



EXPLANATORY MEMORANDUM FOR CONSTITUTIONAL AMENDMENT 2017

Explanatory Memorandum to Proposed Constitution Amendment

Preamble

- This proposed amendment is intended to address issues that the committee has perceived over the year term.
- The current constitution is not robust enough to provide for a committee in the future. It is a nine page document and does not contain the necessary information for clear and unambiguous operation of the society.
- The newly proposed amendment takes into consideration the current constitution, the realities of committee life and constitutions from several other universities.
- It is hoped that this document will assist future committees and be a substantive guiding document for many years to come. Even if later committees amend sections, we hope that it will provide a foundation that encourages a culture of continuity and a building of resources for the society.
- This memorandum will explain the most relevant changes and provide a guide for future interpretation.

CHAPTER 1

The Society

- Most important in this section is the understanding that Dictum is a college society under the umbrella of VUSU and is subject to their laws. This also allows us to request VUSU related funding.
- Dictum Society, unlike many law societies, is not incorporated. Dictum does not currently obtain enough funding or support to consider this change and take on the additional burdens that incorporation entails. Where necessity wills, this may change in the future.

Aims and Purpose

- No changes.

Regulations

- Regulations can be created and passed by the committee as required.
- The substantial change is that regulation will remain in force for new committees. This is intended for continuity purposes.
- A new committee may of course vote to remove any regulation or amend as they see fit.

Membership

- Amendment here provides more flexibility to the Society in terms of available memberships. Most practicalities of membership move to regulations and can be changed by committee consensus.
- We believe it was unnecessary to restrict membership to only current students. It is hoped that opening to more possible members will provide two main benefits: it will assist in alumni retention and community and more income for the committee.
- With that in mind, only students can become committee members.

Members Code of Conduct

- No changes.

Grievance Procedures

- This is a new addition. It confers no new powers but provides a responsibility that the committee be aware of grievance procedure and listen to the concerns of students.
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CHAPTER 2

Election of the Committee and Term of Office/Composition

- No substantive changes.

Obligations

- This is an important section and retained generally (s 70) from the previous constitution. Firstly it provides for a position description. It is hoped that these will assist the committee in understanding their obligations. There has historically been a lot of divergence in the expectations for different portfolios and we hope this allows some continuity.
- The second part allows for removal of a committee member and provides clear voting guidelines. Where a committee member fails in performing the duties of the role or upholding member standards, there may be a free vote by the committee. The relevant person has a right of reply.
- Our consideration is balanced between two points: those who do not perform their duties may cause detriment to the society. For such a person to remain may undermine confidence in the society and represent a negligent committee. Absenteeism is a particular worry as the current constitution does not provide any guidance.
- The inverse is also problematic - we do not want students to gang up on others and remove people from positions where they are elected. Such a situation would constitute bullying and is in itself a breach of the constitution.
- A student in this position should get in touch with the dispute resolution officials at VU and lodge a formal complaint.
- Ultimately, removal from positions happens in real life. It is consistent with most board administration principles. We hope that retaining this provision encourages good governance and dispute resolution.

Replacement

- The committee may move to constitute positions when they are vacant. The section is unambiguous as to the rule. This is seen as an important addition as there is no guidance as to how the committee should replace positions made vacant by incapacity or resignation.

Co-Opted Members

- The existing provisions surrounding Co-Opted Members have been expanded upon to encourage engagement of Members in non-elected positions. At the same time, the ability to create or remove elected Committee Member positions has been restricted in line with Law Student Societies nationally with a comparable Membership base.
- Committee members now have an unlimited right to at least two co-opted members.

Returning Officers

- Consistent with other law societies, we are intending to retain previous committee members to assist with elections. We believe that this will assist with transparency and the practical running of the event.
- This will generally include the Immediate Past President and one other previous committee member.

Duties

- Both President and Vice President now have outlined duties. They provide for an executive apparatus and state that they
- Duties are substantively similar in application. The main new consideration involves an obligation on any President to act as a Immediate Past President in the year after their term. This role is to provide advice and assist with transition for a new committee.

CHAPTER 3

Chair of Meetings

- A standard clause that has been clarified to apply to all Meetings, as opposed to just Committee Meetings.
- Additionally, to ensure that absences do not result in poor record keeping, a sub-clause has been inserted which lays out how a replacement person is selected to record Minutes, as well as obligating that person to provide those Minutes to the Secretary so that the Secretary or person responsible for the Secretary duties in an interim period may then execute circulation of the Minutes per the relevant clauses.

