the applicant for membership, or any nominator of membership, to provide more evidence of eligibility or continuing eligibility; and

(b) must decide by resolution whether to accept or reject the application or nomination.

12.3 Council must notify the applicant in writing of its decision as soon as practicable after the decision is made.

12.4 If Council rejects the application, it must return any money accompanying the application to the applicant.

12.5 No reason need be given for the rejection of an application.

13 New membership

13.1 If an application for membership is approved by Council:

(a) the resolution to accept the membership must be recorded in the minutes of the Council Meeting;

(b) the Secretary must, as soon as practicable:

i send the applicant written notice of that approval and request payment of applicable joining and subscription fees; and

ii enter the name and address of the new Member, and the date of becoming a Member, in the Register of Members.

13.2 A person becomes a Member of the Association and, subject to rule 17.1, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:

(a) Council approves the person's membership; or

(b) the person pays the applicable joining and subscription fees.

14 Admission to membership

14.1 Upon admission as a Member each Member agrees to:

(a) be bound by these Rules and by the regulations of the Association, as amended from time to time; and

(b) notify the Association of any change in their address, method of contact or point of contact within one month of such change taking place, and to provide such other information as may reasonably be requested by the Association.

15 Fees for membership

15.1 Subject to rule 15.2, Council may in its absolute discretion determine the amount of any joining fee and subscription fee for a Member of division (a), (b), (e), (f) and (g) in rule 8.1 and the due date for payment.

15.2 A Member of division (c) or division (d) in rule 8.1 will not be required to pay any joining fee, annual subscription fee or life subscriber membership fee.

15.3 The fees prescribed by Council under rule 15.1 will be payable by Members within three months of the due date for that fee and in advance for the year.

15.4 If the applicable fees are not paid within three months after the date a person is notified of Council's approval of their membership, that person will not be admitted as a Member.

16 Renewal of membership

16.1 If the applicable fees for renewal of membership are not paid within three months of the due date for payment of renewal of membership, the rights of that Member (including the right to vote) are suspended until the subscription is paid.

16.2 A renewal of membership is deemed accepted by Council, unless rule 20.2(a) or rule 30.2(b)iii are applicable, in which case, membership will not be renewed.

16.3 If rule 16.1 is applicable and that person seeks a renewal of membership, a new application for membership will not be required unless rule 20.2(a) is applicable.

17 General rights of Members

17.1 A Member Entitled to Vote has the right to:

(a) nominate for election to Council;

(b) propose or to second a nomination for election to Council;

(c) receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules;

(d) submit and second items of business for consideration at a General Meeting;

(e) attend and be heard at General Meetings;

(f) vote in the elections of Members to Council and at a General Meeting;

(g) have access to the minutes of General Meetings and other documents of the Association as provided under rule 80; and

(h) inspect the Register of Members.

17.2 A Member is not entitled to vote if:

(a) the Member is a Member under divisions (e), (f) or (g) set out in rule 8.1;

(b) less than ten business days have passed since he or she became a Member of the Association; or

(c) the Member's membership rights are suspended for any reason.

17.3 A Member who is not entitled to vote has the right to:

(a) receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules;

(b) be present at General Meetings; and

(c) inspect the Register of Members,

but shall not be entitled to all other rights set out in rule 17.1.

18 Rights not transferable

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

19 Ceasing membership

19.1 The membership of a natural person or entity ceases on resignation, expulsion or death.

19.2 If a natural person or entity ceases to be a Member, the Secretary must, as soon as practicable, enter the date the natural person or entity ceased to be a Member in the Register of Members.

19.3 Any Member ceasing to be a Member:

(a) will not be entitled to any refund (or part refund) of any fee; and

(b) will remain liable for and will pay to the Association all moneys which were due at the date of ceasing to be a Member.

20 Resigning as a Member

20.1 A Member may resign by notice in writing given to the Association.

20.2 A Member is taken to have resigned if:

(a) the Member's annual subscription is more than twelve months in arrears; or

(b) where no annual subscription is payable:

i the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and

ii the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

21 Register of Members

21.1 The Secretary must keep and maintain a Register of Members that includes:

(a) for each current Member:

i the Member's name;

ii the address for notice last given by the Member;

iii the date of becoming a Member;

iv the division of membership;

v the membership number;

vi any other information determined by Council; and

(b) for each former Member:

i the former Member's name; and

ii the date of ceasing to be a Member.

21.2 Any Member may, free of charge and at a reasonable time arranged with the CEO/Head of College, or in the absence of the CEO/Head of College, a delegate of the CEO/Head of College, inspect the Register of Members.

Division 2 Grievance procedure

22 Application

22.1 The grievance procedure set out in this Division applies to disputes under these Rules between:

(a) a Member and another Member;

(b) a Member and Council; or

(c) a Member and the Association.

22.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary action, as set out in Division 3, which is in progress or concluded.

23 Parties must attempt to resolve the dispute

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

24 Appointment of mediator

24.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, the parties must within ten days:

(a) notify Council of the dispute;

(b) agree to or request the appointment of a mediator; and

(c) attempt in good faith to settle the dispute by mediation.

24.2 The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

i if the dispute is between a Member and another Member, a person appointed by Council; or

ii if the dispute is between a Member and Council or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.

24.3 A mediator appointed by Council may be a Member or former Member of the Association but in any case, must not be a person who:

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

25 Mediation process

25.1 The mediator to the dispute, in conducting the mediation, must:

(a) give each party 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 throughout the mediation process.

25.2 The mediator must not determine the dispute.

26 Failure to resolve dispute by mediation

26.1 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law; or the Association may invoke disciplinary action referred to in Division 3.

Division 3 Accountability action

27 Grounds for taking disciplinary action

27.1 The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member:

(a) has failed to comply with these Rules;

(b) refuses to support the purposes of the Association; or

(c) has engaged in conduct prejudicial to the Association.

