



Constitution

Name

1. The club shall be called “University Club Incorporated” (the Club).

Purposes

2. The purposes of the Club are:
 - (a) to foster and maintain contacts and the exchange of ideas between the various disciplines represented by staff of The University of Melbourne (hereinafter called “the University”);
 - (b) to provide facilities for members of the academic and professional staffs of the University, for the staffs of other universities and kindred organisations while they are working at the University and for other persons associated with the University; and
 - (c) to establish, maintain and manage premises at the University for members of the Club, including the club house known as “University House”.

Categories of Membership

3.
 - (a) The Club has four categories of membership:
 - (i) ordinary members,
 - (ii) associate members,
 - (iii) honorary members, and
 - (iv) temporary members.
 - (b) The number of associate members at any time must not exceed two-thirds of the number of ordinary members at that time, so that the number of ordinary members is always at least 60% of the total membership of the Club, excluding honorary and temporary members.
 - (c) Each category of membership may include additional subcategories in accordance with the by-laws.

Ordinary Members

4. The following are eligible to be ordinary members:
 - (a) members of the staff of the University;
 - (b) members of the staff of institutions and other bodies affiliated to or connected with the University by statute of the University (“affiliated institutions”);
 - (c) full-time students of the University who are candidates for a higher degree by research; and
 - (d) members of the University Council.

Associate Members

5. The following are eligible to be associate members:
 - (a) retired members of the staff of the University and of affiliated institutions;
 - (b) alumni of the University; and
 - (c) other persons associated with the University;who in each case are not eligible to be ordinary members.

Honorary Members

6. The following are eligible to be honorary members:
 - (a) foundation members, being those members admitted before 31 July 1953;
 - (b) life members, being those persons who have:
 - (i) shown a marked interest in the work of the University; or
 - (ii) rendered distinguished and extended service to the Club; and
 - (iii) been invited to accept life membership by resolution of the members in general meeting on the recommendation of the Committee;
 - (c) 50 year members, being those members with 50 years continuous membership.

Temporary Members

7. The following are eligible to be temporary members:
 - (a) members of other clubs who have reciprocal rights with the Club;
 - (b) visiting staff of other universities; and
 - (b) candidates for admission as ordinary or associate members while their applications are pending.

Admission of Members

8. The election of members shall be by the Committee at a meeting or meetings duly convened and, for the purpose of such election, the Committee shall be an election Committee. The number of those to be elected from time to time shall be determined by the Committee in the light of existing membership and the facilities available.

Proposal of Candidates

9. Every candidate for admission as a member must apply in the form prescribed by the Committee by by-law under clause 26. The form must include an acknowledgment that, if admitted to membership, the candidate will be bound by the rules of the Club in accordance with section 46 of the Associated Incorporation Reform Act.

Name of Proposed Members to be Displayed

10. The name and address of every candidate for ordinary membership shall be displayed in a conspicuous place in the Club premises for at least one week preceding the day when the candidate comes up for election and an interval of not less than two weeks shall elapse between the day of nomination and the day of election.

Order of Election

11. When the Committee determines that new members should be admitted those candidates who appear to be eligible for membership shall come up for election in the order in which their applications were received by the Honorary Secretary.

Subscription

12. (a) The annual subscription and entrance fee (if any) for members shall be determined by the Annual General Meeting or an Extra-

Ordinary General Meeting called for the purpose. When a member proposes to be absent from Victoria for any period exceeding three (3) consecutive months in any year, the subscription for such period of absence shall be 20% of the annual subscription, provided that the Honorary Secretary has been given notice in writing of the intention to be so absent. Notwithstanding anything contained in this clause, the Committee may determine, having regard to the personal circumstances of any member and having regard to the use which the member is likely to make of the facilities of the Club, that the subscription payable by the member in that year shall be some lesser amount than that prescribed under these rules, or that no subscription be payable.

- (b) There are no subscriptions or entrance fees for honorary members.

Payment of Subscription

13. On joining a member shall pay the entrance fee (if any) currently determined for members and in the first year of membership a pro-rata subscription according to length of membership in that year. Members may elect to pay subscriptions annually, by monthly direct debit from a nominated account with a financial institution, or for those members who are in receipt of salary from the University by monthly deductions from salary.

