

Blackstone Society (Incorporated)

Constitution

1. DEFINITIONS

- 1.1. *Act* means the Associations Incorporation Act 2015 (WA).
- 1.2. *ACNC* means the Australian Charities and Not-for-profits Commission
- 1.3. *ACNC Act* means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
- 1.4. *Annual General Meeting* (AGM) means the General Meeting convened under Article 5, being the annual general meeting the Society is required to hold under the Act.
- 1.5. *Appointed Office-Bearer* means a person appointed to a position created by the Executive under Article 15 and does not include a member of the Executive or an Elected Office-Bearer.
- 1.6. *Associate Member* has the meaning given in Article 4.1.2.
- 1.7. *Auditor* means a person appointed as auditor of the Society under Article 25.8, being a person qualified to act as an auditor under the Act.
- 1.8. *Authorised Signatory* means a person authorised under Article 23.4 to approve or effect a payment from the funds of the Society, whether by electronic funds transfer, payment card, direct debit, or any other means.
- 1.9. *Business Day* means a day that is not a Saturday, a Sunday, or a public holiday in Perth, Western Australia.
- 1.10. *Casual Vacancy* means a vacancy in an office arising otherwise than by the expiry of a Term of Office, including by resignation, removal under Article 20, Vacation of Office under Article 13 or death.
- 1.11. *Code of Conduct* means any code of conduct adopted by the Committee under Article 17.2.4.
- 1.12. *Commissioner* means the Commissioner for Consumer Protection, or any other person or body for the time being responsible for the administration of the Act.
- 1.13. *Committee* has the meaning given in Article 6.2.
- 1.14. *Committee Meeting* means a meeting of the Committee convened under Article 7.
- 1.15. *Conflict of Interest* means any circumstances in which a person's duty to act in the best interests of the Society conflicts, or might reasonably be perceived to conflict, with the person's personal, financial, professional, academic, or family interest, and includes a Material Personal Interest.
- 1.16. *Disqualified Person* means a person who is disqualified from being a member of the Society, or who is disqualified from being a responsible person of the Society.
- 1.17. *Elected Office-Bearer* has the meaning given in Article 10.1.

- 1.18. ***Electronic Means*** means any method of instantaneous audio or audio-visual communication that permits each participant, in real time, to hear and be heard by every other participant and to participate in and vote on the business of the Meeting.
- 1.19. ***Executive*** has the meaning given in Article 8.1.
- 1.20. ***Executive Meeting*** means a meeting of the Executive convened under Article 9.
- 1.21. ***Financial Ordinary Member*** has the meaning given in Article 4.1.1.1.
- 1.22. ***Financial Statements*** means the financial statements the Society is required to prepare in respect of a Financial Year under the Act or the ACNC Act.
- 1.23. ***Financial Year*** means the period commencing on 1 July and ending 30 June in the following year.
- 1.24. ***General Meeting*** means an Annual General Meeting or a Special General Meeting.
- 1.25. ***Governance Standards*** means the governance standards prescribed under the ACNC Act.
- 1.26. ***Grievance Procedure*** means the procedure set out in Article 18.
- 1.27. ***Honorary Life Member*** has the meaning given in Article 4.1.3.
- 1.28. ***Immediate Past President*** has the meaning given in Article 22.1.
- 1.29. ***In Writing*** includes any communication transmitted by electronic means and capable of being reproduced in a legible and durable form, and ***Writing*** and ***Written*** have corresponding meanings.
- 1.30. ***Interim Suspension*** means a suspension imposed by the Executive under Article 17.13 pending the determination of a proposed suspension or expulsion under Article 17.5.
- 1.31. ***Law School*** means the UWA Law School, or any faculty, school, or other body of the University that is for the time being responsible for the teaching of a Qualifying Degree.
- 1.32. ***Material Personal Interest*** means a material personal interest in a matter relating to the affairs of the Society, within the meaning of the Act.
- 1.33. ***Meeting*** means a General Meeting, a Committee Meeting, or an Executive Meeting.
- 1.34. ***Member*** means an Ordinary Member, an Associate Member, or an Honorary Life Member; and, for the purposes of Articles 17 to 19, includes a former Member to the extent provided in those Articles.
- 1.35. ***Membership Year*** means the period in respect of which an annual membership fee prescribed under Article 4.2 is payable, being 1 January to 31 December per year,

or the period of the Member's enrolment in a Qualifying Degree for that prescribed year.