28 Accountability Committee

28.1 If Council is satisfied that there are sufficient grounds for taking disciplinary action against a Member, Council must appoint an Accountability Committee of no fewer than five people to hear the matter and determine what action, if any, to take against the Member.

28.2 The members of the Accountability Committee:

(a) may be Council Members, Members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the Member concerned.

29 Notice to Member

29.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:

(a) stating that the Association proposes to take disciplinary action against the Member;

(b) stating the grounds for the proposed disciplinary action;

(c) specifying the date, place and time of the meeting at which the Accountability Committee intends to consider the disciplinary action (the Accountability Meeting);

(d) advising the Member that he or she may do one or both of the following:

i attend the Accountability Meeting and address the Accountability Committee at that meeting;

ii give a written statement to the Accountability Committee at any time before the Accountability Meeting; and

(e) setting out the Member's appeal rights under rule 31.

29.2 The notice must be given no earlier than twenty-eight days, and no later than fourteen days, before the Accountability Meeting is held.

30 Decision of Accountability Committee

30.1 At the Accountability Meeting, the Accountability Committee must:

(a) give the Member an opportunity to be heard personally or through a representative or both; and

(b) consider any written statement submitted by the Member.

30.2 After complying with rule 30.1, the Accountability Committee may:

(a) take no further action against the Member; or

(b) subject to rule 30.3:

i reprimand the Member;

ii suspend the membership rights of the Member for a specified period; or

iii expel the Member from the Association.

30.3 The Accountability Committee may not fine the Member.

30.4 The suspension of membership rights or the expulsion of a Member by the Accountability Committee under this rule 30 takes effect immediately after the vote is passed.

30.5 No Member shall have any right of action against any of the Council Members, Council or the Association in respect of any decision to exclude or suspend the Member from membership.

30.6 Council may end the suspension of a Member or reinstate an expelled Member on such terms as Council in its absolute discretion resolves, including (without limitation) subject to a requirement that all amounts due but unpaid by the suspended or expelled Member are paid.

31 Appeal rights

31.1 A person whose membership rights have been suspended or who has been expelled from the Association under rule 30 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

31.2 The notice must be in writing and given to:

(a) the Accountability Committee immediately after the vote to suspend or expel the person is taken; or

(b) the Secretary as soon as practicable but not later than five business days after the vote.

31.3 If a person has given notice under rule 31.2, an Accountability Appeal Meeting must be convened by Council as soon as practicable, but in any event not later than twenty-one days, after the notice is received.

31.4 Notice of the Accountability Appeal Meeting must be given to each Member Entitled to Vote as soon as practicable and must:

(a) specify the date, time and place of the meeting; and

(b) state:

i the name of the person against whom the disciplinary action has been taken;

ii the grounds for taking that action; and

iii that at the Accountability Appeal Meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

32 Conduct of Accountability Appeal Meeting

32.1 At an Accountability Appeal Meeting:

(a) the quorum will be in accordance with rule 39 for the quorum at General Meetings;

(b) no business other than the question of the appeal may be conducted;

(c) Council must state the grounds for suspending or expelling the Member and the reasons for taking that action; and

(d) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

32.2 After complying with rule 32.1, the Members Entitled to Vote and present must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

32.3 A Member may not vote by proxy at the meeting.

32.4 The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

PART 4 GENERAL MEETINGS of the ASSOCIATION

33 Annual General Meetings

33.1 Council must convene an annual General Meeting of the Association to be held within five months after the end of each Financial Year.

33.2 Despite rule 33.1, the Association may hold its first annual General Meeting at any time within eighteen months after its incorporation.

33.3 Council may determine the date, time and place of the annual General Meeting.

33.4 The ordinary business of the annual General Meeting is to:

(a) confirm the minutes of the previous annual General Meeting and of any special General Meeting held since then;

(b) receive and consider:

i the annual report of Council on the activities of the Association during the preceding Financial Year;

ii the financial statements of the Association for the preceding Financial Year submitted by Council in accordance with Part 7 of the Act;

(c) announce the results of the election of Members to Council; and

(d) appoint the Auditor.

33.5 Council or any other Officer may, in their absolute discretion and prior to the date of the annual General Meeting, provide a reminder to Members Entitled to Vote of the ability for Members Entitled to Vote to propose Motions and the timing by which and the form in which those Motions need to be proposed.

33.6 The annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33.7 A Motion as proposed under rule 33.5 must be:

(a) signed by the Member who proposes the Motion;

(b) signed by another Member Entitled To Vote as a seconder to the proposed Motion; and

(c) submitted prior to the circulation of the notice of the meeting.

33.8 Council will, in its absolute discretion, determine whether to put a Motion proposed by any voting Member at the annual General Meeting.

33.9 No business other than that set out in the notice under rule 36 may be conducted at the meeting.

34 Special General Meetings

34.1 Any General Meeting of the Association, other than an annual General Meeting or an Accountability Appeal Meeting, is a special General Meeting.

34.2 Council may convene a special General Meeting whenever it thinks fit.

34.3 No business other than that set out in the notice under rule 36 may be conducted at the meeting.

35 Special General Meeting held at request of Members

35.1 Council must convene a special General Meeting if a request to do so is made in accordance with rule 35.2 by at least twenty-five of the total number of Members.

35.2 A request for a special General Meeting must:

(a) be in writing;

(b) state the business to be considered at the meeting and any resolutions to be proposed;

(c) include the names and signatures of the Members requesting the meeting; and

(d) be given to the Secretary.

35.3 If Council does not convene a special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special General Meeting.

35.4 A special General Meeting convened by Members under rule 35.3:

(a) must be held within three months after the date on which the original request was made; and

(b) may only consider the business stated in that request.

