



# QUT Law

## SOCIETY INC.

### **CONSTITUTION OF QUT LAW SOCIETY INC.**

In force from 15 March 2024.

# Part 1 - QUT Law Society Inc. General Rules

## 1 Interpretation

(1) In these rules -

*Act* means the *Associations Incorporation Act 1981*.

*Executive* means the Management Committee plus all persons who are Directors of a Subcommittee.

*Management Committee* means the President, Vice President, Secretary and Treasurer.

*Member* means an Ordinary Member or Associate Member in rule 6.

*Officer* means a Member of a Subcommittee.

*QUTLS Committee* means the Executive and Officers of Subcommittees.

*Simple Majority* means a vote of over 50% in the affirmative.

*Special Majority* means a votes of 75% in the affirmative.

*Subcommittee* means a subcommittee of a QUT Law Society Portfolio.

**Subcommittee**

(2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2 Name

The registered name of the incorporated association is QUT Law Society Inc. (“**QUTLS Inc.**”)(“**the association**”).

## 3 Objects

(1) The objects of QUTLS Inc. are:

- (a) represent and promote the interests of its Members;
- (b) promote and facilitate the professional development of law students at the Queensland University of Technology (“**QUT**”);
- (c) promote and facilitate intellectual, social and vocational exchange between law students, academia, the legal profession and the broader community;
- (d) promote engagement between law students and the legal profession;
- (e) represent student interests with both the QUT Faculty of Law (“**the Faculty**”), QUT and associated bodies;
- (f) promote, support and facilitate the development of professional legal skills among law students at QUT;
- (g) promote high standards of legal education; and
- (h) promote physical and mental health and wellbeing among law students.

(3) None of the abovementioned objects shall prevail over another.

(4) In achieving the objects set out in subrule (1), QUTLS Inc. shall at all times remain independent of any religious or party political organisation.

(5) Subject to and without limiting the objects enumerated in subrule (1), QUTLS Inc. will pursue its objects through the following means:

- (a) Conducting competitions and workshops to advance practical legal skills;
  - (b) Conducting educational and career related workshops;
  - (c) Coordinating networking, educational and social events;
  - (d) Producing publications to support an understanding of the legal profession, legal and non-legal careers, as well as to encourage general knowledge and information- sharing;
  - (e) To foster, promote and enhance the mental and physical health and wellbeing of law students through events, workshops and other activities; and
  - (f) To engage with QUT on matters affecting student interests, including policy matters.
- (6) None of the above mentioned means shall prevail over another nor are the means enumerated at (3) exhaustive.
- (7) QUTLS Inc. is a not-for-profit association.
- (8) The assets and income of QUTLS Inc. shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

#### **4 Powers**

- (1) The association has the powers of an individual.
- (2) The association may, for example—
  - (1) enter into contracts; and
  - (2) acquire, hold, deal with and dispose of property; and
  - (3) make charges for services and facilities it supplies; and
  - (4) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.
- (4) The association may make a gift to a charitable institution.

#### **5 Membership**

- (1) The membership of the association consists of both Ordinary and Associate Members.
- (2) The Association must have at least seven Members. The number of Members in both classes is unlimited.

#### **6 Classes of Membership**

- (1) Ordinary Members are all persons who apply for membership and whose membership has not been terminated.
  - (a) Ordinary Members are entitled to vote at all general meetings (“GMs”), but shall not be entitled to vote at QUTLS Inc. elections.

- (b) Ordinary Members may not nominate for nor be appointed to a position on the QUTLS Committee.
- (2) Associate Members are all persons who apply for membership, who are currently undertaking a Bachelor of Laws or Master of Laws at QUT and whose Membership has not been terminated.
  - (a) This includes students engaging in full-time, part-time, external and dual-degree study.
  - (b) Associate Members are entitled to vote at all GMs including QUTLS Ine. elections.
  - (c) Associate Members may nominate for positions and/or be appointed to a position on the QUTLS Committee.
  - (d) If an Associate Member is aware that they will graduate during their future term (upon appointment), they must:
    - (i) At the election, disclose that the graduation will occur; and
    - (ii) Undertake Practical Legal Training during the remainder of their term.
- (3) A Member of either class shall be known generically as 'a Member' and all Members of both classes shall be known collectively as 'the Members'.
- (4) A person who lodges a membership application form in the manner prescribed by the Management Committee shall automatically become a Member upon the rendering of their membership fee to the association.
  - (a) Automatic membership is at the exception of Members who have been previously terminated; and
  - (b) Members who have been terminated who wish to reapply for membership may do so in accordance with rule 9(6).

