



DICTUM SOCIETY CONSTITUTION

2017

Chapter 1 - Administration of the Society	3
Acknowledgement	3
Dictum Society	3
Definitions	4
Aims and Purposes	5
Regulations	6
Membership	6
Members Code of Conduct	6
Grievance Procedures	7
Chapter 2 - The Committee	7
Outline	7
Election of the Committee and Term of Office	8
Composition of the Committee	8
Committee Member Obligations	8
Replacement of a Committee Member	9
Co-Opted Members	9
Returning Officers for Elections	10
Duties of the President	11
Duties of the Vice President	11
Duties of the Secretary	11
Duties Of The Treasurer	12
Chapter 3 - Meetings	12
Chair of Meetings	12
Committee Meetings	13
Special General Meetings	13
General Meetings	14
Annual General Meetings	14
Adjournment of the Annual General Meeting:	16
Adjournment of Other Meetings	16
Conduct of Meetings	16
Voting	17
Proxy Votes	18
Method of Notice of Meetings	18
Chapter 4 - Finances	19
Chapter 5 - The Constitution	19
Alteration of the Constitution	19
Ultra-vires Actions	20

Chapter 1 - Administration of the Society

Acknowledgement

The law is of fundamental importance in our society. It is, for the most part, a representation of the expectations and desires of the majority of the population of Australia. It impacts all of our lives.

The law may also act as a mechanism by which power and control are legitimated by State actors. One does not have to look very far back to see an Australia capable of concerted acts of violence against the vulnerable in our society condoned by law. We see this still at the time of writing this constitution.

Dictum Society hopes there are those within this law school who act to counter this trend and utilise the law for the betterment of all in our shared community.

We pay respects to the Wurundjeri people of the Kulin nation for the ground upon which we learn. It is indigenous land, never ceded.

Dictum Society

1. The name of the Society is Victoria University Dictum Society, noted from here in this Constitution as the 'Society'.
2. The Society primarily represents current students of the College of Law and Justice (hereafter referred to as the 'College') at Victoria University. The Society also represents alumni and the broader student population at Victoria University, as well as general members of the public with a vested interest in the Society or the College.
3. The Society is a College Society established under and pursuant to Victoria University Student Union College Society Regulations.

Definitions

4. *Committee Meeting* – Is a regular Meeting of the Committee Members to manage the activities of the Society.

5. *Committee Member* – Is a Member elected at a General Meeting or Annual General Meeting, or appointed by the Committee where there is a vacancy. They are appointed to a position as outlined in the Committee structure.
6. *Committee* – refers to all Committee Members collectively.
7. *General Meeting* – Is a Meeting open to all Members to occur at least twice per year and otherwise as required. It is for, but not limited to, Members' votes of yes or no on matters of business previously approved by the Committee for such a vote.
8. *Annual General Meeting* – Is a Meeting to occur once per year that is open to all Members. It is for, but not limited to, approving alterations to the Constitution, undertaking the election of the next Committee and submitting annual reports.
9. *Special General Meeting* – Is a Meeting of the Committee open to all Members held as many times per year as required, for - but not limited to - approving Constitution alterations.
10. *Member* – Is any person who has successfully completed a Membership application and paid the requisite fee. It will take the form prescribed by the Society and this definition. The membership types involve student memberships and non-student memberships.
11. *Quorum* – Is the presence of a majority of all Committee Members. Quorum is required for any Meeting to proceed, however, higher thresholds for approval by way of vote and for Meeting attendance may be mandated by this Constitution. To avoid doubt, where a higher threshold is expressly indicated, that threshold shall prevail as the specified voting or Meeting attendance threshold.
12. *Notice* – Is required for any form of meeting. Notice must be in writing and must provide an agenda of matters to be discussed during the Meeting. It must also specify a date, time and location for the Meeting. The notice should be distributed, unless otherwise stated, as soon as possible before the Meeting.
13. *Co-Opted Member* – Is a non-elected Member who is co-opted by the Committee to assist in the management and operation of the Committee.