35.5 The Association must reimburse all reasonable expenses incurred by the Members convening a special General Meeting under rule 35.3.

36 Notice of General Meetings

36.1 The Secretary (or, in the case of a special General Meeting convened under rule 35.3, the Members convening the meeting) must give to each Member of the Association at least:

(a) twenty-one days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or

(b) fourteen days' notice of a General Meeting in any other case.

36.2 The notice must:

(a) specify the date, time and place of the meeting and, if the General Meeting is to be held in two or more places, the technology to be used to facilitate this;

(b) indicate the general nature of each item of business to be considered at the meeting;

(c) if a Special Resolution is to be proposed:

i state in full the proposed resolution;

ii state the intention to propose the resolution as a Special Resolution; and

iii provide an explanatory memorandum setting out the arguments for and against the proposals being voted on as a Special Resolution.

36.3 The notice shall be sent to:

(a) all Members:

i at their Member registered address;

ii by email; or

iii by any other means if the Member has requested that the notice be given in that manner; and

(b) the Auditor (in the case of the annual General Meeting).

36.4 The failure or accidental omission to send a notice of a General Meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings or any resolution passed at the General Meeting.

36.5 This rule 36 does not apply to an Accountability Appeal Meeting conducted under rule 32.

37 Chairperson of General Meeting

37.1 Subject to rule 37.2, the President or, in the President's absence, the Chairperson of Council, is the Chairperson for any General Meetings.

37.2 If the President and the Chairperson of Council are both absent, or are unable to preside, the Chairperson of the General Meeting must be:

(a) the Vice-Chairperson of Council;

(b) in the Vice-Chairperson's absence, a Council Member elected by the other Members who are present; or

(c) in the absence of a Council Member, a Member elected by the other Members who are present.

37.3 If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.

37.4 The Chairperson will have a casting vote in addition to the Chairperson's votes as a Member or as a Council Member.

38 Use of technology

38.1 A Member not physically present at a General Meeting may, if permitted by Council to do so, elect to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

38.2 A Member participating in a General Meeting as permitted under rule 38.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

39 Quorum at General Meetings

39.1 No business may be conducted at a General Meeting unless a quorum of Members is present.

39.2 The quorum for a General Meeting is the presence of twenty-five Members Entitled to Vote.

39.3 If a quorum is not present within thirty minutes after the notified commencement time of a General Meeting:

(a) in the case of a meeting convened by, or at the request of, Members under rule 35, the meeting must be dissolved;

(b) in any other case:

i the meeting must be adjourned to a date not more than twenty-one days after the adjournment; and

ii notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.

39.4 If a quorum is not present within thirty minutes after the time to which a General Meeting has been adjourned under rule 39.3(b), the Members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

40 Offensive material

40.1 A Member may be refused admission to, or required to leave and not return to, a General Meeting if the Member:

(a) refuses to permit examination of any article in the Member's possession; or

(b) is in possession of any:

i electronic or recording device;

ii placard or banner; or

iii other article,

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

41 Postponement, adjournment or cancellation of a General Meeting

41.1 Council may postpone, adjourn or cancel any General Meeting whenever it thinks fit, and in its absolute discretion (other than a meeting called as the result of a request under rule 35).

41.2 Council must give notice of the postponement, adjournment or cancellation of a General Meeting in accordance with rule 36.

41.3 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

41.4 Without limiting rule 41.3, a meeting may be adjourned:

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the Members more time to consider an item of business.

41.5 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

41.6 Notice of the adjournment of a meeting under this rule 41 is not required unless the meeting is adjourned for fourteen days or more, in which case notice of the meeting must be given in accordance with rule 36.

42 Voting at General Meeting

42.1 On any question arising at a General Meeting:

(a) subject to rule 42.4, each Member Entitled to Vote has one vote;

(b) Members may vote in person or remotely by use of technology if permitted by Council to do so pursuant to rule 38.1; and

(c) except in the case of a Special Resolution, the question must be decided on a majority of votes.

42.2 A Member may not vote by proxy at the meeting.

42.3 If votes are equal on a question, the Chairperson has a second or casting vote.

42.4 If the question is whether to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

42.5 This rule 42 does not apply to a vote at an Accountability Appeal Meeting conducted under rule 32.

43 Determining whether resolution passed

43.1 Subject to rule 43.2, the Chairperson may, on the basis of a show of hands or remote voting, declare that a resolution has been:

(a) passed;

(b) passed unanimously;

(c) passed by a particular majority; or

(d) lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

43.2 If a poll (where votes are cast in writing) is demanded by three or more Members at the meeting on any question:

(a) the poll must be taken at the meeting in the manner determined by the Chairperson and include remote voting;

(b) the Chairperson must declare the result of the resolution on the basis of the poll; but

(c) where the issue requires that it be determined as a Special Resolution the poll will be taken at a subsequent General Meeting in a manner determined by the Chairperson.