## **7 Membership fees**

- (1) The membership fee for each Ordinary membership and each Associate membership—
  - (a) is the amount decided by the Members from time to time at a general meeting; and
  - (b) is payable when, and in the way, the Management Committee decides.

## **8 Duration of Membership**

- (1) Where membership is purchased on or after the Monday of Orientation Week, Semester One it shall expire on the Monday of Week 1, Semester One of the following calendar year.
- (2) Where membership is purchased prior to Monday of Orientation Week, Semester One it shall last until Monday of Week 1, Semester One.

## **9 Resignation and Termination of Membership**

- (1) A Member may resign from the association by giving written notice of their resignation to the Secretary.
- (2) Resignation will take effect as at—
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) The Management Committee may terminate a Member's membership if the Member—
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association, or has the capacity to adversely affect the reputation of the Association.
- (4) Before membership is terminated, the Member must be given the opportunity to submit a 500 word (maximum) statement to the Secretary as to why their membership should not be terminated.
- (5) If, after considering the submission made by the Member, the Executive decide (by a simple majority vote) to terminate the membership, the Secretary must give the Member written notice of the decision.
- (6) A member who has previously been terminated may not reapply for membership without express approval from the Executive (by a simple majority vote). Such a Member must not seek approval until the next membership period (refer rule 6 regarding membership duration).
- (7) A member shall not be entitled to any refund of membership fee upon resigning or having their membership terminated.

## **10 Register of Members**

- (1) The Management Committee must keep a register of Members of the association.
- (2) The register must include the following particulars for each Member—
  - (a) the full name of the Member;
  - (b) email address;
  - (c) mobile number;
  - (d) the date of admission as a Member;
  - (e) whether or not the Member studies law at QUT or not;
  - (f) the date of death or time of resignation of the Member;
  - (g) details about the termination or reinstatement of membership;
  - (h) any other particulars the Management Committee, or the Members at a GM, decide.
- (3) A register (to include only the names of Members) shall be made available for inspection at all reasonable times by any Member who applies to the Secretary for such inspection.

## **11 Prohibition on use of information on register of Members**

- (1) A Member of the association must not—
  - (a) use information obtained from the register of Members of the association to contact, or send material to, another Member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

## **12 Appointment or election of Secretary**

- (1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
  - (a) An Associate Member of the association elected by the association at an AGM as Secretary; or
  - (b) an Associate Member appointed where necessary under the rules by the Executive as Secretary.
- (2) If a casual vacancy happens in the office of Secretary, the Executive Committee must ensure a Secretary is appointed or elected for the association within 1 month of the vacancy happening.
- (3) In accordance with rule 15, the Secretary shall hold a position on the Management Committee.
- (4) In this rule— *casual vacancy*, on a Management Committee, means a vacancy that happens when an elected Member of the Management Committee resigns, dies or otherwise stops holding office.

## **13 Removal of Secretary**

- (1) The Management Committee of the association may at any time remove an elected or appointed person from the position as Secretary.
- (2) However, the Secretary shall remain a Member of the Management Committee until they are removed as a Management Committee Member in accordance with rule 17.

## **14 Functions of Secretary**

- (1) The Secretary's functions include, but are not limited to—
  - (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the association;

- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents relating to the legal obligations of the association;
- (d) maintaining the register of Members of the association; and
- (e) ensuring that the information held with the Office of Fair Trading (“OFT”) is correct and current, including details of the current office bearers, and notifying OFT of any change within the relevant statutory period.

### **15 Membership of Management Committee**

- (1) The Management Committee of the association shall consist of the President, Vice President, Secretary and Treasurer.
- (2) A person is only eligible for membership of the Management Committee if they are:
  - (a) An Associate Member of the Association; and
  - (b) 18 years or older.
- (3) A Member of the Management Committee is ineligible for membership of the Management Committee if they meet any of the scenarios described in section 61A of the Act.
- (4) At each AGM of the association, the Members of the Management Committee are eligible, on nomination, for re-election.
- (5) An Associate Member of the association may be appointed to a casual vacancy on the Management Committee under rule 18.

### **16 Resignation of Management Committee, Executive or Subcommittee Member**

- (1) A Member of the Executive Committee or a Subcommittee may resign from their position on the committee or Subcommittee by giving written notice of their resignation to the Secretary.
  - (1) If the Member is a Member of the Management Committee, their resignation will also serve to remove them as a Member of the Management Committee.
  - (2) The resignation takes effect at—
    - (a) Immediately; or
    - (b) if a later time is stated in the notice—the later time.

### **17 Removal of Management Committee Member**

- (1) A Management Committee Member may be removed from office at a GM of the association if a simple majority of the Members present and eligible to vote at the meeting vote in favour of removing the Member.
  - (a) Where a vote is equal, the Member will be removed.
- (2) A Management Committee Member may also be removed by a meeting of the Executive Committee if a simple majority vote in favour of removing the Management Committee Member.