- 1.36. ***Non-Financial Ordinary Member*** has the meaning given in Article 4.1.1.2.
- 1.37. ***Notice*** means notice given under this Constitution, and may be given to a Member personally, or by electronic communication to the electronic address as recorded.
- 1.38. ***Objects*** means the objects of the Society set out in Article 3.
- 1.39. ***Office-Bearer*** means a member of the Executive, an Elected Office-Bearer or an Appointed Office-Bearer.
- 1.40. ***Ordinary Member*** has the meaning given in Article 4.1.1 and includes both a Financial Ordinary Member and a Non-Financial Ordinary Member.
- 1.41. ***Ordinary Resolution*** means a resolution passed by a Simple Majority.
- 1.42. ***Party to a Dispute*** has the meaning given in Article 18.1.2.
- 1.43. ***Policy*** means any policy adopted by the Committee or the Executive under Article 17.2.3, as amended from time to time.
- 1.44. ***Poll*** means a vote taken by the recording of individual votes rather than by a show of hands.
- 1.45. ***Pre-Law Representative*** means a person holding a position under Article 11.1.
- 1.46. ***Present*** in relation to a Meeting, means present in person at the place at which the Meeting is held or participating in the Meeting by Electronic Means; and a person who is 'present' is to be counted for the purposes of a quorum and, if otherwise entitled, may vote.
- 1.47. ***Presiding Officer*** means the person presiding at a Meeting in accordance with Article 5.12, 7.13 or 9.4.
- 1.48. ***Proxy*** means an Ordinary Member authorised In Writing by another Ordinary Member, in accordance with Article 21, to attend and vote at a Meeting on the other Ordinary Member's behalf.
- 1.49. ***Qualifying Degree*** means a degree programme offered at the University that is suitable to be used as part of an application for admission to the Supreme Court of Western Australia.
- 1.50. ***Register of Interests*** means the register kept under Article 16.8 recording disclosures of Conflicts of Interest and Material Personal Interests.
- 1.51. ***Register of Members*** means the register of members the Society is required to keep under the Act.
- 1.52. ***Regulations*** means the Election Regulations and any other regulations made under Article 12, as amended from time to time.

- 1.53. **Responsible Person** means each member of the Committee, each of whom has responsibilities for the governance of the Society for the purposes of the ACNC Act and the Governance Standards.
- 1.54. **Returning Officer** means a person appointed under Article 12.6 to conduct and administer the elections of the Society.
- 1.55. **Reviewer** means a person appointed to review the Financial Statements under Article 25.7, being a person qualified to act as a reviewer under the Act.
- 1.56. **Simple Majority** means more than half of the votes cast by those Present and entitled to vote, abstentions not being counted as votes cast.
- 1.57. **Society** means the Blackstone Society (Incorporated).
- 1.58. **Special General Meeting** means a General Meeting other than the Annual General Meeting.
- 1.59. **Special Majority** means at least two thirds of votes cast by those Present and entitled to vote, abstentions not being counted as votes cast.
- 1.60. **Special Resolution** means a resolution passed as a special resolution in accordance with the Act.
- 1.61. **Sub-Committee** means a sub-committee established by resolution of the Executive under Article 6.3.
- 1.62. **Surplus Property** has the meaning given in the Act.
- 1.63. **Term of Office** means the period commencing on 1 December in the year of a person's election and ending on 30 November in the following year, or such other period as is provided in Article 10.4 or 14.5.
- 1.64. **Treasurer** means the member of the Executive holding the office of Treasurer.
- 1.65. **University** means the University of Western Australia.
- 1.66. **Vacation of Office** means the vacation of an office by operation of Article 13, without the need for any resolution.

2. NAME OF SOCIETY

- 2.1. The formal name of the Society shall be the Blackstone Society (Incorporated), hereafter referred to as 'the Society'.