43.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

43.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

44 Minutes of General Meeting

44.1 Council must ensure that minutes are taken and kept of each General Meeting.

44.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

44.3 In addition, the minutes of each annual General Meeting must include:

(a) the names of the Members attending the meeting;

(b) the financial statements submitted to the Members in accordance with rule 33.4(b)ii;

(c) the certificate signed by two Council Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(d) any audited accounts and Auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 COUNCIL

Division 1 Powers of Council

45 Role and powers

45.1 The business of the Association must be managed by or under the direction of a Council.

45.2 Council may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the Members.

45.3 Council may:

(a) establish committees consisting of members with terms of reference it considers appropriate;

(b) establish regulations for the governance and management of the Association and, if applicable, in accordance with any regulatory authority standards, as determined by Council;

(c) exercise all the powers of the Association as set out in rule 5;

(d) by resolution appoint, elect or (where applicable) employ the following Officers:

i a President;

ii a Chairperson of Council;

iii a Vice-Chairperson of Council;

iv a CEO/Head of College;

v a Manager; and

vi a Secretary,

(provided that the CEO/Head of College, and in the event that there is a Manager, the Manager may also be appointed as Secretary), and subject to such terms and conditions and (where applicable) remuneration as Council thinks fit;

(e) by resolution appoint other Officers, including a person as a Council Member in accordance with rule 48.1, subject to such terms and conditions as they think fit;

(f) approve sources of funds in accordance with rule 73;

(g) cause the management of the funds of the Association in accordance with rule 74, and the keeping of written financial records in relation to the business of the Association in accordance with rule 75 and the requirements of the Act;

(h) cause the financial records of the Association to be audited in accordance with the requirements of the Act; and

(i) until otherwise Council provides, delegate to the CEO/Head of College the functions of treasurer as referred to in rule 51.4(b)v.

45.4 Council may, subject to the terms of appointment, at any time suspend, remove, dismiss, revoke or vary any appointment, election or delegation made under this rule 45 or rule 46.

45.5 Council shall, subject to the terms of appointment, disclose to Members:

(a) the respective roles and responsibilities of Council and management; and

(b) those matters expressly reserved to Council and those delegated to management.

45.6 Council shall:

(a) establish a sound risk management framework;

(b) review the risk management framework at least annually to satisfy itself that it continues to be sound;

(c) disclose to Members, in relation to each reporting period, whether such a review has taken place; and

(d) disclose to Members whether the Association has any material exposure to economic, environmental and social sustainability risks, and, if it does, how it manages or intends to manage those risks.

45.7 Council shall:

(a) establish a diversity policy to ensure that Council represents the diversity of the membership of the Association;

(b) set measurable objectives for achieving diversity and assess annually the objectives and progress in achieving these objectives; and

(c) disclose the diversity policy to Members.

45.8 Council shall have and disclose a Council skills matrix setting out the mix of skills and diversity of the members of Council.

46 Delegation

46.1 Council may delegate to a Council Member, a committee or staff, any of its powers and functions other than:

(a) this power of delegation; or

(b) a duty imposed on Council by the Act or any other law.

46.2 The delegation must be in writing and may be subject to the conditions and limitations Council considers appropriate.

46.3 Council may, in writing, revoke a delegation wholly or in part.

47 Appointment by Council of attorneys and agents of the Association

47.1 Council may from time to time by resolution or power of attorney appoint any person to be the attorney or agent of the Association:

(a) for the purposes;

(b) with the powers, authorities and discretions (not exceeding those exercisable by Council under these Rules);

(c) for the period; and

(d) subject to the conditions,

determined by Council.

47.2 An appointment by Council of an attorney or agent of the Association may be made in favour of:

(a) any company;

(b) the members, directors, nominees or managers of any company or firm; or

(c) any body of persons whether nominated directly or indirectly by Council.

47.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as Council thinks fit.

47.4 An attorney or agent appointed under this rule 47 may be authorised by Council to delegate all or any of the powers authorities and discretions for the time being vested in it.

47.5 Council may, subject to the terms of appointment, at any time suspend, remove, dismiss, revoke or vary any appointment made under this rule 47.

Division 2 Composition of Council and duties of Council Members

48 Composition of Council

48.1 Council consists of:

(a) a President;

(b) not more than nine Council Members elected by the Members or co-opted to any casual vacancy by Council, provided that any such co-opted Council Members are Members of the Association;

(c) two nominees of the Vice-Chancellor of The University of Melbourne; and

(d) not more than three Council Members appointed by Council.

48.2 A person may not be a Council Member:

(a) for a position as set out in rule 48.1(b), unless he or she is a Member of the Association at the time of:

i nomination for election to Council;

ii co-option to fill a vacancy; or

(b) for appointment as set out in rule 48.1(a), rule 48.1(c) and rule 48.1(d), unless he or she is a Member of the Association.

48.3 For the avoidance of doubt, a nominee of the Vice-Chancellor of The University of Melbourne is awarded honorary membership of the Association for the duration of their appointment.

48.4 Council Members shall be elected in accordance with rules 58 to 61 and any regulations established by Council for the conduct of elections.

49 Composition of Council for transition to these Rules

49.1 The Council of the Association will be those Council Members, including the President, holding office at the time of adoption of these Rules; and the Council Members, notwithstanding rule 48.1(b) and any other provision of these Rules, shall hold office as Council Members for the balance of the unexpired terms which they had immediately before transition to these Rules.

49.2 At each of the annual General meetings, from and including the adoption of these Rules and until the expiry of the terms of office of the Council Members, and notwithstanding rule 48.1(b), there shall be an election for three Council Members who shall each hold office upon their election as Council Members for three years in accordance with rule 53.1.

50 General duties

50.1 As soon as practicable after being elected or appointed to Council, each Council Member must:

(a) become familiar with these Rules and the Act, the Rules and the Regulations of the Association; and

(b) sign an agreement confirming the terms of their position on Council.

50.2 Council is responsible collectively for ensuring that the Association complies with the Act and that individual Council Members comply with these Rules.

50.3 Council Members must exercise their powers and discharge their duties with reasonable care and diligence.

50.4 Council Members must exercise their powers and discharge their duties:

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

50.5 Current and former Council Members must not make improper use of:

(a) their position; or

(b) information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

50.6 In addition to any duties imposed by these Rules, a Council Member must perform any other duties imposed from time to time by resolution at a General Meeting.

51 Officers

51.1 President

(a) The President shall be a Member of the Association, appointed in accordance with rule 45.3(d)i.

(b) The President shall be a respected and distinguished person and well able to guide the leadership of the Association.