Privileges of Members

14. (a) Ordinary members are entitled to all the privileges of membership.
- (b) Only ordinary members are entitled:
 - (i) to vote at general meetings;
 - (ii) to be Officers and members of the Committee;
 - (iii) to propose and second the nominations of candidates for membership and for election as Officers and members of the Committee; and
 - (iv) to vote in elections for Officers and members of the Committee.
- (c) Associate members, honorary members and temporary members are entitled to all the privileges of membership, except as provided in paragraph (b) and subject to paragraph (d).
- (d) The Committee may in its discretion restrict the right of associate members (including specified subcategories of associate members) to use some or all the facilities of the Club either generally or at particular times.

Duties of Members

15. It shall be the duty of all members to observe and comply with the Club's Constitution and all by-laws made by the Committee thereunder. No member shall remove any property of the Club from the Club premises without the consent of the Committee or in any way damage or injure any of the Club's property. The damage sustained by the Club through any infringement of this clause may be assessed by the Committee and notice of such assessment shall be final and binding upon such member or members and the amount thereof forthwith be paid to the Club. For the purposes of this clause "member" includes all categories of member.

Minors Not to be Admitted

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

Resignation of Members

17. Any member may resign membership at any time by writing to the Honorary Secretary and after the resignation has been accepted by the Committee membership of the Club shall cease.

Disciplining of Members

18. (a) If the Committee receives a complaint from a member that another member has:
- (i) failed to comply with the constitution or by-laws; or
 - (ii) engaged in conduct prejudicial to the Club;
- the Committee may:
- (iii) seek to resolve any differences between the members concerned informally; or
 - (iv) refer the complaint to a Discipline Sub-Committee comprising a Chair and two other members appointed by the Committee, in which case paragraphs (b)–(f) apply.
- (b) The members of the Discipline Sub-Committee:
- (i) must not have a personal interest in the subject matter of the complaint;
 - (ii) must not be biased in favour of or against any of the members concerned;
 - (iii) may be a member of the Club but not of the Committee.
- (c) The Chair of the Discipline Sub-Committee must be a lawyer with experience in conducting disciplinary hearings.
- (d) The Discipline Sub-Committee must:
- (i) give the member complained about a copy of the complaint a reasonable time before conducting a hearing into the complaint;
 - (ii) give the members concerned a reasonable opportunity to be heard at the hearing of the complaint;
 - (iii) without limiting subparagraphs (i) and (ii), comply with the rules of procedural fairness; and
 - (iv) give written reasons for its decision to the members concerned and the Committee.

- (e) If the complaint is proved to the reasonable satisfaction of the Disputes Sub-Committee, it may:
 - (i) caution the member complained about;
 - (ii) suspend the member from the Club for up to six months;
 - (iii) request the member to resign from the Club; or
 - (iv) expel the member from the Club.
- (f) Decisions of the Discipline Sub-Committee are final, and may not be appealed against to the Committee or a general meeting.
- (g) The Club may not fine members.

Change of Membership Status

- 19. (a) A member who ceases to have any of the qualifications for membership prescribed in these rules, shall cease to be a member of the Club.
- (b) An ordinary member who ceases to be eligible to be an ordinary member under clause 4 shall cease to be an ordinary member. However, such a person may become an associate member under clause 5(c).
- (c) An associate member who becomes eligible to be an ordinary member under clause 4 shall either become an ordinary member or cease to be a member.

Effect of Ceasing to be a Member

- 20. All persons who cease to be members of the Club shall forfeit all rights to and claim upon the Club and its property and funds.

Officers

21. (a) The Officers of the Club shall be the President, Vice-President, Honorary Secretary and Honorary Treasurer, each of whom shall be elected by ballots conducted over the period of the working day preceding the Annual General Meeting and the day of the Annual General Meeting.
- (b) Voting for Officers shall be by optional preference.
- (c) Voting papers and ballot boxes shall be available in the Club premises from noon until 2.00 p.m. and 5.00 p.m. until 7.00 p.m. on the working day preceding the Annual General Meeting and for two hours before the advertised time of starting the Annual General Meeting on the day for which the Annual General Meeting is called. After 31 October, and before balloting commences, ordinary members may apply to the Honorary Secretary in writing for a postal vote, provided that such postal vote, together with a declaration of membership be received by the Honorary Secretary by noon on the working day preceding the Annual General Meeting.
- (d) An Officer retiring shall be eligible for re-election.
- (e) An ordinary member may nominate for as many offices as desired and also for membership of the Committee under clause 23.
- (f) The ballots shall be determined in the order shown in this clause for Officers and election of a member to any office shall render void any nomination of that member in any ballot to be determined subsequently for an Officer or as a Committee Member.
- (g) The Officers of the Club shall retire annually by rotation; a maximum of two (2) of these four (4) Officers shall retire each year. The Officers of the Club to retire each year shall be those who have been longest in office since their last election, but as between persons who were elected on the same day those to retire shall be determined by lot.