3. OBJECTS

- 3.1. The Society's primary object is to advance the education of law students enrolled at the University of Western Australia by pursuing the following charitable purposes:

- 3.1.1.** To represent and promote the interests and concerns of law students enrolled at the University of Western Australia;
- 3.1.2.** To encourage and facilitate intellectual and cultural exchange between law students; and
- 3.1.3.** To remain an affiliated member of the Australian Law Students' Association.
- 3.2.** The property and income of the Society shall be applied solely towards the promotion of these Objects.
- 3.3.** No part of the property or income of the Society may be paid or otherwise distributed, directly or indirectly, to members, except in accordance with Article 24.1.

4. MEMBERSHIP

- 4.1.** The membership of the Society shall consist of Ordinary Members, Associate Members and Honorary Life Members as follows:
- 4.1.1.** Ordinary Members shall consist of Financial Ordinary Members and Non-Financial Ordinary Members.
- 4.1.1.1.** Financial Ordinary Members shall consist of individuals who are enrolled in a Qualifying Degree and have completed the registration requirements and paid the annual membership fee prescribed by the Committee.
- 4.1.1.2.** Non-Financial Ordinary Members shall consist of individuals who are enrolled in a Qualifying Degree and have completed the registration requirements but have not paid the annual membership fee prescribed by the Committee.
- 4.1.2.** Associate Members shall consist of individuals who are enrolled in a degree programme offered by the University of Western Australia other than a Qualifying Degree, who have completed the registration requirements and paid the annual membership fee prescribed by the Committee.
- 4.1.3.** Honorary Life Members shall consist of those past or present Members or past or present members of the Law School at the University of Western Australia on whom the Society in General Meeting has conferred Honorary Life Membership by a three-quarters majority of those Present and voting.
- 4.2.** The Committee shall prescribe the annual membership fees for Financial Ordinary Members and Associate Members for each Membership Year.
- 4.3.** Membership may be terminated when a Member:
- 4.3.1.** submits to the Secretary notice In Writing terminating membership; or
- 4.3.2.** ceases to fulfil the qualifications for membership prescribed in Article 4.1.

Rights of Members

4.4. Subject to this Constitution, an Ordinary Member is entitled to attend, speak, and vote at a General Meeting, to be counted towards a quorum, to nominate for and hold any Executive or Elected Office-Bearer position for which they are eligible, and to participate in the activities of the Society.

4.5. An Associate Member is entitled to:

- 4.5.1.** Attend and participate in the events, activities, and programmes of the Society on the same terms as an Ordinary Member, except where the Committee resolves otherwise in relation to a particular event or activity;
- 4.5.2.** Receive all general communications issued by the Society to its Members; and
- 4.5.3.** Attend a General Meeting and, with the leave of the Presiding Officer, speak at it.

4.6. An Associate Member is not entitled to vote at General Meetings, to be counted towards a quorum at a General Meeting, or to nominate for or hold any Executive or Elected Office-Bearer position other than a Pre-Law Representative position, for which eligibility is governed by the Regulations.

4.7. Honorary Life Membership is conferred for the life of the person on whom it is conferred, and is not affected by that person ceasing to hold any other class of membership, ceasing to be enrolled at the University, or ceasing to hold any office in the Society.

4.8. No membership fee is payable by an Honorary Life Member.

4.9. An Honorary Life Member is entitled to:

- 4.9.1.** Attend and speak at any General Meeting;
- 4.9.2.** Receive notice of every Annual General Meeting;
- 4.9.3.** Attend such events and activities of the Society as the Committee determines from time to time; and
- 4.9.4.** Be recorded in the Register of Honorary Life Members kept in Annexure 1.

4.10. An Honorary Life Member is not entitled to vote at a General Meeting, to be counted towards a quorum at a General Meeting, or to nominate for or hold any Executive or Elected Office-Bearer position, unless that person is separately an Ordinary Member.

4.11. Honorary Life Membership may be revoked only by a resolution of the Society at a General Meeting passed by a Special Majority of those Present and voting, and only where the person concerned has been given written notice of the proposed revocation at least 14 days before the General Meeting.