- (a) Where a vote is equal, the Member will be removed.
- (3) Before a vote is taken (under either subrule 1 or 2), the Management Committee Member may make a written submission and/or oral submissions to the Members as to why they should not be removed from office.
- (4) A Management Committee Member has no right of appeal against their removal from office under this rule.
- (5) A Management Committee Member immediately vacates office in the circumstances mentioned in section 64(2) of the Act.

### **18 Removal of a Director or Subcommittee Member**

- (1) Where a Director is deemed to have acted in an unfit manner, the Management Committee may issue a formal warning against them.
- (2) Where an Officer of a Subcommittee is deemed to have acted in an unfit manner, a Director, with the approval of the Management Committee, may issue a formal warning against them.
- (3) Formal warnings must be in writing, contain a statement of the alleged conduct, a provision of a right of reply, and be delivered to the relevant Executive or Subcommittee Member by a Member of the Management Committee.
- (4) Following the issuing of a formal warning, if an Executive or Subcommittee Member continues to act in a manner which is unfit for their role they may be dismissed following a vote of the Management Committee.
  - (a) Where a vote is equal, the Member will be removed.
- (5) In cases of serious misconduct, a Director or Subcommittee Member may be immediately dismissed, without a formal warning, following a simple majority vote by the Management Committee.
  - (a) Where a vote is equal, the Member will be removed.

### **19 Casual vacancy on the Management Committee**

- (1) If a casual vacancy occurs on the Management Committee, the position must be advertised for at least seven (7) days. All nominations shall be made in writing to the Secretary. The Executive shall then vote to appoint a nominated Associate Member to fill the vacancy until the next AGM.
- (2) The continuing Members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of Management Committee Members is less than the number fixed under rule 24(1) as a quorum of the Management Committee, the continuing Members may act only to—
  - (a) increase the number of Management Committee Members to the number required for a quorum; or
  - (b) call a GM of the association.



- (4) In this rule — casual vacancy, on the Management Committee, means a vacancy that happens when an elected member of the Management Committee provides notice of their resignation, dies or otherwise stops holding office

## **20 Casual vacancy on the Executive**

- (1) If a casual vacancy occurs and the position is intended to be filled, the positions must be advertised for a period no shorter than seven (7) days. All nominations shall be made in writing to the Secretary. The Executive shall then vote to appoint a nominated Associate Member to fill the vacancy until the next AGM.
- (2) If an electoral vacancy occurs in the Executive, the position must be advertised for at least seven (7) days. All nominations shall be made in writing to the incoming Secretary. The incoming Executive shall then vote to appoint a nominated Associate Member to fill the position.
- (3) In this rule —
- (a) casual vacancy, on the Executive, means a vacancy that happens when an elected Director provides notice of their resignation, dies or otherwise stops holding office.
  - (b) electoral vacancy, on the Executive, means vacancy which arises due to a position on the Executive not being filled at the last AGM; and
  - (c) incoming Executive means the Executive which was elected at the last AGM but which has not taken office yet.

## **21 Casual Vacancy on the Subcommittee**

- (1) If a casual vacancy occurs and the position is intended to be filled, the position must be advertised for no shorter than seven (7) days. All nominations shall be made in writing to the Secretary to be passed on to the relevant Director. The relevant Director shall then appoint a nominated Associate Member to fill the vacancy.
- (2) If an electoral vacancy occurs on the Subcommittee, the position must be advertised for at least seven (7) days. All nominations shall be made in writing to the incoming Secretary to be passed on to the relevant incoming Director. The relevant incoming Director shall then appoint a nominated Associate Member to fill the position.
- (3) In this rule —
- (a) casual vacancy, on a Subcommittee, means a vacancy that happens when an Officer provides notice of their resignation, dies or otherwise stops holding office;
  - (b) electoral vacancy, on the Subcommittee, means vacancy which arises due to a position on the Executive not being filled at the last AGM; and
  - (c) incoming Director means the Director which was elected at the last AGM but which has not taken office yet.

- (4) If there is no incoming Director then the Secretary shall appoint the nominated Associate Member to fill the position

## **22 Functions of the Management Committee**

- (1) Subject to these rules or a resolution of the Members of the association carried at a GM, the Management Committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note—The Act prevails if the Association's rules are inconsistent with the Act—see section 1B of the Act.*

- (3) The Management Committee may exercise the powers of the association—
  - (a) to borrow, raise or secure the payment of amounts in a way the Members of the association decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from Members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the Members of the association may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
  - (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the Management Committee.