Committee

22. (a) The business and affairs of the Club shall be under the management of a Committee consisting of:
- (i) the President, Vice-President, Honorary Secretary and Honorary Treasurer of the Club who shall be Members of the Committee ex officio; and
 - (ii) eight (8) Members who shall be elected by the general body of ordinary members.
- (b) Any person elected as an Officer of the Club shall be so elected by the general body of ordinary members for a period of not less than twelve months (12) and not more than twenty-four (24) months.
- (c) Any person elected as a Member of the Committee shall be so elected by the general body of ordinary members for a period of not less than twelve months (12) and not more than twenty four (24) months.
- (d) The Committee may exercise all powers of the Club on its behalf, subject to clause 34.
- (e) The Committee may delegate its powers as it thinks appropriate.
- (f) All Members of the Committee (including ex-Officio and co-opted) are required to undertake training on the legal duties of not-for-profit committee members, directors and office holders (provided by the Club). Any Member of the Committee who fails to complete such training within six months of being elected shall cease to be a Member of the Committee unless an explanation which the Committee deems satisfactory has been given.

Election of Committee Members who are Not Members Ex-Officio

23. (a) The election of eight (8) members of the Committee shall, subject to clause 24, be by ballot conducted as set out in clause 21 except that the votes shall be counted according to the procedures in force for counting votes at an election to the University Council.
- (b) Such Members shall retire annually by rotation; a minimum of four (4) of these eight members of the Committee shall retire each year. The Members of the Committee to retire each year shall be those who have been longest in office since their last election, but as between persons who were elected on the same day those to retire shall be determined by lot.
- (c) Members of the Committee retiring shall be eligible for re-election.

Casual Vacancies in Committee

24. Any casual vacancy occurring in the Committee may be filled by decision given by absolute majority of the Committee. The Member so appointed will fill the said vacancy until the date of the next Annual General Meeting.

Sub-Committees

25. The Committee may from time to time appoint from among their number as they deem necessary such Sub-Committees for such purposes and with such powers as may be required including the power to co-opt. No Sub-Committee shall have the power to incur expenditure on behalf of the Club without being empowered to do so by the Committee. Such Sub-Committees shall conduct their business in accordance with the direction of the Committee.

By-laws

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

Chairman of Committee

27. The President, or the in President's absence, the Vice-President shall act as chairman of the Committee and shall have a deliberative vote and in addition a casting vote whenever there would otherwise be an equality of votes.

Ordinary Meetings of the Committee

28. The Committee shall hold an ordinary meeting once a month, except in January, or more often if necessary. Four Members of the Committee shall form a quorum. The Committee shall determine its own procedure. Accurate minutes of all resolutions and proceedings of such Committee meetings shall be prepared and retained.

Non-Attendance at Committee Meetings

29. Any Member of the Committee who fails to attend three (3) consecutive meetings of the Committee shall cease to be a Member of the Committee unless an explanation which the Committee deems satisfactory has been given.

Finance

30. The facilities of the Club are to be provided and maintained from the funds of the Club, which may be derived from subscriptions, sales, interest and any other sources approved by the Committee. The Committee shall have control of the finances of the Club. The Committee shall pass or ratify all accounts for payment and any disbursements not ratified by the Committee will be the personal liability of those responsible for the payment. All disbursements of money other than petty cash (which shall be kept on the imprest system) shall be authorised in writing by two designated persons. (Designated persons shall comprise such officers and employees of the Club as are expressly empowered by the Committee to authorise payments on behalf of the Club). If any member of the Committee enters into any contract on behalf of the Club without the express or implied authority of the Club such member shall be personally liable therefor. A copy of this clause shall be printed separately, and given to persons who enter into contacts to do work for, or supply goods to, the Club.

Duties of the Honorary Secretary

31. The Honorary Secretary shall convene or cause to be convened all General Meetings of members of the Club and meetings of the Committee. The Honorary Secretary shall ensure that accurate minutes of the proceedings of all such meetings be prepared and retained, that a register of members is kept and that records of members voting at an election of members is kept. The Honorary Secretary shall authorise all correspondence with members and others on matters connected with the Club except those requiring the direct authority of the Committee. The Honorary Secretary shall ensure that the Honorary Treasurer causes to be kept proper accounts and records of the transactions and affairs of the Club and such other records as will sufficiently explain the financial operations and financial position of the Club.