Aims and Purposes

- 14.** To advocate for students' needs within the College, Victoria University and the broader community.
- 15.** To develop and maintain a positive student culture at Victoria University, in particular, at the College.
- 16.** To represent the interests of students within the College and the broader Victoria University community.
- 17.** To foster respect and inclusiveness that supports the diverse and unique student body within the College and Victoria University.
- 18.** To maintain a professional, accountable and viable Society.
- 19.** To encourage and improve the educational opportunities and experiences available to students within the College.
- 20.** To support students with preparation for careers beyond their studies.
- 21.** To provide a range of social activities for the benefit of students.
- 22.** To promote a commitment to social justice, opportunity, equality and inclusiveness.
- 23.** To uphold the highest standards of professional conduct, ethical standards and good governance.
- 24.** To ensure open and transparent operation and decision making.

Regulations

- 25.** The Committee shall make any Regulations for the proper conduct of the Society as it shall think fit in line with the Aims and Purposes of the Society, provided any Regulations made do not conflict with this Constitution. Any Regulations must be approved by a simple majority of all Committee Members.

- 26.** The Regulations are to be provided to any newly incoming Committee and will remain in force. A committee may vote to remove the regulations (in whole or in part) by a simple majority of a quorum of Committee Members.

Membership

- 27.** The Society may make Regulations as it sees fit regarding Membership. Such Regulations may address amongst other things, cost, eligibility requirements and duration of Membership.
- 28.** No Regulations may allow for Members that are not current students enrolled in a Victoria University course at the College to nominate for elected Committee positions.
- 29.** The Secretary of the Society must keep a list of all persons who have applied to join the Society. The list must contain relevant contact details of each Member and the date on which each Member has been granted Membership.
- 30.** Where a Member's contact details change, the Member should advise the Secretary of these changes to enable the Secretary to continue to provide correspondence.
- 31.** The Secretary of the Society shall not be responsible for any failure to notify a Member of any Society events, news, Meetings or other programs if the Member has not advised the Secretary of the above changes.

Members Code of Conduct

- 32.** Members must adhere to the following Code of Conduct when engaging with the Society. Engagement in the Society includes, but is not limited to, participation in events, competitions and in communicating with other students or with external parties on behalf of, in connection with, or on the subject of the Society.
- 33.** The Code of Conduct is as follows:
 - 33.1.** Members must support and advance the Society's Aims and Purposes.
 - 33.2.** Members must act in a professional manner.

- 33.3.** Members must not act in a manner that is prejudicial to the interests of the Society.
 - 33.4.** Members must not bring the Society into disrepute.
 - 33.5.** Members, when representing the Society and Victoria University at external events, must uphold the highest levels of professionalism.
 - 33.6.** Members must uphold the Victoria University Student Charter.
- 34.** The Committee may, upon the approval of a simple majority of all Committee Members, suspend or expel any Member from the Society who has refused or neglected to comply with the above Members Code of Conduct.

Grievance Procedures

- 35.** The Committee must consider any serious student grievances and if necessary be aware of the appropriate university grievance procedures.

Chapter 2 - The Committee

Outline

- 36.** The Committee shall control and manage the business and affairs of the Society; and
- 37.** Has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Society.

Election of the Committee and Term of Office

- 38.** The Committee shall be elected at the Annual General Meeting.
- 39.** The term of office of the Committee shall generally be one calendar year from the date of the Annual General Meeting that elected the Committee, or as otherwise prescribed by the outgoing Committee. However, the outgoing Committee's term must not extend past 25 November in the year that the incoming Committee is elected.

40. The outgoing Committee will provide a handover to the incoming Committee after the Annual General Meeting. The purpose of the handover is to ensure a smooth transition of Committee Members and a continuous and unified Society.

Composition of the Committee

41. The Committee shall consist of two types of Committee Members as follows: Executive Committee Members and General Committee Members.
42. Executive Committee Members are those elected to the four following positions: President, Vice President, Treasurer and Secretary.
43. General Committee Members are those elected to the six following positions: Director of Activities, Director of Careers, Director of Competitions, Director of Education, Director of Equity and Director of Publications.