(c) The President will be appointed for a term of three years and may be reappointed for a subsequent term.

(d) In extraordinary circumstances, as determined by Council at the time of appointment, the term of President may be extended for a further term of up to three years, but shall not hold office for more than nine consecutive years.

(e) The Motion to appoint in extraordinary circumstances is passed if a 70% majority of Council Members present at the Council Meeting vote in favour of the Motion.

(f) The President shall be given notice of all Council Meetings and is entitled to attend in person and to vote as a Council Member.

51.2 Chairperson of Council

(a) The Chairperson of Council will be the Chairperson of Council Meetings.

(b) The Chairperson of Council shall be a Council Member and shall be appointed by resolution of Council at the first Council meeting following the annual General Meeting for a term of one year from the time of their appointment or subsequently to fill a casual vacancy until:

i they or their successor are reappointed or appointed at the first Council meeting following the subsequent annual General Meeting, or

ii the time the Chairperson of Council ceases being Chairperson of Council, a Council Member or a Member of the Association, whichever occurs first.

(c) The Chairperson of Council 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.

(d) The Chairperson of Council takes office at the time they are appointed by Council.

51.3 Vice-Chairperson of Council

(a) The Vice-Chairperson of Council will be the Chairperson of Council Meetings if the Chairperson of Council is not present.

(b) The Vice-Chairperson of Council shall be a Council Member and shall be appointed by resolution of Council at the first Council meeting following the annual General Meeting for a term of one year from the time of their appointment or subsequently to fill a casual vacancy until

i they or their successor are reappointed or appointed at the first Council meeting following the subsequent annual General Meeting, or

ii the time the Vice-Chairperson of Council ceases being Vice-Chairperson of Council, a Council Member or a Member of the Association, whichever occurs first.

(c) The Vice-Chairperson of Council 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.

(d) The Vice-Chairperson of Council takes office at the time they are appointed by Council.

51.4 CEO/Head of College

(a) The CEO/Head of College is appointed by Council under rule 45.3(d)iv.

(b) Council delegates authority to the CEO/Head of College to manage the Association on a day-to-day basis, including:

i strategy development, planning and reporting;

ii relationship management;

iii operational management;

iv staff and contractor appointment, management and leadership; and

v the functions of treasurer, including:

a. budget development and implementation;

b. receipt of all moneys paid to or received by the Association and issuance of all receipts for those moneys in the name of the Association;

c. payment of all moneys received in the name of the Association into the account of the Association within ten working days after receipt;

d. authorisation of expenditures or financial commitments according to the Financial Delegations Policy;

e. payments from the Association of funds authorised by Council or by a General Meeting of the Association;

f. the keeping of the financial records of the Association in accordance with the Act;

g. preparation of the financial statements of the Association and their certification by Council prior to their submission to the annual General Meeting of the Association; and

h. ensuring that at least two Council Members have access to the financial records of the Association.

51.5 Manager

(a) The Manager shall perform the following duties:

i manage and organise staff for the efficient provision of services to residents and members;

ii Implement decisions of Council and report to Council on the operation;

iii Make recommendations to Council to further the Graduate Union objectives;

iv Create a safe, comfortable and friendly environment in Graduate House for residents, members and staff;

v Work with the Finance Committee and the accountant to draw up annual budgets and accept responsibility for their achievement;

vi Create good relationships with tertiary education institutions, particularly the University of Melbourne and its affiliated colleges and organisations;

vii Represent the Graduate Union together with Chair of Council at University of Melbourne Heads of College meetings;

viii maintain the buildings and surrounds in good order and repair;

ix Ensure compliance with the Rules and Regulations, the Associations Incorporation Act and other Statutes and Regulations affecting operations; and

x If appointed, fulfil the duties of Secretary.

52 Secretary

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

52.2 The Secretary must:

(a) maintain the Register of Members in accordance with rule 21;

(b) keep custody of the common Seal (if any) of the Association and, except for the financial records referred to in rule 75, all books, documents and securities of the Association in accordance with rules 77 and 80;

(c) subject to the Act and these Rules, provide Members with access to the Register of Members, the minutes of General Meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

52.3 The Secretary must give to the Registrar notice of his or her appointment within fourteen days after the appointment.

53 Tenure of Council Members

53.1 An elected Council Member holds office for a term of three years commencing from the time of the declaration at the annual General Meeting in accordance with rule 61.8, for a term concluding at the annual General Meeting in the third year thereafter.

53.2 A Council Member may be re-elected.

53.3 A Member who has not been declared elected in accordance with rule 61.8 shall not be eligible to be co-opted in accordance with rule 48.1(b) or to be appointed in accordance with rule 48.1(d) thereafter for at least three years.

53.4 A Council Member elected, co-opted or appointed to Council may serve a maximum tenure of:

(a) nine consecutive years not including a term filled by a casual vacancy of less than one year, and shall not be eligible to stand for election or to be co-opted in accordance with rule 48.1(b) or to be appointed in accordance with rule 48.1(d) thereafter for at least three years. For the avoidance of doubt, this rule shall operate retrospectively and shall apply to and include all terms served by Council Members prior to the commencement of the operation of these Rules on the 12th June 2014; and

(b) twelve non-consecutive years and shall not be eligible to stand for election or to be co-opted in accordance with rule 48.1(b) or to be appointed in accordance with 48.1(d) thereafter.

53.5 A Council Member co-opted by Council in accordance with rule 48.1(b) may hold office for a term to be determined by Council and, in any case, for a maximum term of up to two consecutive years to serve the balance of the tenure created by the vacancy, and his or her office will thereafter be declared vacant for nomination and election.

53.6 A Council Member appointed by Council in accordance with rule 48.1(d) may serve for a period of up to one year, with the option of appointment for a further one year.

