



MONASH University

Club

THE MONASH UNIVERSITY CLUB INCORPORATED

CONSTITUTION

| <i>Approved at AGM</i> | <i>Lodged with Justice Dept</i> |
|---------------------------------|---------------------------------|
| 24 th of March, 1994 | |
| 26 th of March, 1998 | |
| 25 th of March, 1999 | |
| 29 th March, 2007 | |
| 27 th March, 2008 | |
| 26 th March, 2009 | Delayed until EGM |
| 29 th July, 2009 | 29 July 2009 |

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NAME

1. The name of the Club, which is incorporated under the Associations Incorporation Act 1981, is 'The Monash University Club Incorporated' (hereafter referred to as 'the Club').

INTERPRETATION

2. Interpretation of terms used.
 - 2.1 In the Constitution:

'member' refers to a member of the Club in any of the categories of membership specified in clauses 4,5,6,7, and 9;

'Committee' refers to the Committee of Management of the Club;

'ordinary member of the Committee' refers to a member of the Committee who is not an executive officer under clause 24;

'general meeting' refers to a general meeting of members convened in accordance with clauses 38 or 43;
 - 2.2 Words or expressions contained in the Constitution shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 as in force from time to time.
 - 2.3 In the event of any inconsistency between the Constitution and the Act the provisions of the Act shall obtain.

OBJECTS

3. The objects of the Club are:
 - 3.1 to foster and maintain contacts and the exchange of ideas amongst the staff and future potential staff of Monash University (hereafter referred to as 'the University');
 - 3.2 to provide facilities for staff of other universities and kindred organisations while they are working at the University;
 - 3.3 to maintain and manage a Club house at the University for members and to accumulate and spend capital on the extension and development of the Club house with the aim of improving facilities for members;
 - 3.4 to apply for, obtain, hold, and renew registration as a club within the meaning of the Liquor Control Act 1987 and any other permit or privilege under that Act to enable the Club to fulfil its functions.

ORDINARY MEMBERS

4. Classes of Membership.

Subject to clauses 13, 14, and 15, persons in the following categories are qualified to

become ordinary members:

- 4.1 the Chancellor of the University and former Chancellors, the Vice Chancellor of the University and former Vice Chancellors, and the current members of the University Council;
- 4.2 full-time and part-time members of the University staff;
- 4.3 graduates pursuing an approved course for a postgraduate degree;
- 4.4 persons who are alumni and are eligible to be members of the Monash Alumni Association;
- 4.5 persons who are closely associated with the work of the University and who are deemed eligible by the Committee;
- 4.6 spouses and de facto spouses of ordinary members.
- 4.7 A person admitted to membership under any rules previously in force and who retains the qualification for membership under those rules shall continue to be eligible for membership.
- 4.8 No salaried employees of the Club (other than the Club Manager, who is an honorary member) may become members during the period of their employment in the Club.

HONORARY LIFE MEMBERS

5. Any person who has shown marked interest in the Club or in the work of the University and whom the Club member's desire to honour may be invited to become an honorary life member by the decision of a general meeting of members, on the recommendation of the Committee.

TEMPORARY MEMBERS

6. Visitors to the University who are members of staff of other universities or kindred organisations who are engaged in teaching, academic research, or administration and whose association with the University is for a period of more than twenty-eight days and less than a year may be admitted to temporary membership for this period.

TEMPORARY HONORARY MEMBERS

7. The Committee may elect as a temporary honorary member any visitor who is a member of staff of a university or kindred institution who is engaged in teaching, research, or administration, or who is interested in university affairs, and who is in the opinion of an absolute majority of the Committee an appropriate person to be elected to such membership. Honorary members elected under this clause may be elected for a period not exceeding twenty-eight days.

CONTINUING MEMBERS

8. The Committee may translate any person who because of altered status would otherwise

cease to be a member to become a Continuing member for such period as the Committee thinks fit. A Continuing member shall pay an annual subscription at a rate determined by the Committee.

AGE LIMITATION

9. No person under eighteen years of age shall be admitted as a member.

RECIPROCAL PRIVILEGES

10. The Committee may extend the privileges of membership (but not the rights of ordinary members as defined in sub-clause 11.2) to current members of staff clubs of other Australian universities and kindred institutions, provided that such persons would qualify for membership of the Club were they associated with Monash University.