Committee Meetings/Special General Meetings/General Meetings/Annual General Meetings

- The distinction between these Meetings has been made clearer, as has the purpose for the four different types of Meetings being clearly distinguished.
- Previously, all Executive Committee Members needed to provide a report. Until the governance and operations of the Society as reported at an Annual General Meeting receive a wider audience, elections are held at the Annual General Meeting as well as reports being delivered and the Constitution dealt with where required. Annual General Meetings stretch anywhere between 1-3 hours as is! Where the President's report has scope to cover everything with a broad stroke brush, and the Treasurer can still provide a report which ensures financial specificity and thus transparency. Further, other reports may still be presented if deemed appropriate by the Chair, again, providing flexible options without mandating more than necessary.
- This clause expressly articulates the required transition for the Society to re-affiliate with VUSU as a College Society each year. This is important as it is a major revenue source for Dictum.

Adjournment of the Annual General Meeting/Adjournment of Other Meetings

- The distinction between adjourning an Annual General Meeting and other Meetings is quite stark but intentionally so. Adjournment of an Annual General Meeting is not discretionary in any sense, it is not possible but when it becomes mandatory; where less than ten Members are present. Stricter still, the Annual General Meeting stands adjourned until a mandated time, date and location. Where the Chair alters this, Notice requirements are strict. Conversely, adjourning other Meetings is discretionary and not

required in any circumstances. However, where other Meetings are adjourned, only outstanding business from the adjourned Meeting may be transacted.

Conduct of Meetings

- This clause and the sub-clauses therein exists to create flexibility in how matters are dealt with in Meetings, whilst maintaining restrictions and safeguards on certain types of motions found elsewhere in the Constitution. The Committee is given considerable license to create Regulations which specify procedures, whilst providing alternatives which will operate to ensure transparency where such Regulations do not exist. It also emphasise the need for order and efficiency to be fostered by the Chair by providing clear standards as to how that discretion may be used.

Voting

- The two key implementations in clause 20 are firstly, the introduction of Returning Officers and secondly, the introduction of a clear deadlock procedure.
- *Returning Officers*: These sub-clauses detail the checks and balances which the Returning Officers will provide at an Annual General Meeting, regarding voting and the Minutes. The appointment of these Returning Officers is detailed as one of the President's Duties at a later stage. The introduction of Returning Officers provides an additional layer of accountability, which is crucial to an election at a law school with a community as tight-knit as we are privileged to have at the College. Furthermore, it should remove a final barrier for some students reluctant to nominate for positions on the basis of having to submit their nomination to Committee Members who they may be intimidated by generally or who may be running again for a Committee Member position.
- *Deadlock Procedures*: The standard solution a casting vote has been adopted. At a Committee Meeting, the President will exercise a casting vote, or if this is not possible, the motion will lapse. Where the Committee is divided, it is essential that the President be provided with the opportunity to assist in resolving the matter. This is not a duty that should be subsumed by the Vice President.
- However, at any other type of Meeting, deadlock will result in an additional vote.
- The President may then exercise a casting vote should there be an additional deadlock, or the Chair of that Meeting. As the other Meetings are held with less frequency, it would

be unnecessarily prescriptive to allow a motion to lapse. As such, the Chair is able to fulfill this function for the benefit of avoiding frustrating delays.

Proxy Votes

- The only notable amendment is to mention that Returning Officers have been specifically introduced in this clause. Proxy forms pertaining to an Annual General Meeting are to be submitted to one or both Returning Officers, for the same reasons cited earlier with respect to voting in the election at the Annual General Meeting.

Method of Notice of Meetings

- Specific expectations have been set surrounding Notice provided to Members and Committee Members of Meetings. Notice of Meetings is to be provided by the Secretary, within the timeframes prescribed. This is important to ensure reasonable but clearly defined expectations exist so that both Members and Committee Members are truly being given every opportunity to make themselves available and prepared to participate in Meetings.

CHAPTER 4

Finances

- This clause and the sub-clauses therein reinforce the financial accountability of the Society, in particular with regard to the Treasurer's reporting duties along with authorisation procedures and responsible expenditure.
- A full financial report is required to fulfill key VUSU re-affiliation requirements. As such, the particulars and formal requirements of this report have been made much more detailed using much more specific terms. In particular, the full financial report must pertain to the previous financial year which is not aligned with the Secretary's term of office. This failed alignment is also a re-affiliation requirement, as our Annual General Meeting specifically must occur in semester two of each calendar year. However, to ensure that all financial activity for each term of office is provided despite the timing of

the financial year, a supplementary report providing this information is mandated. The supplementary report serves not only the purpose of transparency and accountability at the time the full financial report is presented, it also ensures that the next Treasurer has direct access to financial activity which they will be required to include when reporting on the previous financial year.

CHAPTER 5

Alteration of the Constitution

- The power to alter a constitution is inherent to the membership of the group that those impact. We have provided in this constitution a guide so that any amendments must be put to members with time to consider before they may be valid.

Ultra-vires

- We don't need heads of power as an organisation. Where the constitution or any other guiding document is silent on an action, the committee may vote on the matter.