53.7 A Council Member appointed through nomination by the Vice-Chancellor of The University of Melbourne in accordance with rule 48.1(c) shall serve a term of three years and be eligible for a further two terms if supported by a majority of Council Members.

53.8 Co-opted Council Members filling vacancies and Council Members otherwise appointed to Council shall have all rights as Council Members.

53.9 If the conduct or position of any Council Member is such that continuance in office appears to the majority of Council Members to be prejudicial to the interests of the Association, a majority of Council Members at a meeting of Council specifically called for that purpose may suspend that Council Member.

53.10 Within fourteen days of the suspension of a Council Member in accordance with rule 53.9, Council must call a General Meeting at which the Members may either confirm the suspension and resolve to remove the Member from office, or annul the suspension and resolve to reinstate the Member on Council.

53.11 A General Meeting of the Association may:

(a) by Special Resolution and in relation to the Council Member suspended under rule 53.9, remove the Council Member from office or reinstate the Member on Council; and

(b) in the event of a Special Resolution under rule 53.11(a) to remove a Council Member from office, elect an eligible Member of the Association to fill the vacant position in accordance with this Division.

53.12 A Member who is the subject of a proposed Special Resolution under rule 53.11(a) may make representations in writing to the Secretary, Chairperson of Council or the President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

53.13 The Secretary, Chairperson of Council or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

54 Validity of acts of Council Members

54.1 If it is discovered that:

(a) there was a defect in the appointment of a person as a Council Member, or member of a committee of Council; or

(b) a person appointed to one of those positions was disqualified,

all acts of Council or of a Council committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

55 Vacation of office

55.1 The office of a Council Member immediately becomes vacant if the Council Member:

(a) ceases to be a Member of the Association;

(b) fails to attend three consecutive Council Meetings (other than special or urgent Council Meetings) without leave of absence under rule 72;

(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 Council Member upon expiry of their tenure in accordance with rule 53.1 or their maximum tenure expires in accordance with rule 53;

(g) is removed by a resolution of the Association; or

(h) otherwise ceases to be a Council Member by operation of section 78 of the Act.

56 Filling vacated or other positions of office on Council

56.1 Subject to rule 48.1, Council may appoint an eligible Member of the Association as a Council Member:

(a) by co-option no less than three months prior to the next annual General Meeting to fill a position, as set out in rule 48.1(b), that:

i has become vacant under rule 55;

ii was not filled by election at the time of the last annual General Meeting; or

(b) as an addition to the existing Council Members, as set out in rule 48.1(d).

56.2 If the position of Secretary becomes vacant, Council must appoint a person to the position within fourteen days after the vacancy arises.

56.3 Rule 53 applies to any Council Member appointed by Council under rule 56.1.

56.4 Council may continue to act despite any vacancy in its membership.

56.5 If the number of Council Members is not sufficient to constitute a quorum at a Council Meeting, Council may act only to:

(a) co-opt a Council Member; or

(b) call a General Meeting.

Division 3 Nomination and election of Members to Council

57 Eligibility to be a Council Member

57.1 A Member of the Association is eligible to be a Council Member if the Member is:

(a) eighteen years or over;

(b) entitled to vote at a General Meeting;

(c) not prohibited by the Corporations Act 2001 from holding any office or continuing as a director; and

(d) not disqualified from holding any office by any statutory authority.

57.2 A Member of the Association is not eligible to be elected as a Council Member under rule 48.1(b) unless the Member has submitted to the Returning Officer a nomination form together with such supporting documentation as may be required by Council.

58 Returning Officer

58.1 Council shall appoint a Returning Officer to be responsible for the conduct of each election of Council Members.

59 Positions to be declared vacant

59.1 This rule 59 applies to the time at which the notice of elections to Council is distributed to Members of the Association.

59.2 The Returning Officer must inform Members of the positions on Council which are vacant and hold elections for those positions in accordance with rules 60 and 61.

60 Nominations for elections to Council

60.1 The process for nominating a Member for election to Council is as determined and advised to Members by Council.

60.2 If there is a vacancy on Council, the Returning Officer shall give notice of elections to all Members Entitled to Vote.

60.3 Notice of elections will be given at least three months prior to the annual General Meeting and include a call for nominations for election to Council and the closing date for nominations.

60.4 An eligible Member of the Association may:

(a) nominate himself or herself; or

(b) be nominated by two other eligible Members.

60.5 The nomination form:

(a) will be in a form prescribed by Council;

(b) must be signed by the nominated Member; and

(c) must be signed by two Members Entitled to Vote proposing the nominated Member as a candidate for the office of Council Member.

60.6 A nomination form given in accordance with rule 57.2 and rule 60.5 must be submitted to the Returning Officer before the closing date for nominations.

60.7 The Returning Officer shall close nominations at a time to be determined by Council.

60.8 Where the number of nominations does not exceed the number of vacant positions available, the nominees will be deemed to be elected as Council Members.

60.9 Where the number of nominations exceeds the number of vacant positions, a ballot must be held in accordance with rule 61.

61 Ballot

61.1 The election must be by secret ballot, provided through a reputable and secure outsourced electronic voting service.

61.2 The Returning Officer must cause a notice to be provided to all Members Entitled to Vote not less than twenty-eight days before the Annual General Meeting.

61.3 The electronic form of the notice to be provided in rule 61.2 shall include:

(a) the names of the candidates for the election and other details as specified by Council;

(b) an online voting portal for Members Entitled to Vote to cast their ballot;

(c) the time and date of the closure of the ballot;

(d) the method by which the vote is to be completed; and

(e) any other electronic documents as required by any regulations established by Council for the conduct of elections.

61.4 During a two-year transitionary period (election 2025 and election 2026), Members Entitled to Vote may cast their ballot using either the electronic voting service or a paper-based ballot,

with both methods being facilitated by the Returning Officer. The Returning Officer shall aggregate both methods of voting when determining the outcome of the election.