PRIVILEGES AND RIGHTS OF ORDINARY MEMBERS

11. Conditions relating to Ordinary members.
- 11.1 Ordinary members may use the Club premises and facilities in accordance with such by-laws under clause 29 as may from time to time be in force.
 - 11.2 Ordinary members shall be qualified as of right:
 - 11.3 to be executive officers or members of the Committee,
 - 11.4 to vote as members of the Club at general elections;
 - 11.5 to propose and second candidates for membership and office.

PRIVILEGES OF HONORARY LIFE, TEMPORARY, TEMPORARY HONORARY, AND CONTINUING MEMBERS

12. Honorary life, temporary, temporary honorary, and continuing, members shall be entitled to the privileges of ordinary members, but not to the rights of ordinary members as specified in sub-clause 11.2.

ADMISSION OF NEW MEMBERS

13. Concerning new members.
- 13.1 The election of members shall be by the Committee at a meeting or meetings duly convened, and for the purpose of such election the Committee shall be an election Committee.
 - 13.2 The procedure of election of members shall be in accordance with clause 15.
 - 13.3 The number of those to be elected to membership shall be determined from time to time by the Committee in the light of the existing membership numbers and facilities available.

- 13.4 The Committee shall ensure that at no time shall the number of ordinary members be less than 60% of the total membership.

PROPOSAL OF CANDIDATES

14. Application for membership shall be on a form provided by the Club, and be delivered to the Secretary. The candidate shall sign the application form, giving all particulars required by the Club and an undertaking to be bound by the Constitution and by-laws of the Club if elected.

ORDER OF ELECTION

15. When the Committee determines that new members shall be admitted, those candidates who appear to be eligible for membership shall come up for election in the order in which their application forms were received by the Secretary.

SUBSCRIPTION

16. Concerning subscriptions.
- 16.1 The annual subscription for ordinary members shall be determined from time to time by a general meeting of members acting on the recommendation of the Committee, after due notice of motion has been given.
- 16.2 Continuing members shall pay an annual subscription at a rate determined by the Committee.
- 16.3 Honorary members shall not be required to pay any subscription.

PAYMENT OF - SUBSCRIPTION

17. The membership year shall extend from the 1st of July to the 30th of June
- 17.1 On first joining, a member shall pay the appropriate subscription. In the first year of membership a pro-rata subscription according to length of membership in that year may apply.
- 17.2 If any member fails to pay the subscription for the current year before the 30th of September, notice of the non-payment shall be sent to the member by the Secretary and if the subscription be not paid before the 30th of November of that year, the defaulter shall cease to be a member of the Club unless an explanation for such default can be provided to the satisfaction of the Committee, whereupon the defaulter may, upon payment of the subscription and any arrears, continue to be a member of the Club.
- 17.3 No ordinary member or continuing member shall be relieved of the payment of a regular subscription.

RESIGNATION OF MEMBERS

- 18 Any member may resign membership at any time by notifying the Secretary in writing, and on

the date on which the resignation is received by the Secretary such person's membership of the Club shall cease and the person's name shall be removed from the register of members.

DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

19 Discipline, suspension and expulsion of members

- 19.1 Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the University Club, the committee may by resolution--
- (a) suspend that member from membership of the University Club for a specified period; or
 - (b) expel that member from the University Club.
- 19.2 A resolution of the committee under sub-rule (20.1) does not take effect unless—
- (a) at a meeting held in accordance with sub-rule (20.3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the University Club under this rule, the University Club confirms the resolution in accordance with this rule.
- 19.3 A meeting of the committee to confirm or revoke a resolution passed under sub-rule (20.1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (20.4).
- 19.4 For the purposes of giving notice in accordance with sub-rule (20.3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the University Club in general meeting against the resolution.

- 19.5 At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (20.1), the committee must-
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 19.6 If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the University Club in general meeting against the resolution.
- 19.7 If the Secretary receives a notice under sub-rule (20.6), he or she must notify the committee and the committee must convene a general meeting of the University Club to be held within 21 days after the date on which the Secretary received the notice.
- 19.8 At a general meeting of the University Club convened under sub-rule (20.7)--
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 19.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

CESSATION OF MEMBERSHIP FOLLOWING CHANGE OF STATUS

- 20 A member who ceases to have any of the qualifications for membership prescribed in the Constitution or in any rules previously in force shall cease to be a member of the Club.