## **23 Meetings of the Management Committee and the Executive**

- (1) Subject to this rule, the Management Committee and the Executive Committee may meet and conduct proceedings as they consider appropriate.
- (2) The Management Committee must meet at least once every 4 months to exercise its functions.

- (3) The Management Committee must decide how a meeting of each committee is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee and the Executive may hold meetings, or permit a Member to take part in its meetings, by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.
- (6) A Member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a Management Committee meeting is to be decided by a simple majority vote of those present at the meeting.
  - (a) If the votes are equal, the decision will be determined by a majority vote at a meeting of the Executive.
- (8) A question arising at an Executive meeting is to be decided by a simple majority vote of those present at the meeting.
  - (a) If the votes at a meeting of the Executive are equal, the Member chairing the meeting shall have the deciding vote.
- (9) A Member of any committee or Subcommittee must not vote on a decision if the Member has a personal or commercial interest in said decision.
- (10) The President is to preside as chairperson at any Management Committee or Executive meeting.
- (11) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee or Executive meeting, the Vice President will preside as chairperson for the duration of the meeting. In the absence of the President and Vice President, the meeting will lapse.

**24 Quorum for, and adjournment of, Management Committee or Executive meeting**

- (1) At a Management Committee meeting, more than 50% of the number of positions available under rule 15(1) of the Constitution as in force at the time of the Association's last AGM form a quorum.
- (2) At an Executive meeting, at least 70% of the Members of the Executive Committee at the time of the meeting form a quorum.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting or an Executive meeting called on the request of Members of the committee, the meeting lapses
- (4) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting or an Executive meeting called other than on the request of the Members of the committee –
  - (a) The meeting is to be adjourned for at least 1 day; and
  - (b) The Members who are present at the relevant meeting are to decide the day, time and place of the adjourned meeting.

## **25 Special meeting of the Management Committee and/or the Executive**

- (1) If the Secretary receives a written request signed by at least one of the Members of the Executive Committee, the Secretary must call a meeting by giving each Member of the Executive Committee notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (3) A request for a meeting described in subrule (1) must state—
  - (a) why the meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a meeting must state
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A meeting described in subrule (1) must be held within 14 days after notice of the meeting is given.

## **26 Minutes of meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting are entered in a minute book.
  - (a) The minute book may be contained in an online form that does not allow for alteration of past minutes.
- (2) To ensure the accuracy of the minutes, the minutes of each meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy. If the chairperson of the next meeting was not present at the meeting to which the minutes refer, a Member who was present at that meeting shall sign the minutes verifying their accuracy.
- (3) For the purpose of this rule, the term ‘meeting’ shall include meetings of the QUTLS Committee, the Management Committee, the Executive, GMs and AGMs
- (4) If asked by a Member of the association, the Secretary must, within 28 days after the request is made—
  - (a) make the minute book for any meeting as defined in subrule (3) available for inspection by the Member at a mutually agreed time and place; and
- (5) The association may require the Member to pay the reasonable costs of providing copies of the minutes.

## **27 Subcommittees**

- (1) The Executive shall form such Subcommittees as it determines are required for the effective operation of the Association.
- (2) The association shall annually elect Associate Members to fill the positions of:

- (a) One Director of each Subcommittee as the Executive determines necessary for the effective operation of the Subcommittee. Such Directors shall be Members of the Executive.
- (b) Such other Officers to serve on each committee as the Executive determines necessary for the effective operation of the Subcommittee.
- (3) In the event that the Management Committee determines that there shall be a Finance Subcommittee, the Treasurer shall be the Director of that Subcommittee in addition to their position on the Management Committee.
- (4) A Member of the Subcommittee who is not a Member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (5) The Management Committee are ex officio Members of all Subcommittees created pursuant to subrule (1).
- (6) The Subcommittees shall meet as determined by the Director of the relevant Subcommittee, with that Director to act as chairperson. If the Director is not present within 10 minutes of the scheduled start of such a meeting, the meeting lapses.
- (7) The Director of the Subcommittee may determine from time to time how that Subcommittee's tasks are to be divided and allocated.
- (8) The Director of each Subcommittee shall prepare and deliver a report of the Subcommittees activities, in a form determined by the Management Committee, prior to each meeting of the Executive, or as that committee otherwise directs.

## **28 Acts not affected by defects or disqualifications**

- (1) An act performed by the Management Committee, the Executive, an Officer of a Subcommittee, or a person acting as a Member of such committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a Member of relevant committee or Subcommittee or person acting as a Member of the relevant committee or Subcommittee; or
  - (b) a Management Committee Member, Executive Member, an Officer of a Subcommittee, or person acting as a Member of the relevant committee was disqualified from being a Member.