Committee Member Obligations

44. Each Committee Member's position will have a job description and workload statement, to be formalised and incorporated into Regulations. Failure to uphold the description and maintain the workload may result in a performance review in accordance with Society Regulations, and should this not rectify the issue, a motion to remove the Committee Member.
45. The Committee may remove any Committee Member before the expiration of their term of office if they have breached the Members Code Of Conduct or failed to adhere to their position description or the Society's Regulations. A motion proposing such course of action is to be approved at a Committee Meeting by a simple majority of a quorum of Committee Members. The Committee Member subject to such a motion shall be able to make a submission to the Committee at the Committee Meeting prior to any vote on such a motion.

Replacement of a Committee Member

46. Where a Committee Member resigns, is removed from office or becomes incapable of holding their office, the Committee has discretion to either:

- 46.1.** Call a General or Special General Meeting, accept nominations for the vacant position/s up until five working days prior to the General or Special Meeting at which Members will vote to elect a replacement/replacements. In such a circumstance, voting is to be performed per Annual General Meeting voting procedure; or
 - 46.2.** After accepting nominations for a period of no less than 10 working days, appoint a replacement approved by a simply majority of all Committee Members at a Committee Meeting; or
 - 46.3.** Appoint an existing Committee Member to maintain their existing role and the position which needs replacing, approved by a simple majority of a quorum of Committee Members at a Committee Meeting; however,
- 47.** The Committee must take into consideration the time remaining before the next Annual General Meeting and/or the end of the term of office for the current Committee when selecting which alternative is appropriate.

Co-Opted Members

- 48.** Co-Opted Members may be appointed as the Committee sees fit in accordance with the Aims and Purposes of the Society to assist a member of the Committee.
- 49.** Where a proposed Co-Opted Member is not a current student enrolled in a course delivered by the College, the Committee Member proposing to co-opt this Member must provide proper justification for a non-student to be co-opted.
- 50.** Co-Opted Members are not permitted to vote in Committee Meetings or Executive Committee Member Meetings.
- 51.** Each General Committee Member retains the right to co-opt up to two Members to assist in the operation of their portfolio. No Regulations or motions may displace this general right.

Returning Officers for Elections

- 52.** The President shall appoint two Returning Officers prior to 1 July in the year of their term of office for the purposes of facilitating elections and the Annual General Meeting. If an Immediate Past President is available, they are to be appointed as one of the Returning Officers.
- 53.** Returning Officers must be current Members who have previously served as Committee Members but are not current Committee Members or Co-Opted Members. If such Returning Officers are impracticable to appoint, Returning Officers must be current Members that are not current Committee Members or Co-Opted Members.
- 54.** Returning Officers may not nominate for any Committee Member positions to be elected at the Annual General Meeting for which they are appointed.
- 55.** Returning Officers shall be solely responsible for the following duties, at and in connection with the Annual General Meeting: accepting and recording valid proxy appointments, accepting and recording valid nominations, keeping a list of all persons present at the Annual General Meeting, providing unfilled secret ballot papers for the purpose of voting for elected positions to identified Members, counting votes and any other such duty as provided for in this Constitution or relevant Regulations; and
- 56.** The term of both Returning Officers commences as indicated by the President, but automatically expires at the conclusion of the Annual General Meeting for which they are appointed.

Duties of the President

- 57.** The President must chair a minimum of three Executive Committee Member Meetings in their term of office.
- 58.** Where the Vice President, Secretary or Treasurer resigns or is removed from office, the President shall ensure that a Committee Member takes responsibility for and completes the duties of the role in the interim period before a replacement is properly appointed or elected.

- 59.** The President's duties extend to any duty referred to in this Constitution related to the abovementioned duties or as otherwise conferred by this Constitution.
- 60.** After the term of office expires, the President will be expected to occupy the position of Immediate Past President. This includes being available to provide advice and guidance to any new President and being available as an impartial returning officer in elections. They have no binding powers. This is not required where a President holds successive terms.

Duties of the Vice President

- 61.** The Vice President of the Society shall perform the duties of the President, in the President's absence, per the instructions of the President or in the absence of instruction. This power must be in line with the Aims and Purposes of the Society and in accordance with any restrictions placed on the Vice President's power to subsume specific duties as mentioned in this Constitution.
- 62.** The Vice President's duties extend to any duty referred to in this Constitution related to the abovementioned duties or as otherwise conferred by this Constitution.