61.5 During the transitionary period, the Rules for the administration of the paper-based ballot will be as outlined in Rule 61 of the Rules of the Association amended 30 May 2024.

61.6 Where a vote is required under rule 61.1, Members Entitled to Vote must submit their vote to the Returning Officer at least seven days before the Annual General Meeting.

61.7 The counting of the votes shall be in accordance with any regulations established by Council for the conduct of elections.

61.8 Electronic returns that do not comply with the method by which the vote is to be completed are not to be counted.

61.9 Each electronic return in which a preference has been indicated for the name of a candidate counts as one vote for that candidate.

61.10 The Returning Officer must declare elected the candidate(s) who received the most votes, announcing the results at the next Annual General Meeting.

61.11 If the Returning Officer is unable to declare the result of an election under rule 61.8 because two or more candidates received the same number of votes, the Returning Officer must decide by lot in the presence of at least two witnesses other than candidates, which of them is to be elected.

Division 4 Council Meetings

62 Council Meetings

62.1 Council must meet at least four times in each year at the dates, times and places determined by Council.

62.2 The date, time and place of the first Council Meeting must be determined by Council Members as soon as practicable after the annual General Meeting of the Association at which the Council Members were elected.

62.3 Special Council Meetings may be convened by the President, the Chairperson of Council or by any four Council Members.

63 Notice of Council Meetings

63.1 Notice of each Council Meeting must be given to each Council Member no later than seven days before the date of the meeting.

63.2 Notice may be given of more than one Council Meeting at the same time.

63.3 The notice must state the date, time and place of the Council Meeting.

63.4 If a special Council Meeting is convened, the notice must include the general nature of the business to be conducted.

63.5 The only business that may be conducted at the Council Meeting is the business for which the Council Meeting is convened, and any other business accepted by the Chairperson of Council.

64 Urgent Council Meetings

64.1 In cases of urgency, a Council Meeting may be called by the President and the Chairperson of Council without notice being given in accordance with rule 63 provided that as much notice as practicable is given to each Council Member by the quickest means practicable

64.2 Any resolution made at the Council Meeting convened in accordance with rule 64.1 must be passed by an Absolute Majority of Council.

64.3 The only business that may be conducted at an urgent Council Meeting convened in accordance with rule 64.1is the business for which the Council Meeting is convened.

65 Procedure and order of business

65.1 The procedure to be followed at a Council Meeting must be determined from time to time by Council.

65.2 The order of business may be determined by the Council Members present at the Council Meeting.

66 Use of technology

66.1 A Council Member who is not physically present at a Council Meeting may participate in the Council Meeting by the use of technology that allows that Council Member and the Council Members present in person at the meeting to clearly and simultaneously communicate with each other.

66.2 For the purposes of this Part, a Council Member participating in a Council Meeting as permitted under rule 66.1 is taken to be present at the Council Meeting and, if the Council Member votes at the Council Meeting, is taken to have voted in person.

67 Quorum

67.1 No business may be conducted at a Council Meeting unless a quorum is present.

67.2 The quorum for a Council meeting is the presence (in person or as allowed under rule 66) of a majority of the Council members holding office, five of whom are Council Members elected in accordance with rule 48.1(b).

67.3 If a quorum is not present within thirty minutes after the notified commencement time of a Council Meeting:

(a) in the case of a special Council Meeting, the Council Meeting lapses; and

(b) in any other case, the Council Meeting must be adjourned to a date no later than fourteen days after the adjournment and notice of the time, date and place to which the Council Meeting is adjourned must be given in accordance with rule 63.

68 Voting

68.1 On any question arising at a Council Meeting, each Council Member present at the Council Meeting has one vote.

68.2 A Motion is passed if a majority of Council Members present at the Council Meeting vote in favour of the Motion.

68.3 Rule 68.2 does not apply to any Motion or question which is required by these Rules to be passed by an Absolute Majority of Council.

68.4 If votes are divided equally on a question, the Chairperson of the Council Meeting has a second or casting vote.

68.5 Voting by proxy is not permitted.

69 Conflict of interest

69.1 A Council Member who has a material personal interest in a matter being considered at a Council Meeting:

(a) must disclose the nature and extent of that interest to Council and Council shall decide the procedure that shall be adopted in respect of such conflict; and

(b) must disclose the nature and extent of his or her interest in the matter at the next General Meeting.

69.2 Rule 69.1 does not apply to a material personal interest that:

(a) exists only because the Council Member belongs to a class of persons for whose benefit the Association is established; or

(b) the Council Member has in common with all, or a substantial proportion of, the Members of the Association.

70 Written resolutions of Council

70.1 Council may pass a resolution without a Council Meeting being held if:

(a) all the Council Members receive a notice of the proposed resolution by facsimile, electronic transmission or otherwise; and

(b) a majority of the Council Members entitled to vote on the proposed resolution assent to a document containing a statement that they are in favour of the proposed resolution set out in the document.

70.2 Separate copies of the document referred to in rule 70.1 may be used for assenting by Council if the wording of the proposed resolution and the statement is identical in each copy.

70.3 A resolution under rule 70.1 is passed on the day on which and at the time at which the document was approved by a majority of Council Members and the document has effect as a minute of the resolution and should be recorded as if a Council Meeting has occurred.

70.4 This rule 70 applies to meetings of committees of Council in accordance with rule 45.3(a) as if all committee members were Council Members.

71 Minutes of meeting

71.1 Council must ensure that minutes are taken and kept of each Council Meeting.

71.2 The minutes must record the following:

(a) the names of the Council Members in attendance at the Council Meeting;

(b) the business considered at the Council Meeting;

(c) any resolution on which a vote is taken and the result of the vote; and

(d) any material personal interest disclosed under rule 69.