## **29 Resolutions of Management Committee or the Executive without meeting**

- (1) A written resolution agreed to by a simple majority of Members of the Management Committee and/or the Executive is as valid and effectual as if it had been passed at a meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, signed by a simple majority of the abovementioned Members.
- (3) A resolution mentioned in subrule (1) may be circulated to all Members of the Management Committee and/or Executive by email, and will be considered passed

if a simple majority of the relevant Members signify their approval by return email.

### **30 Annual General Meeting (AGM)**

- (1) Each AGM must be held—
  - (a) at least once each year; and
  - (b) within 6 months after the end date of the association's reportable financial year.

### **31 Business to be conducted at annual general meeting of large incorporated associations and particular medium and small incorporated associations**

- (1) This rule applies only if the association is—
  - (a) a large incorporated association; or
  - (b) a medium incorporated association to which section 59AA of the Act applies; or
  - (c) a small incorporated association to which section 59AB of the Act applies.
- (2) The following business must be conducted at each AGM of the association—
  - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing Members of the Management Committee and Directors and Officers of Subcommittees;
  - (d) for a large incorporated association—appointing an auditor or an accountant for the present financial year;
  - (e) for a medium incorporated association, or a small incorporated association, to which section 59AB of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

### **32 Business to be conducted at annual general meeting of other medium incorporated associations**

- (1) This rule applies only if the association is a medium incorporated association to which section 59AA of the Act applies.
- (2) The following business must be conducted at each AGM of the association—
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (a) electing Members of the Management Committee;
  - (c) appointing an auditor, an accountant or an approved person for the present financial year.

### **33 Business to be conducted at annual general meeting of other small incorporated associations**

- (1) This rule applies only if the association is a small incorporated association to which section 59AA of the Act applies.
- (2) The following business must be conducted at each AGM of the association—
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing Members of the Management Committee.

*Note: At the time of drafting QUT Law Society Inc. is a large incorporated association.*

### **34 Notice of general meeting**

- (1) The Secretary may call a GM of the association.
- (2) The Secretary must call a GM by giving each Member of the association notice of the meeting within 14 days after—
  - (a) being directed to call the meeting by a Member of the Management Committee; or
  - (b) being given a written request signed by—
    - (i) at least one Member of the Executive; or
    - (ii) at least the number of Ordinary Members of the association equal to double the number of Members of the association on the Management Committee plus 1.
- (3) A direction or request mentioned in subrule (2) must state—
  - (a) why the meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (4) A GM must be held within 6 weeks after the Secretary—
  - (a) is directed to call the meeting by the Management Committee; or
  - (b) is given the written request mentioned in subrule(2)(b).
- (5) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (6) The Secretary must give at least seven (7) days notice of the meeting to each Member of the association.
- (7) Notice of all meetings must be given in writing and must state the business to be conducted at the meeting.

### **35 Notice of Special Resolution**

- (1) Where a Special Resolution is proposed for a GM or AGM, the Secretary must provide notice of the Special Resolution 14 days prior to the date of the corresponding GM or AGM.
- (2) The notice must be in writing and be distributed to all Ordinary Members and Associate Members.

- (3) The wording of the Special Resolution in the notice must match the Special Resolution to be passed at the corresponding GM or AGM.

### **36 Quorum for, and adjournment of, general meeting**

- (1) The quorum for a GM is at least half the number of Members elected or appointed to Executive at the close of the association's last GM plus one (1).
- (2) No business may be conducted at a GM unless there is a quorum of Members when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for a GM called on the request of Members of the Management Committee or the association, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for a GM called other than on the request of Members of the Management Committee or the association—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (5) The chairperson may, with the majority consent of any meeting at which there is a quorum, and must if directed by a majority at the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 10 days.
- (8) If a meeting is adjourned for at least 10 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (9) If a meeting is adjourned, a notice may state new business to be conducted at the new meeting.

### **37 Procedure at all general meetings**

- (1) An entitled Member may take part and vote in a GM or AGM in person or using communication technology.
- (2) If an entitled Member wishes to vote in a GM or AGM using communication technology, the Member must:
  - (a) Apply to the Secretary in writing to attend the meeting using communication technology;
  - (b) Receive written authorisation from the Secretary to attend the meeting using communication technology; and
  - (c) interact with the meeting to an acceptable standard as determined by:
    - (i) the Secretary for a GM; or



- (ii) the Returning Officers for an AGM.
- (3) The application in subrule 2 must outline the applicant's reason for being unable to attend the meeting in person.
- (4) The Secretary must not unreasonably decline an application in subrule 2.
- (5) A decision under subrule 2 may be appealed in writing to the Executive.