EFFECT OF CEASING TO BE A MEMBER

- 21 Cessation of membership.
- 21.1 All persons who cease to be members of the Club shall forfeit all rights in and claims upon the Club other than claims for money owed directly by the Club to such former members.
 - 21.2 All persons who cease to be members of the Club and who owe money to the Club shall be liable to settle any accounts or debts owing to the Club immediately upon

ceasing to be a member.

COMMITTEE

- 22 The business and affairs of the Club shall be under the direction of a Committee consisting of:
- 23.1 the President, Vice-President, Secretary, Treasurer, and the immediate Past President of the Club who shall be members of the Committee *ex officio*;
 - 22.1 five ordinary members;
 - 22.2 two representatives of the Vice-Chancellor of the University or of his or her delegate, who shall be members of the Committee *ex officio*;
 - 22.3 not more than two ordinary members who may be co-opted by the Committee to serve without election until the next annual general meeting, in accordance with clause 25.

EXECUTIVE OFFICERS

- 23 The executive officers of the Club shall be the President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by the general body of members.

ELECTION OF EXECUTIVE OFFICERS AND ORDINARY MEMBERS OF THE COMMITTEE

- 24 The executive officers and the five ordinary members of the Committee shall be elected by the general body of ordinary members by ballot. The election shall take place at the annual general meeting of the Club and shall follow the procedures defined in clause 41. All office-holders and ordinary members of the Committee shall retire annually and shall be eligible for re-election.

CASUAL VACANCIES

- 25 The Committee may appoint up to two members to fill the positions left vacant by any executive officer or ordinary Committee member who retires or resigns from office. The member or members so appointed shall remain in office until the date of the next annual general meeting. The Committee may also appoint up to two members to fill casual vacancies which may occur while an executive officer or ordinary Committee member is on leave of absence or by the failure of members to fill such positions by election.

SUB-COMMITTEES

- 26 The Committee may from time to time establish sub-committees for such purposes and with such powers as may be required. Any sub-committee shall comprise at least one Committee member and shall have the power to co-opt other Club members. Such sub-committees shall conduct their business in accordance with the directions of the Committee, and their decisions shall be required to be authorised by the Committee. No sub-committees shall have the power to incur any debts or expenses on behalf of the Club without prior approval from the

Committee.

BY-LAWS

- 27 The Committee may from time to time make, vary, and rescind by-laws regulating the affairs of the Club, but in the event of any inconsistency between any such by-laws and this Constitution, the latter shall prevail. All by-laws made by the Committee under this clause shall be binding on Club members until repealed by the Committee or set aside by resolution of a general meeting of the Club.

COMMITTEE MEETINGS

- 28 Concerning meetings of the Committee.
- 28.1 The President (or in the absence of the President, the Vice-President) shall act as Chairperson of the Committee and shall have a deliberative vote and in addition a casting vote whenever there would otherwise be an equality of votes.
- 28.2 The Secretary shall convene at least one ordinary Committee meeting in every quarter of the year. Five members of the Committee shall form a quorum. Minutes of all resolutions and proceedings of such meetings shall be recorded and retained on file.
- 28.3 At the request of any three members of the Committee the Secretary shall convene a special meeting of the Committee to take place within three weeks of receipt of the request.
- 28.4 Minutes of committee meetings shall be recorded and retained on file.

NON-ATTENDANCE AT COMMITTEE MEETINGS

- 29 Any member of the Committee who fails to attend three consecutive Committee meetings shall cease to be a member of the Committee unless an explanation is given which the Committee deems satisfactory.

FINANCE

- 30 The Committee shall control and be responsible for the finances of the Club. All disbursements of money other than petty cash (which shall be kept on the imprest system) shall be by cheque on the Club's bankers, signed by the Treasurer and the Secretary, or in their absence by any one or two members authorised by the Committee to sign cheques on behalf of the Club. Any member of the Committee who enters into any contract on behalf of the Club without the authority of the Committee shall be personally liable for any debts thereby incurred.

INVESTMENT OF MONEYS

- 31 The Committee may from time to time invest any moneys of the Club in any authorised trustee investment.

DUTIES OF SECRETARY

- 32 The Secretary (or in the absence of the Secretary, another member of the Committee specifically appointed by the Committee to act as deputy Secretary) shall:
- 32.1 convene all general meetings of Club members and meetings of the Committee;
 - 32.2 attend all such meetings and take minutes of all the proceedings including a record of voting at any election;
 - 32.3 ensure that a register of members is kept;
 - 32.4 correspond with members and others (or authorise the Club Manager so to correspond) on all matters connected with the Club except those which are under the control of the Treasurer and those requiring the direct authority of the Committee;
 - 32.5 keep custody of the Common Seal of the Club.