Duties of the Secretary

- 63.** Keep Minutes of the resolutions and proceedings of each Meeting together with a record of the names of Committee Members and Members (if any) present.
- 64.** Record and keep in their custody or under their control all books, documents and securities of the Society.
- 65.** Minutes of all Committee Meetings shall be made public by the Secretary or be available on written request directed to the Secretary.
- 66.** Minutes of all Committee Meetings shall be distributed to Committee Members within three working days of each Committee Meeting.
- 67.** The Secretary's duties extend to any duty referred to in this Constitution related to the abovementioned duties or as otherwise conferred by this Constitution.

Duties Of The Treasurer

- 68.** Collect and receive all moneys due to the Society and make all payments authorised by the Society;
- 69.** Keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society (the 'accounts and books'); and
- 70.** Be responsible for official financial registration and management.
- 71.** The accounts and books shall be available for inspection by Members upon request.
- 72.** The accounts and books shall be available for inspection by Committee Members at all times. In particular, the Treasurer will provide a report on the Society's finances at every Committee Meeting.

Chapter 3 - Meetings

Chair of Meetings

- 73.** At Meetings the President shall preside as Chair. In their absence, the Committee Member present who is highest on the following list shall preside as Chair:
 - 73.1.** Vice-President; then
 - 73.2.** Secretary; then
 - 73.3.** Treasurer; then
 - 73.4.** A General Committee Member chosen by a simply majority of Committee Members present.
- 74.** In the event that the Secretary presides as Chair, a Committee Member chosen by a simply majority of the Committee Members present at the Meeting must record Minutes for the Meeting. This person must email an editable version of these Minutes to the Secretary within 24 hours after the Meeting.

Committee Meetings

- 75.** The Committee shall meet as frequently as required or requested by the President, or in the absence of the President, by the Vice President. Notice of each Committee Meeting must include the proposed agenda.
- 76.** The Committee may decide as they see fit whether or not regular Committee Meetings will be open to the public.
- 77.** No business other than that set out in the agenda shall be transacted at the Committee Meeting.
- 78.** The President may rule that such a matter be heard for reasons of urgency or that it is in the general interests of the Society for it to be so considered.
- 79.** The Committee may, by a simple majority of a quorum of Committee Members, approve that an urgent matter not listed on the Notice convening the Meeting be heard.

Special General Meetings

- 80.** A Special General Meeting may be called by providing a written request directed to the Secretary by a quorum of Committee Members, by the President or by no less than ten Members. Once called, the date, time and location of a Special General Meeting will be determined by the Chair and confirmed by written reply within five working days of receipt of the written request.
- 81.** The business of any Special General Meeting shall only be matters affecting the Constitution of the Society, its Regulations or Committee Member positions.
- 82.** Special General Meetings must be open to Members who wish to attend.
- 83.** Notice of a Special General Meeting must include the proposed agenda. In particular, it must detail proposed matters affecting the Constitution, Committee Member position issues and/or particulars of Regulations to be addressed.

General Meetings

- 84.** General Meetings are public meetings and must be open to all Members.
- 85.** The Society shall hold a General Meeting no less than two times per year.
- 86.** The business of the General Meeting shall be nominated by the Committee, or as notified in writing to the Secretary by any Member, provided that business has been approved by a simply majority of Committee Members prior the the General Meeting.
- 87.** No item of business shall be transacted at a General Meeting unless there is a quorum of Committee Members.
- 88.** Notice of a General Meeting must include the proposed agenda.

Annual General Meetings

- 89.** The Society must in each calendar year convene an Annual General Meeting of Committee Members and Members.
- 90.** The Annual General Meeting shall be held during the second academic semester but not later than 1 November each year.
- 91.** The following business shall be conducted at, or in connection with, each Annual General Meeting:
 - 91.1.** A written President's report shall be orally presented by the President, or the Chair if the President is absent. Any other Committee Member who wishes to present a report may do so at the discretion of the Chair;
 - 91.2.** A full written financial report will be orally presented by the Treasurer, or the Chair if the Treasurer is absent, and adopted into record by way of a Members' vote for the preceding financial year;
 - 91.3.** The election of the Committee for the next term of office.