### **38 Voting at general meetings**

- (1) At a GM or an AGM each question, matter or resolution, other than a special resolution, must be decided by a simple majority of votes of the entitled Members present (with the exception of the conduct of elections at the AGM (see Part 2).
  - (a) resolutions must be decided by a special majority of votes of the entitled Members present.
- (2) Each Member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has the deciding vote.
- (3) The method of voting is to be decided by the Management Committee. However:
  - (a) in the case of elections at an AGM, secret paper ballots must be used; and
  - (b) if at least 20% of the Members present at a GM demand a secret ballot, voting must be by secret ballot.
- (4) If a secret ballot is held (other than for an election), the chairperson must appoint two (2) Members to conduct the secret ballot in a way in which the chairperson decides.
- (5) The result of a secret ballot referred to in subrule (4) as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
  - (a) Results of a secret ballot at a GM as declared by the chairperson are final and are not subject to appeal.

### **39 By-Laws**

- (1) The Executive may make, amend or repeal By-Laws, not inconsistent with these rules, for the internal management of the association by way of a simple majority.
- (2) The By-Laws may provide for a grievance procedure.

### **40 Alteration of rules**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried out at a GM or AGM, such special resolution to be passed by a special majority.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief Executive of the OFT within three (3) months.

#### **41 Common seal**

- (1) The Management Committee must ensure the association has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by two (2) of the following:
  - (a) the President;
  - (c) the Vice President;
  - (d) the Secretary; and/or
  - (e) the Treasurer.

#### **42 Funds and accounts**

- (1) The funds of the association must be kept in an account in the name of the association at any such Australian banking association as the Management Committee may from time to time determine.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) The President and Treasurer may be issued with electronic funds at point of sale (EFTPOS) cards to use in lieu of petty cash as necessary.
- (5) If a payment is made by cheque, the cheque must be signed by the Treasurer and one other Member of the Management Committee.
- (6) Cheques must be crossed and bear the words “not negotiable”.
- (7) Any petty cash held must be kept on the imprest system.
- (8) The Treasurer shall decide the amount of petty cash to be kept in the account.
- (9) A comprehensive, itemised budget shall be created by the Treasurer in direct consultation with each portfolio Director by 30 January each year.
- (10) The budget must then be ratified as soon as is practicable after 30 January at an Executive meeting by way of a simple majority vote.
- (11) The Treasurer and/or President will have authority to make payments by method of electronic funds at point and electronic at point and electronic funds transfer (EFT).
- (12) Items not ratified as a part of the annual budget but less than or equal to \$200 require approval by the Treasurer and by one other Member of the Management Committee.
- (13) Any items not ratified as part of the annual budget and over \$200 require approval by the Executive by way of a simple majority vote.
- (14) The Treasurer must prepare and send a monthly transaction listing with descriptions and supporting documentation to the Executive by the last day of each quarter.

- (15) As soon as practicable after the Treasurer sends the transaction listing to the Executive under subrule (14), the Executive must vote on whether to ratify the expenditure.
- (16) For any out of pocket payments made with a personal card in compliance with (12) or (13) a reimbursement form must be completed and sent to the Treasurer within two (2) months of the transaction.
- (17) Subject to the Management Committee's discretion, any outstanding balances from (16) will become forfeit at the start of a new term.

#### **43 General financial matters**

- (1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure the following documents are prepared -
  - (a) the income and expenditure of the Association for the financial year just ended;
  - (b) the assets and liabilities of the Association at the close of that financial year;
  - (c) the mortgages charges and securities affecting the property of the Association at the close of the financial year.
- (2) The income and property of the Association must be used solely in furtherance of the Association's objects and by the exercise of the Association's powers.
- (3) The accounts of the Association must be audited prior to and presented at the AGM each year.
- (4) The Treasurer must register the financial statements of the Association and the audit report with the OFT within one month of their adoption at the AGM.
- (5) The Treasurer must ensure that the association is financially compliant on an ongoing basis by engaging an accountant and liaising with said accountant as is required.
- (6) Significant contracts entered into by the Association must be signed by the Treasurer and one other Member of the Management Committee.

#### **44 Documents**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

#### **45 Financial year**

The end date of the association's financial year is 30 June each year.

**46 Distribution of surplus assets to another entity**

- (1) This rule applies if the association—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the Members of the association.
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its Members.
- (4) In this rule, *surplus assets* has the meaning given by section 92(3) of the Act.

## **PART 2: QUT Law Society Inc. Election Rules**

### **47 Purpose and Scope**

- (1) These rules aim to:
  - (a) Promote an equitable, fair and just election; and
  - (b) Promote accessibility to positions within the Management Committee, Executive and Subcommittees for all Associate Members.
- (2) The Executive may add parameters, rules or procedures through By-Laws which are not inconsistent with the QUTLS Constitution.