DUTIES OF TREASURER

- 33 The Treasurer shall:
- 33.1 arrange for the collection and banking intact of receipts and for the payment of all expenses sanctioned by the Committee;
 - 33.2 keep or cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature;
 - 33.3 submit financial statements to the Committee;
 - 33.4 make up and balance the accounts to the 31st of December of each year, prepare the income and expenditure statement and the annual balance sheet, and submit the accounts, statements, and balance sheet to the auditors before the annual general meeting;
 - 33.5 present to the annual general meeting the audited annual balance sheet and income and expenditure statement.

GENERAL MANAGER

- 34 The Committee may appoint a General Manager to superintend the operations of the Club and may delegate to the General Manager any responsibilities and powers not otherwise reserved according to the Constitution to the Committee or the executive officers. The General Manager shall be responsible directly to the Committee.

AUDITORS

- 35 Two qualified accountants or a duly qualified and reputable firm of accountants, who are not members of the Committee or of any sub-committee, shall be appointed at the annual general meeting of the Club to audit the accounts and financial statements for the ensuing year and report to the members at the next annual general meeting.

BORROWING POWERS

36 The Committee shall not borrow funds on behalf of the Club from any source other than Monash University unless such borrowing has been authorised by both

- Monash University and
- the explicit resolution of a General Meeting.

Thereupon the Committee shall make all such dispositions of the Club property or any part thereof as the Committee may deem proper for giving security for such loans and interest.

ANNUAL GENERAL MEETING

37 The annual general meeting shall be held in June at a date and time to be fixed by the Committee in order to:

- 37.1 receive from the Committee a report on the affairs of the Club during the previous year;
- 37.2 receive from the Committee the income and expenditure statement and the balance sheet for the past year;
- 37.3 to receive the report of the auditors;
- 37.4 to elect by ballot the President, Vice-President, Secretary and Treasurer for the ensuing year;
- 37.5 to elect by ballot five ordinary members of the Committee;
- 37.6 to appoint two auditors or a reputable firm of accountants;
- 37.7 to decide on any resolution which may be duly submitted to the meeting in accordance with clause 38.

NOTICE OF MOTION

38 Any ordinary member who desires to move a motion at the annual general meeting shall give notice thereof in writing to the Secretary not later than three weeks prior to the annual general meeting.

NOMINATION OF EXECUTIVE OFFICERS AND COMMITTEE MEMBERS

39 Any ordinary member of the Club may nominate any other ordinary member for election to one or more offices or for election to fill a vacancy on the Committee. Such nomination shall be on an official form and shall be received by the Secretary no later than 4 p.m. three weeks prior to the annual general meeting. A list of the offices and vacancies on the Committee, indicating which retiring members of the Committee are seeking re-election, shall be published on the Club's world wide web site by the Secretary and, upon request from a member, sent to the member by electronic mail or paper mail three weeks prior to the annual general meeting.