Duties of the Honorary Treasurer

32. The Honorary Treasurer shall arrange for the collection and banking intact of all receipts and the payment of all expenses sanctioned by the Committee. The Honorary Treasurer shall keep or cause to be kept correct accounts and books showing the financial affairs of the Club and particulars usually shown in books of account of a like nature, submit or cause to be submitted financial statements to the Committee, make up and balance or cause to be made up and balanced accounts to 31 December of each year. The Honorary Treasurer shall prepare or cause to be prepared the income and expenditure statement and the annual balance sheet and submit the accounts, statement and balance sheet to the auditors before the Annual General Meeting.

Auditors

33. Qualified accountant/s who are not members of the Committee or of any sub-committee shall be appointed at the Annual General Meeting of the Club to audit the accounts and financial statements for the ensuing year and report to the members at the Annual General Meeting.

Borrowing Powers

34. If at any time the Club in general meeting at which not less than twenty (20) ordinary members are present shall pass a resolution authorising the Committee to borrow money, the Committee shall thereupon be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and at such a rate of interest and in such form and manner and upon such security as shall be specified in such resolution, and thereupon the Committee shall make all such dispositions of the Club property or any part thereof and enter such agreements in relation thereto as the Committee may deem proper for giving security for such loans and interest.

Annual General Meeting

35. The Annual General Meeting shall be held in November in each year upon a date and at a time to be fixed by the Committee for the following purposes:
 - (a) to receive from the Committee a report on the affairs of the Club during the last financial year;
 - (b) to receive from the Committee the income and expenditure statement and the balance sheet for the past year, and any other financial statements required by the Associations Incorporations Reform Act.
 - (c) to receive the report of the Auditors;
 - (d) to elect by ballot the President, Vice-President, Honorary Secretary and Honorary Treasurer for the ensuing year;
 - (e) to fill other vacancies in the Committee;
 - (f) to appoint Auditors;
 - (g) to decide on any resolution which may be duly submitted to the meeting as hereinafter provided.

Notice of Resolution

36. Any ordinary member desirous of moving any resolution at the Annual General Meeting shall give notice thereof in writing to the Honorary Secretary not later than 31 October in each year.

Nomination of Officers and Committee

37. Any ordinary member of the Club may nominate any other ordinary member for election to one or more offices or for election to fill vacancies on the Committee by sending a nomination in writing to the Honorary Secretary not later than 31 October (or earlier in the case of an early AGM in November) in each year except in the case of an Extraordinary General Meeting called for the purpose of filling a casual vacancy, in which case the nomination in writing may be sent to the Honorary Secretary in sufficient time to be received not less than seven (7) days before the said meeting. A list of the offices and vacancies on the Committee to be filled indicating the persons retiring shall be sent by the Honorary Secretary to each ordinary member by 1 October in each year.

Extraordinary General Meeting

38. The Committee may at any time for any special purpose convene an Extraordinary General Meeting, and shall do so forthwith upon requisition in writing of twenty (20) ordinary members stating the purposes for which the meeting is required. An Extraordinary General Meeting requisitioned under this clause shall be held not later than three (3) weeks after the receipt by the Honorary Secretary of the said requisition.

Convening General Meetings

39. Fourteen (14) clear days at least before the Annual General Meeting or any Extraordinary General Meeting, a notice stating the date, time and place of such a meeting and the business to be transacted thereat shall be posted in the Club's premises. No business other than that of which notice has been given shall be brought forward at such meeting. The report, income and expenditure statement and balance sheet shall be made available for inspection by members in the Club premises. If a special resolution is to be proposed at the meeting, at least 21 days' notice must be given to each ordinary member, and the notice must state the proposed resolution in full and specify the intention to propose the resolution as a special resolution, as required by section 29 of the Associations Incorporation Reform Act.

Proceedings at General Meetings

40. At all General Meetings of the Club the President, or in the President's absence, the Vice-President shall take the chair. If both the President and Vice-President are absent an ordinary member selected by the Committee shall take the chair. Every ordinary member present shall be entitled to vote upon every motion, and in the event of an equality of votes the Chairman shall have a second or casting vote. Members may only vote in person, and not by proxy. Any member who is in receipt of a salary derived from the funds of the Club shall, during the period in which such salary is payable, be disqualified from voting as a member of the Club, and proposing or seconding candidates for office.

Quorum for General Meetings

41. At any General Meeting ten (10) ordinary members shall constitute a quorum for the transaction of all business other than proposals for giving the Committee borrowing powers or for amendment of these rules.