- 4.11.1.** The termination of membership under Article 4.3 does not affect Honorary Life Membership

5. GENERAL MEETINGS

Calling of a General Meeting

- 5.1.** The Committee or Executive may at any time convene a Special General Meeting.
- 5.2.** The Committee or Executive shall convene an Annual General Meeting within 6 months of the end of the Society's Financial Year.
- 5.3.** The Committee or Executive shall, within ten days of receiving a written request from at least 10 percent of the total number of Ordinary Members, convene a Special General Meeting. The Ordinary Members making a request under this Article shall:
- 5.3.1.** specify in the request the purpose for which the Special General Meeting is required; and
- 5.3.2.** sign the request.
- 5.4.** If the Committee or Executive fails to convene a Special General Meeting within the ten days referred to in Article 5.3, the Ordinary Members who made the request may convene a Special General Meeting.
- 5.5.** The Secretary shall cause notice to be given of any General Meeting at least five days before the date of that Meeting, specifying:
- 5.5.1.** when and where the General Meeting is to be held;
- 5.5.2.** particulars of the business to be transacted at the General Meeting and of the order in which that business is to be transacted; and
- 5.5.3.** the intention to propose any resolution to amend this Constitution and the particulars of any such proposed resolution.

Quorum at a General Meeting

- 5.6.** Forty Ordinary Members Present shall constitute a quorum at a General Meeting.
- 5.7.** A resolution, other than a resolution to amend this Constitution, passed at a General Meeting shall not be invalid due to the lack of a quorum, provided that:
- 5.7.1.** notice has been given in accordance with Article 5.5; and
- 5.7.2.** no objection is made at the General Meeting.

Procedure at a General Meeting

- 5.8.** Only Ordinary Members shall vote at a General Meeting.
- 5.9.** A resolution, other than a resolution to amend this Constitution, shall be passed as an Ordinary Resolution of the Ordinary Members Present and voting.
- 5.10.** Subject to Article 5.11, votes shall be determined by a show of hands.

5.11. If requested by at least three Ordinary Members, a Poll shall be conducted by the Presiding Officer at a General Meeting.

5.12. The President shall act as the Presiding Officer at all General Meetings, or in their absence, the Secretary shall preside. If both the President and the Secretary are not in attendance, the Ordinary Members Present at the meeting may appoint an Ordinary Member to preside by Simple Majority.

5.13. Any business specified in a written request in accordance with Article 5.3.1 shall have priority over all other business at a Special General Meeting.

5.14. Subject to this Constitution, General Meetings shall be conducted in accordance with such procedure as the Committee may provide.

6. COMMITTEE

6.1. The Committee shall be responsible for giving effect to the Objects of the Society as per this Constitution.

6.2. The Committee shall consist of the following:

6.2.1. All members of the Executive;

6.2.2. All Elected Office-Bearers; and

6.2.3. The Immediate Past President, in accordance with Article 22.2.

6.3. Subject to this Constitution, the Committee may be split into any number of Sub-Committees with responsibilities, membership and reporting structures as decided by resolution of the Executive.

6.4. Elected Office-Bearers shall attend all Committee Meetings for the duration of their term unless they can provide a reasonable explanation for their absence, and Article 13.1.6 applies to an Office-Bearer who is absent from three consecutive Committee Meetings without leave.

7. COMMITTEE MEETINGS

Calling of a Committee Meeting

7.1. The President may at any time convene a Committee Meeting.

7.2. The President shall convene a Committee Meeting at least twice in each Semester of the University calendar.

7.3. The President shall, within seven days of receiving a written request signed by at least three members of the Committee, convene a Special Committee Meeting. The members of the Committee making a request under this Article shall:

7.3.1. specify in the request the purpose for which the Special Committee Meeting is required; and

7.3.2. sign the request.

7.4. If the President fails to convene a Special Committee Meeting within the seven days referred to in Article 6.3, the members of the Committee who made the request may convene a Special Committee Meeting.

7.5. The Secretary shall cause notice to be given of any Committee Meeting at least forty-eight hours before the date of that Meeting, specifying:

7.5.1. when and where the Committee Meeting is to be held;

7.5.2. particulars of the business to be transacted at the Committee Meeting and of the order in which that business is to be transacted.