PROCEDURE FOR ELECTION OF EXECUTIVE OFFICERS AND COMMITTEE MEMBERS

- 40 All executive officers and ordinary members of the Committee shall be elected by ordinary members of the Club by ballot at the Annual General Meeting in accordance with the following rules:
- 40.1 Elections for executive and Committee positions shall be held in the following order: President, Vice-President, Secretary, Treasurer, ordinary members of the Committee. A member may be nominated as a candidate for election to more than one position, but the election of such a member to any position shall immediately invalidate that member's candidature for other positions which are decided subsequently at the same election.
- 40.2 The returning officer for such an election shall be the Club Manager or other person appointed by the Committee. The Committee may also appoint not more than two members to assist the returning officer as tellers. The Committee shall not appoint as returning officer or teller any member who is an elected officer of the Club or a Committee member or a member who is a candidate for office.
- 40.3 Prior to the annual general meeting any member who is entitled to vote may personally obtain from the returning officer a voting paper containing the names of all duly nominated candidates arranged in alphabetical order of surnames with a rectangle printed opposite the name of each candidate, with the names of retiring candidates seeking re-election marked with an asterisk, and with a specification of the method by which the vote shall be signified. Voting shall be by the first-past-the-post system, with members having the right to vote for any number of candidates up to and including the number of vacancies. A member who applies by mail for a voting paper shall clearly state the member's name, membership number, and the means by which the voting paper is to be delivered to the member, and should be signed by the member.
- 40.4 The name of every member who has obtained a voting paper pursuant to sub-clause 40.3 shall be recorded by the returning officer, and no such member shall subsequently be given another voting paper in respect of that election unless the voting paper previously issued has been returned by the member to the returning officer as mutilated or incorrectly completed;
- 40.5 Any member whose name has not been recorded as having obtained a voting paper prior to the annual general meeting shall be given a voting paper on entering the annual general meeting;
- 40.6 All voting papers completed in accordance with sub-clauses 40.3 and 40.4, together with all voting papers completed at the annual general meeting and lodged before the Chairperson of such meeting declares the ballot closed, shall be lodged in ballot boxes provided. Votes shall be counted by the returning officer and those members appointed by the Committee to assist the returning officer in accordance with sub-clause 40.2. Each candidate may appoint a scrutineer to be present at the counting of votes. The result of the ballot shall be announced at the meeting or as soon as possible thereafter.

VOTING BY PROXY

41 Any member who wishes to vote by proxy at any general meeting on any motion of which due notice has been given shall obtain from the Secretary an instrument of proxy, acceptance of which shall be recorded by the member's signing of the said instrument in the presence of a Club member or a Justice of the Peace as witness. The member voting by proxy shall lodge the said instrument with the Secretary not less than forty-eight hours before the general meeting to which it relates and not before the circulation of the Notice of Meeting.

41.1 No member shall accept or exercise more than five proxy votes for any one general meeting. A proxy vote given by a member who attends the general meeting to which it relates shall be null and void. A member who is casting a vote pursuant to an instrument or instruments of proxy shall announce the fact when the vote is taken and the Secretary shall check that the total number of votes so cast does not exceed the total number of instruments appointing the member as proxy.

EXTRAORDINARY GENERAL MEETING

42 The Committee may at any time for any special purpose convene an extraordinary general meeting, and it shall do so upon being requested in writing by at least twenty ordinary members. Each member who requests such a meeting shall do so on an official form obtained from the Secretary. An extraordinary general meeting requisitioned under this clause shall be held not later than three weeks after the receipt by the Secretary of twenty of the said requisition forms.

CONVENING OF GENERAL MEETINGS

43 At least fourteen clear days before the annual general meeting or any extraordinary general meeting information concerning the date, time, and place of such a meeting and the business to be transacted shall be conveyed to members.

43.1 No business other than that of which notice has been given, or business arising there from, shall be brought forward at such meeting.

43.2 The report, income and expenditure statement, and balance sheet shall be made available for inspection by members in the Club premises at least fourteen days before the annual general meeting.

43.3 The Club and its officers shall be deemed to have discharged their duty to convey information to members if:

- they display such information prominently in the Club building;
- they send such information in writing by mail to those members who have, at least 14 days before the deadline for any such communication, submitted written requests to receive such communications by mail.
- they send such information electronically to those members who have at least 14 days before the deadline for any such communication, submitted written or emailed requests to receive such communications electronically.
- they advise the staff of the University, by global email, 21 days before any deadline, that such information is to become available.

PROCEEDINGS AT GENERAL MEETINGS

- 44 At all general meetings of the Club the President (or in the President's absence, the Vice-President) shall take the chair. If both the President and the Vice-President are absent, a member nominated by the Committee shall take the chair. Every member entitled to vote shall have one vote upon every motion, and in the event of an equality of votes the Chairperson shall have a second or casting vote.

QUORUM FOR GENERAL MEETINGS

- 45 At any general meeting twenty ordinary members personally present shall constitute a quorum.

VISITORS

- 46 Concerning visitors.
- 46.1 Any member shall be allowed to introduce visitors, subject to such by-laws as shall be made from time to time by the Committee, and visitors shall be considered the guests of, and be accompanied by, the member introducing them. No person shall be introduced as a visitor to the Club who has been expelled from membership, or whose conduct or presence on the Club premises is considered by the Committee objectionable or prejudicial to the interest of the Club.
- 46.2 A visitor shall not be supplied with liquor in the Club premises unless in the company of a member.
- 46.3 A record shall be kept of visitors to the Club.