### **48 Duration of term**

Unless otherwise provided for, a Member of the QUTLS Committee Member shall hold office from December 1 in the year in which they are elected to November 30 of the following year.

### **49 Announcement of Nominations and Candidates**

- (1) The Management Committee shall publish the opening and closing dates of nominations in an election notice made available to all Members of the Association.
- (2) Nominations will open at least 14 clear days prior to the election date.
- (3) Nominations will close no sooner than five (5) clear days prior to the election date.
- (4) Following the closure of nominations, a list of all candidate names (in alphabetical order, within their nominated position) shall be released on the Association's website and posted in a conspicuous place outside the association's office for at least three (3) days immediately preceding the AGM.

### **50 Nominating for a position**

- (1) An Associate Member of the Association must nominate themselves using the official nomination form as published by the Management Committee and made available on the association's website and whatever other forums the Management Committee deems appropriate.
- (2) The nomination must be made as set out in subrule (1) and be completed personally by the nominated person—
- (3) A candidate may nominate for more than one (1) position.
- (4) A person may nominate as a candidate for a position on the Management Committee position or as a Director only if the person—
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a Member under section 61A of the Act.

## **51 Returning Officers**

- (1) Three (3) Returning Officers must be appointed by the Executive Committee by a simple majority vote.
- (2) Returning Officers shall consist of:
  - (a) A QUT Faculty Member;
  - (b) An outgoing QUTLS Inc. Committee Member; and
  - (c) The outgoing President or Secretary.
- (3) Where the outgoing President or Secretary has nominated for re-election, another Member of the outgoing Management Committee or Executive who is not nominating for re- election shall be appointed instead.
- (4) No decision of the Returning Officers under these rules is reviewable, unless expressly stated herein.
- (5) The role of the Returning Officers is to:
  - (a) Examine and oversee the conduct of the elections;
  - (b) Promote a fair and just process;
  - (c) Uphold the integrity of QUT Law Society Inc.;
  - (d) Determine the validity of each vote
  - (e) Count the votes, and where necessary distribute preferences of eliminated candidates; and
  - (f) Publish the names of successful candidates once counting is complete.
- (6) A decision made by the Returning Officers in relation to the disqualification of a candidate or a warning of such, or any other exercise of discretion conferred by these rules, shall be effective immediately, and is final.
- (7) The Returning Officers shall deal with all matters and complaints as soon as is practicable.
- (8) The Returning Officers by, unanimous decision, have the right to remove any person from the election, including a person running for office or attending to vote or attending for any other purpose, whom the Returning Officers consider is being disruptive or otherwise impeding the proper running of the election.

## **52 Election speeches**

- (1) Nominees will be called, in alphabetical order within their chosen position, to present an election speech at the election.
- (2) For the purpose of elections speeches, positions will be called in the following order:
  - (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer
  - (e) Directors of Subcommittees in the order which the Management Committee determines; and
  - (f) Officers of such Subcommittees in the order prescribed under subrule (2)(e).

- (3) Where any of the proposed persons in rule 52(2) are:
  - (a) Unavailable; or
  - (b) Are deemed to be inappropriate by the Executive by Simple Majority vote the Returning Officer/s have the right to remove that person.
- (4) Each candidate nominating for a position within the Management Committee will be allowed a two (2) minute speech, followed by a four (4) minute question time which may be extended at the discretion of the Returning Officers.
- (5) Each candidate nominating for a position as a Director of a Subcommittee will be allowed a one (1) minute speech, followed by a two (2) minute question time.
- (6) Candidates nominating for a position as an Officer of a Subcommittee will be allowed a group question period together with all the nominees of that position. The time limit of the group question period will be one (1) minute per candidate.
- (7) The Returning Officers shall be responsible for selecting questions to be answered by each nominee during their allocated question time.

### **53 Voting and Ballots**

- (1) Voting will take place at the time, date and method set out in the election notice.
- (2) A person must be or become an Associate Member prior to the end of the nomination period set out in rule 49 in order to be eligible to vote or nominate.
- (3) During the election period, formal ballots may only be handled by the Returning Officers and any other person(s) authorised by the Returning Officers to do so.
- (4) Only the Member voting may complete their ballot paper, subject to any assistance being required by an Associate Member requiring relevant assistance because of a disability.
- (5) No Person or Member is permitted to share a voting key and must use their voting key privately.
- (6) A full preferential voting system shall be used to decide Management Committee, Executive, and Officer positions.
- (7) A valid vote must show a number, in order of preference, marked against the name of each candidate for a position (i.e. full preferential voting).
- (8) The Management Committee must ensure that, before a candidate is elected to any position, the candidate is advised—
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance, the amount of the insurance.