72 Leave of absence

72.1 Council may grant a Council Member leave of absence from Council Meetings for a period not exceeding three months.

72.2 Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Council Member to seek leave of absence in advance.

PART 6 FINANCIAL MATTERS

73 Source of funds

73.1 In addition to the payment of annual subscriptions, as provided under these Rules, and income derived from business conducted under the name *Graduate House*, Council may raise funds for the Association by raising money for and on behalf of the Association in such manner as it thinks fit, including the soliciting of donations and the borrowing of money either from its Members or other persons or organisations and on the security of the Association's assets or any of them or without giving security.

74 Management of funds

74.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited.

74.2 Subject to any restrictions imposed by a General Meeting of the Association, Council may approve expenditure on behalf of the Association.

74.3 Council may authorise expenditure of funds on behalf of the Association (including by electronic funds transfer) up to a specified limit, in accordance with the Financial Delegations Policy, without requiring approval from Council for each item on which the funds are expended.

74.4 All cheques, electronic funds transfers, bills of exchange, promissory notes and other negotiable instruments must be signed in accordance with the Financial Delegations Policy, in which is set the requirements for authorisations and signatures.

74.5 All funds of the Association must be deposited into the financial account of the Association no later than ten working days after receipt.

74.6 With the approval of Council, a cash float may be maintained provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

75 Financial records

75.1 The Association must keep financial records that:

(a) correctly record and explain its transactions, financial position and performance; and

(b) enable financial statements to be prepared as required by the Act.

75.2 The Association must retain the financial records for seven years after the transactions covered by the records are completed.

75.3 The CEO/Head of College must keep in his or her custody, or under his or her control:

(a) the financial records for the current Financial Year; and

(b) any other financial records as authorised by Council.

76 Financial statements

76.1 For each Financial Year, Council must ensure that the requirements under the Act relating to the financial statements of the Association are met.

76.2 Without limiting rule 76.1, those requirements include:

(a) the preparation of the financial statements;

(b) the auditing of the financial statements;

(c) the certification of the financial statements by Council;

(d) the submission of the financial statements to the annual General Meeting of the Association; and

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 GENERAL MATTERS

77 Common Seal

77.1 The Association may have a common Seal.

77.2 If the Association has a common Seal:

(a) the name of the Association must appear in legible characters on the common Seal;

(b) a document may only be sealed with the common Seal by the authority of Council and the sealing must be witnessed by the signatures of two Council Members; and

(c) the common Seal must be kept in the custody of the Secretary.

78 Registered address

78.1 The registered address of the Association is:

(a) the address determined from time to time by resolution of Council; or

(b) if Council has not determined an address to be the registered address, the postal address of the Secretary.

79 Notice requirements

79.1 Any notice required to be given to a Member under these Rules may be given by:

(a) handing the notice to the Member in person;

(b) sending it by post to the Member at the address recorded for the Member on the Register of Members; or

(c) email or facsimile transmission.

79.2 Rule 79.1 does not apply to notice given under:

(a) rule 60 and 61, where, for the avoidance of doubt, rule 79.1(a) and rule 79.1(b) apply, but not rule 79.1(c); and

(b) rule 64.

79.3 Any notice required to be given to the Association or Council may be given by:

(a) handing the notice to a Council Member;

(b) sending the notice by post to the registered address;

(c) leaving the notice at the registered address; or

(d) if Council determines that it is appropriate in the circumstances:

i email to the email address of the Association or the Secretary; or

ii facsimile transmission to the facsimile number of the Association.

80 Custody and inspection of books and records

80.1 Members may on request inspect free of charge:

(a) the Register of Members;

(b) the minutes of General Meetings; and

(c) subject to rule 80.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Council Meetings.

80.2 Council may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

80.3 Council must on request make copies of these rules available to Members and applicants for membership free of charge.

80.4 Subject to rule 80.2, a Member may request a copy of any of the other records of the Association referred to in this rule 80 and the Association may charge a reasonable fee for provision of a copy of such a record.

80.5 For purposes of this rule 80, the term ***relevant documents*** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

(a) its membership records;

(b) its financial statements;

(c) its financial records; and

(d) records and documents relating to transactions, dealings, business or property of the Association.

81 Winding up

81.1 The Association may be wound up voluntarily by Special Resolution.

81.2 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to The University of Melbourne or some other institution or institutions within the State of Victoria having purposes similar in whole or in part to the purposes of The University of Melbourne or of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on this Association under and by virtue of rule 6 hereof such institution or institutions to be determined by the Members of the Association in General Meeting at or before the time of dissolution and in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

82 Indemnity

82.1 To the extent permitted by law the Association indemnifies each of its Officers against any liability incurred in good faith by the Officer in the course of performing his or her duties as an Officer.

83 Alteration of Rules

83.1 These Rules may only be altered by Special Resolution of a General Meeting of the Association.

These rules were adopted by Members of The Graduate Union of The University of Melbourne Incorporated at the annual General Meeting of Members, 29th May 2014 and approved by the Registrar of Incorporated Associations, Consumer Affairs, Victoria on the 12th June 2014.

Amended: 31st March 2015 at a special General Meeting of Members.
Amended: 26th May 2016 at an annual General Meeting of Members.
Amended: 31st May 2018 at an annual General Meeting of Members.
Amended: 21st August 2018 in accordance with 20th August 2018 correspondence from Consumer Affairs.
Amended: 30th May 2019 at an annual General Meeting of Members.
Amended: 27th August 2020 at an annual General Meeting of Members.
Amended: 16 May 2023 at an Annual General Meeting of Members.
Amended: 30 May 2024 at an Annual General Meeting of Members.
Amended: 13 Mar 2025 at a Special General Meeting of Members.