92. Election results for Committee Member positions will be announced by the Chair, unless the Chair is nominated, in which case the outcome of the vote shall be declared by one of the Returning Officers.
93. Notice of an Annual General Meeting must include the proposed agenda.
94. Notice shall be sent to all Members and if possible all students within the College but only Members may vote in the Annual General Meeting.
95. The Annual General Meeting may transact special business of which Notice is provided in accordance with this Constitution.
96. The Annual General Meeting shall be in addition to any other General Meetings or Special General Meetings that may be held in the same year.
97. The Annual General Meeting will not proceed if fewer than ten or ten percent of Members are present, whichever is lower.
98. The Secretary shall record Minutes for the Annual General Meeting. If the Secretary is unable to record Minutes for the Annual General Meeting, the Chair will, at their discretion, appoint a Committee Member to record Minutes for the Annual General Meeting. These Minutes must be approved by both Returning Officers in writing before they may be approved by the Committee.
99. The Society is required to submit all Annual General Meeting documents - the President's report, full financial report and Annual General Meeting Minutes - within four weeks of the Annual General Meeting to the Secretary of the incoming Committee. The Society is also required to submit all Annual General Meeting documents to the Victoria University Student Union or Victoria University, depending on affiliation requirements at the time.

Adjournment of the Annual General Meeting:

100. If 30 minutes after the proposed commencement time of an Annual General Meeting, the required amount of Members are not present:

- 101.** The Annual General Meeting shall stand adjourned to the same day in the next week at the same time and at the same place. Notice must be provided to all Members of the date, time and location of this Meeting; and
- 102.** The Chair can, in writing, alter the date, time and location of this Meeting. However, an alternate date and time must be within seven days of the adjourned Meeting, and Notice must be provided to all Members of the date, time and location of the Meeting within one hour of the Chair altering the date, time and location of this Meeting.

Adjournment of Other Meetings

- 103.** The Chair of a General Meeting, Special General Meeting or Committee Meeting at which a quorum of the Committee is not present may adjourn the Meeting from time to time and place to place.

Conduct of Meetings

- 104.** The Chair is responsible for the conduct of the Meeting.
- 105.** Any business matter or motion must have a Mover and Seconder otherwise it will lapse.
- 106.** Any business matter or motion listed in the Notice may be subject to an amendment before the Meeting, but no such amendment shall be considered unless it is supported by a Mover and Seconder.
- 107.** Debate of any business matter or motion shall be orderly and directed through the Chair, at the discretion of the Chair.
- 108.** Whether or not any business matter or motion of which Notice was not provided may be heard is at the sole discretion of the Chair.

Voting

- 109.** All voting at Committee Meetings, General Meetings and Special General Meetings, as well as voting on matters other than the election of the Committee at Annual General

Meetings, shall be by way of show of hands unless otherwise requested by a person eligible to vote in the specific circumstance.

- 110.** Voting to elect Committee Members at any Annual General Meeting shall be:
 - 110.1.** By way of secret ballot to be awarded on a first past the post basis;
 - 110.2.** Votes shall be counted by both Returning Officers, the results of which shall then be provided to the Chair; and
- 111.** The Chair shall declare the outcome of such votes, unless the Chair is nominated, in which case the outcome of the vote shall be declared by one of the Returning Officers.
- 112.** The Secretary of the Society shall record all motions as approved or rejected or the results of any elections of Committee in Minutes. These Minutes must be approved by both Returning Officers in writing, following such approval, within seven working days, the Minutes must be approved by a simple majority of all Committee Members.
- 113.** At any Committee Meeting, each Committee Member shall hold only one vote (with the exception of any proxy), unless a vote occurs and results in a deadlock, in which case the President will exercise a casting vote, however;
 - 113.1.** If the President is not present at the Committee Meeting, the motion will lapse and may be proposed again at the next Committee Meeting at which the President is in attendance; and
 - 113.2.** To avoid doubt, no Executive Committee Member except the President may exercise a casting vote at a Committee Meeting.
- 114.** At any Annual General Meeting, General Meeting or Special General Meeting, each Committee Member and Member shall hold only one vote (with the exception of a proxy), however;
 - 114.1.** If a vote occurs and results in a deadlock, another vote shall be held; and
 - 114.2.** If a deadlock remains, the President will exercise a casting vote. If the President is not present at the Meeting, the Chair will exercise a casting vote.