### **54 Vote Counting**

- (1) Counting of votes will commence as soon as it is practicable after the close of polls.
- (2) The Returning Officers will be responsible for the counting of all valid votes and, in all instances, the decision of the Returning Officers are final.

- (3) Counting of votes for Management Committee, Executive, and Officer positions will be according to the full preferential system of voting.
- (4) If a candidate receives the highest number of votes for multiple positions:
  - (a) they will only be elected into their preferred position; and
  - (b) that candidate will be the first candidate eliminated from eligibility for election in any other position, and their preferences will be distributed accordingly in the count for such positions.
- (5) If there is a tie in any circumstance, there will be a re-vote for that position.

#### **55 Scrutineering of counting of votes**

- (1) Persons shall be appointed by the Returning Officers to act as scrutineers for the purpose of the determination of the validity of votes cast and the counting of valid votes.
- (2) The following persons shall be eligible for appointment as scrutineers:
  - (a) Up to six Members present at the meeting who signify their willingness to serve as scrutineers, such Members to be chosen by a random process to be determined by the Returning Officers.

#### **56 Recount of votes**

- (1) A recount may be conducted at the discretion of the Returning Officers at any time before a candidate has been declared elected.
- (2) The Returning Officers may conduct a recount:
  - (a) in any instances that they see fit; or
  - (b) at the request of a candidate specifying why a recount of votes is required.

#### **57 Where no President, Vice President, Secretary or Treasurer is elected**

- (1) If no person(s) are elected to the position(s) of President, Vice President, Secretary or Treasurer, the respective outgoing Member will act as caretaker until their position is filled.
- (2) The newly elected Executive will have 30 days to find a suitable candidate.
- (3) If there is a vacancy in the office of Secretary, the Management Committee must ensure a Secretary is elected or appointed within one month after the vacancy happens.
- (4) No extension of time may be granted for the election or appointment of the office of Secretary.
- (5) In the event a suitable candidate cannot be found for the positions of President, Vice President or Treasurer within a calendar month, a general meeting must be called to seek an extension of no more than 30 days.
  - (a) In the event that a suitable candidate cannot be found following the 30 day extension granted pursuant to subrule (3), the committee is to be dissolved and another election is to be called within 21 days.



## **58 Misconduct**

- (1) No person shall engage in conduct which manipulates or interferes (or attempts to manipulate or interfere) with the fair running of an election.
  - (a) Conduct prohibited under subrule (2) shall include stacking.
- (2) No candidate may make fraudulent statements, either verbally or in writing, in order to further their campaign. This includes exaggeration or lying with regards to QUTLS Inc. involvement, qualifications, or previous experience.
- (3) No candidate may engage in conduct that has the purpose of deceiving, misleading, or otherwise gaining an unfair advantage over another candidate. This includes deceiving other candidates about their intentions in regards to the election or election campaign.
- (4) No campaigning shall take place via social media, online or physical publications, propaganda, websites, email or via any forms of technology or public advertisement.
- (5) A candidate must not give away or sell any good/s or service/s designed to procure votes and/or to further their campaign.

*Examples: "good/s and/or service/s" in this subrule includes, but is not limited to, food, drink, drugs, t-shirts, stickers and badges*
- (6) A candidate must not cause or encourage anyone else to wear, to display or to use, any t- shirt, sticker, badge, or any other item which is in any way designed to procure votes or further their campaign.
- (7) All candidates must comply with all QUT policies governing student conduct.
- (8) No candidate may use a contact list in any way that breaches the National Privacy Principles to further their campaign in any way. This includes the use of membership lists of the Association or any other organisations.
- (9) This section applies to all candidates as well as their friends, family, colleagues, acquaintances and representatives.
- (10) Determination of misconduct is at the discretion of the Returning Officers.

## **59 Breach of the Election Rules**

- (1) If the Returning Officers become aware of a breach of any of the election rules, they are required to make a reasonable enquiry into the breach. Such inquiry shall afford procedural fairness to any person the subject of the inquiry by providing any such person with the opportunity to make written submissions recording the subject matter of the inquiry.
- (2) If satisfied that a breach has occurred, the Returning Officers may at their discretion issue one of the following penalties: a warning; removal from the election room or disqualification from the election.
- (3) Any such determination or decision of the Returning Officers shall be final and no appeal allowed.

**60 No Confidence Vote**

Should a candidate run unopposed, the candidate will be elected against a vote of no confidence, and the following provisions will apply:

- (1) Should an uncontested nominee be defeated by a vote of no confidence, then that nominee will be deemed not to be elected.
- (2) Defeat by no confidence will open the position to a casual vacancy to be filled by the incoming committee.