SALE AND SUPPLY OF LIQUOR

- 47 Sale and supply of liquor shall be in accordance with the terms of the licence granted under the Liquor Control Act, 1987, and any relevant amendments to the Act.

EMPLOYEES

- 48 No persons under eighteen years of age shall be permitted to serve liquor on the Club premises.

BENEFITS TO BE SHARED BY ALL MEMBERS

- 49 The income and property of the Club shall be applied solely towards the furtherance of the objects of the Club as outlined in Clause 3 and no distribution, whether in money, property, or otherwise, shall be made to its members. No person shall derive any benefit or advantage from the Club which is not shared equally by every member thereof. An exception may be the remuneration of salary or wages paid to employees. In the event of the Club being dissolved, any profit from the realisation of its assets shall be dealt with as specified in Clause 60.

USE OF CLUB PREMISES

- 50 Not more than 510 persons, being such number as the licensed premises can adequately accommodate, will be permitted on such premises at any one time.

INDIVIDUALS NOT TO RECEIVE COMMISSION ON LIQUOR SALES

- 51 No payment or part payment of any sum of money or in kind shall be made to an officer, member, or employee of the Club by way of commission or allowance from or upon receipts of the Club for the sale or disposal of liquor.

DISPUTES AND MEDIATION

- 52 Disputes and mediation
- 52.1 The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the University Club.
- 52.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 52.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 52.4 The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the University Club; or
 - (ii) in the case of a dispute between a member and the University Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 52.5 A member of the University Club can be a mediator.
- 52.6 The mediator cannot be a member who is a party to the dispute.
- 52.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 52.8 The mediator, in conducting the mediation, must--
- (a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

52.9 The mediator must not determine the dispute.

52.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

REGISTER OF MEMBERS

53 The Secretary shall cause to be kept in a prominent position on the premises a register of members setting forth in full the names, occupations, and addresses of all Club members and the date of the last payment of subscription by each member. This register shall be open to inspection by the Licensing Inspector, any member of the Police Force authorised in writing by a Licensing Magistrate, or any Club member.

INTERPRETATION OF RULES

54 The committee shall be the sole authority for the interpretation of this Constitution and of by-laws made thereunder, and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided by the Constitution or by the by-laws shall be final and binding on members.

AMENDMENT OF CONSTITUTION

55 Concerning amendments to the Constitution:

55.1 Except under the circumstances detailed in sub-clause 55.2, the Constitution may be amended only by a resolution passed by a 75% majority of ordinary members present and voting at any properly constituted general meeting.

55.2 Where the Committee is of the opinion that any amendment of the Constitution is desirable or necessary in order to conform with any Act of Parliament, whether State or Commonwealth, and any regulations made thereunder whereby any penalty or liability would otherwise be incurred by the Club or its members, the Committee may resolve that the Constitution be amended accordingly as if the same amendment had been made at a general meeting of members. Any such amendment shall be submitted for ratification to the next general meeting of members.

55.3 While the Club is licensed under the Liquor Control Act 1987, the Secretary of the Club shall within one month from the making of any amendment to the Constitution forward to the Chief Executive of the Liquor Licensing Commission a certified copy of every such amendment.

COMMON SEAL

- 56 The Common Seal of the Club shall be kept in the custody of the Secretary. The Common Seal shall not be affixed to any instrument except by resolution of the Committee and the affixing of the Common Seal shall be attested by the signatures of the President or Vice-President and one other executive officer or ordinary member of the Committee.

INSPECTION OF RECORDS

- 57 The accounts and books of account shall be available for inspection by members of the Club.

SOURCES OF INCOME

- 58 The Club's sources of income shall be the subscriptions of members, profits made in trading, interest on moneys invested, donations, and such other sources as the Committee shall from time to time determine.

DISSOLUTION

- 59 The Club may be dissolved by a resolution which has been:
- 59.1 passed by a majority of 75% of ordinary members present and voting at any annual or extraordinary general meeting; and
 - 59.2 confirmed by a majority of 75% of ordinary members present and voting at an extraordinary general meeting which shall be called for that purpose not less than one month after the passing of the resolution.

DISPOSAL OF PROPERTY ON DISSOLUTION

- 60 Upon the confirmation of resolution for dissolution, the Committee shall forthwith or by such date as shall be specified in the resolution proceed to realise the property of the Club to such extent as they deem necessary, and after discharging all liabilities shall pay the net proceeds to the University. After the completion of such payment the Club shall be dissolved.