Proxy Votes

- 115.** Proxy votes are permitted at all Meetings, but no Committee Member or Member shall hold or exercise more than one proxy vote.
- 116.** The method by which a Committee Member or Member may appoint a proxy shall be on the prescribed form, set by the Committee. Any appointed proxy must be a current Member with voting rights.
- 117.** The prescribed form for appointing a proxy for an Annual General Meeting is to be lodged with one or both of the Returning Officers no less than one working day prior to the Annual General Meeting.
- 118.** The prescribed form for appointing a proxy for a Special General Meeting or a General Meeting is to be lodged with the Secretary no less than one working day prior to the Special General Meeting or General Meeting.
- 119.** A Committee Member may only proxy their vote for a Committee Meeting to another Committee Member.

Method of Notice of Meetings

- 120.** Unless special circumstances arise, the Secretary shall post Notice of the date, time and place of Committee Meetings at least three business days prior to the Meeting, either on a Society noticeboard or electronically communicated to Committee Members.
- 121.** For General Meetings and Annual General Meetings, Notice of the date, time and place shall be provided to all Members by the Secretary no less than 14 working days prior to the Meeting.
- 122.** For Special General Meetings Notice of the date, time and place shall be provided to all Members by the Secretary no less than seven working days prior to the Meeting.

Chapter 4 - Finances

- 123.** The funds of the Society shall be derived from donations, sponsors and such other sources as the Committee determines.
- 124.** Any full financial report presented at the Annual General Meeting must:
- 124.1.** Must pertain to all financial activity of the Society which took place in the previous financial year; and
 - 124.2.** Be accompanied by a supplementary report detailing all financial activity of the Society which takes place between the end of the previous financial year and the Annual General Meeting. This supplementary report must be amended to include any financial activity of the Society which takes between the Annual General Meeting and the date that the Treasurer is relieved from their office if those dates are not the same.
- 125.** All expenditures, cheques, electronic bank transfers, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by the Treasurer and President subject to the Regulations.
- 126.** Any expenditure of the Society is subject to any restrictions imposed by Victoria University and the Victoria University Student Union.
- 127.** Any expenditure of the Society must be in line with the Aims and Purposes of the Society and the Members Code of Conduct.

Chapter 5 - The Constitution

Alteration of the Constitution

- 128.** Any proposed alterations to this Constitution must be presented to the Committee at a Committee Meeting for discussion in the exact and final form that such alterations are proposed to take; and

- 129.** At the next Committee Meeting, a simple majority of all Committee Members must approve a motion for the proposed alterations in the exact and final form that such alterations were presented at the previous Committee Meeting. This motion must be so approved at least 14 days prior to the Special General Meeting or Annual General Meeting at which the proposed alterations are to be voted on.
- 130.** The proposed alterations in their exact and final form as approved must be circulated to all Members and the Victoria University Student Union, and published on the Society's website, no less than 14 working days prior to the Special General Meeting or Annual General Meeting at which the proposed alterations are to be voted on. The proposed alterations at the time of circulation and publication must be accompanied by an Explanatory Memorandum which explains the nature of, rationale behind and effect of the proposed alterations.
- 131.** For the proposed alterations to be successfully adopted at the Special General Meeting or Annual General Meeting, a simple majority of Members must vote to approve the proposed alterations.

Ultra-vires Actions

- 132.** Where this Constitution, Victoria University or the Victoria University Student Union's rules or the Society's Regulations do not adequately provide for a process, procedure or mechanism deemed necessary by the Committee, the Committee has the power to act as it sees fit in the particular circumstances, taking into account the Aims and Purposes of the Society and ensuring such action does not conflict with this Constitution, Victoria University or the Victoria University Student Union rules or the Society's Regulations.
- 133.** Any act enabled by this rule, where reasonably practicable, must be approved by a simple majority of a quorum of Committee Members at a Committee Meeting.