Amendments to Resolutions

42. No amendment (other than a motion for adjournment) shall be moved to any resolution proposed at any Annual or Extraordinary General Meeting unless written notice thereof shall have been sent to the Honorary Secretary not less than seven clear days previous to the meeting. Whenever any such notice shall be given the same shall be forthwith posted in the Club premises.

Visitors

43. (a) Every member shall be allowed to introduce visitors subject to such by-laws as shall be made from time to time by the Committee, and visitors shall be considered the guests of, and be accompanied by, the member introducing them. Provided that no person shall be introduced as a visitor into the Club who shall have been expelled from membership or whose conduct or presence in the Club shall be considered by the Committee objectionable or prejudicial to the interests of the Club.

(b) A record is to be kept of visitors to the Club.

Supply of Liquor

44. A visitor to the Club shall not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a member of the Club.

Not-For-Profit Status

45. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the purposes of the Club as set forth in clause 2 of these rules and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of the Club. No person shall receive any profit benefit or advantage from the Club other than remuneration or honorarium approved by the Committee for work done by the Honorary Secretary, Honorary Treasurer or other Officer of the Club or salary or wages paid to employees.

No Officers or Employees to Receive Commission on Liquor Sales

46. No payment of any amount to an Officer or employee of the Club shall be made by way of commission or allowance from the receipts of the Club for the sale and disposal of liquor.

Register of Members

47. The Honorary Secretary shall cause to be kept on the premises a register of members setting forth in full the names, occupations and addresses of all members of the Club and the date of the last payment by each member of their subscription.

Interpretation of Rules

48. The Committee shall be the sole authority for the interpretation of these rules and of the by-laws made hereunder; and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these rules or by the by-laws shall be final and binding on members.

Amendment of Rules

49. These rules may be added to, rescinded or altered in accordance with sections 50 and 64 of the Associations Incorporation Reform Act by a special resolution passed by a three-quarters majority of the ordinary members present and voting at any Annual or Extraordinary General Meeting at which not less than twenty (20) ordinary members are present and at which proper notice (clause 39) has been given of such addition, rescission or alteration.

Winding Up

50. The Club may be wound up voluntarily by special resolution in accordance with sections 125 and 64 of the Associations Incorporation Reform Act.

Disposal of Property on Winding Up or Dissolution

51. Upon the winding up or dissolution of the Club, the net assets after discharging all liabilities shall be transferred to The University of Melbourne.

Common Seal

52.
 - (a) The Club must have a common seal.
 - (b) The common seal may only be affixed to an instrument if authorised by resolution of the Committee.
 - (c) The affixing of the common seal must be attested by the signatures of two Officers of the Club (clause 21).
 - (d) The Committee must provide for the safe custody of the common seal.

Records

53.
 - (a) In this clause “records” means all records of the Club, including minutes, accounts and the register of members.
 - (b) The Committee must provide for the safe custody of the records of the Club.
 - (c) Members may by arrangement with the Honorary Secretary inspect and obtain copies of the minutes of general meetings (including the financial statements and reports received at the annual general meeting).
 - (d) Members may by arrangement with the Honorary Secretary inspect and obtain copies of the other records of the Club, subject to any reasonable restrictions or limitations that may be imposed by the Committee.

Grievance Procedure

54. (a) The Committee is responsible for settling disputes under these rules between the Club and any member, or between one member and another.
- (b) Without limiting clause 25, the Committee may appoint a Sub-Committee to carry out on its behalf its responsibilities under paragraph (a).

Secretary

55. The Committee must appoint (and may remove) a secretary of the Club for the purposes of the Associations Incorporation Reform Act. The secretary has the responsibilities specified in the Associations Incorporation Reform Act. The position of secretary is separate from the position of Honorary Secretary elected under clause 21.

Transitional

56. (a) Those persons who immediately before the incorporation of the Club under the Associations Incorporation Act were members in the categories specified in column A of the following table become members in the corresponding categories specified in column B of the following table on registration of the incorporation of the Club:

Column A (Old Category)	Column B (New Category)
FA Full Ordinary	Ordinary
HA Full Ordinary	Ordinary
FC Full Continuing	Associate
AA Full Associate	Associate
AC Associate Continuing	Associate
AS Associate Special	Associate
AF Full Affiliate	Associate
CA Affiliate Continuing	Associate
CS Continuing Special	Associate
FL Full Life	Honorary
NC No Charge	Honorary
HO Honorary/Temporary	Temporary

- (b) Despite clause 19, those persons who immediately before the incorporation of the Club under the Associations Incorporation Act were ordinary members may continue to be ordinary members on payment of the subscription for ordinary members.