Quorum of a Committee Meeting

7.6. Ten members of the Committee Present, of whom at least three are members of the Executive, shall constitute a quorum at a Committee Meeting.

Procedure of a Committee Meeting

7.7. Only members of the Committee shall vote at a Committee Meeting.

7.8. Any member of the Committee may attend a Committee Meeting.

7.9. The following individuals may be invited to attend any or all Committee Meetings:

7.9.1. An Appointed Office-Bearer by invitation of the Executive; or

7.9.2. Any or all Ordinary Members by invitation of the Committee.

7.10. For the avoidance of doubt, any person attending a Committee Meeting under an invitation issued in accordance with Article 7.9 shall not be entitled to vote in a Committee Meeting.

7.11. Subject to Article 7.12, a resolution shall be passed by the affirmative vote of a majority of the members of the Committee present and voting, decided on a show of hands, provided that if there is no majority, the President shall have a casting vote.

7.12. The Committee may resolve, on a show of hands, to conduct any vote on a future motion at the Committee Meeting by a secret ballot.

7.13. The President shall act as the Presiding Officer at all Committee Meetings, or in their absence, the Secretary shall preside. If both the President and the Secretary are not in attendance, members of the Committee may appoint a member of the Executive to preside by Simple Majority.

7.14. Any business specified in a written request in accordance with Article 7.3.1 shall have priority over all other business at a Committee Meeting.

7.15. Subject to this Constitution, Committee Meetings shall be conducted in accordance with such procedure as the Committee may provide.

7.16. Minutes of all Committee Meetings shall be kept by the Secretary.

8. EXECUTIVE

8.1. The Executive shall consist of:

- 8.1.1. the President;
- 8.1.2. the Secretary;
- 8.1.3. the Treasurer;
- 8.1.4. the Education Vice-President;
- 8.1.5. the Competitions Vice-President;
- 8.1.6. the Careers Vice-President;
- 8.1.7. the Equity Vice-President;
- 8.1.8. the Wellness Vice-President;
- 8.1.9. the Social Vice-President; and
- 8.1.10. the Marketing Vice-President.

8.2. In addition to the specific duties imposed by this Constitution, the Executive shall be responsible for giving effect to the Objects of the Society and for the efficient organisation, administration, and conduct of the activities and affairs of the Society.

8.3. Subject to this Constitution and to the resolutions of the Society in General Meeting, the Executive may do all things necessary or convenient for carrying out the Objects of the Society, and in particular, may:

- 8.3.1. acquire, hold, deal with, and dispose of any real or personal property;
- 8.3.2. open and operate bank accounts;
- 8.3.3. invest the Society's money;
- 8.3.4. borrow money on behalf of, or in the name of, the Society, provided that the total amount borrowed and outstanding at any time does not exceed \$10,000, or such amount as the Committee resolves by Special Majority, and that any borrowing exceeding \$5,000 is approved in advance by resolution of the Committee;
- 8.3.5. seek out and co-ordinate sponsorship for the Society; and
- 8.3.6. enter into any contract the Executive considers necessary or desirable, subject to Articles 8.3.4 and 23.6.

9. EXECUTIVE MEETINGS

Calling of an Executive Meeting

- 9.1. The President may at any time convene an Executive Meeting.
- 9.2. The President shall convene an Executive Meeting at least once in every calendar month from March to November of each year.

Quorum of an Executive Meeting

- 9.3. Five members of the Executive Present shall constitute a quorum at an Executive Meeting.

Procedure of an Executive Meeting

9.4. The President shall act as the Presiding Officer at all Executive Meetings, or in their absence, the Secretary shall preside; and where neither is in attendance, the members of the Executive Present may appoint one of their number to preside by Simple Majority.

9.5. A resolution shall be passed by the affirmative vote of a majority of the members of the Executive present and voting, decided on a show of hands.

9.6. In the event of a tied vote, the President shall have the casting vote.

9.7. Subject to this Constitution, Executive Meetings shall be conducted in accordance with such procedure as the President may provide.

10. ELECTED REPRESENTATIVES

10.1. The Elected Representatives shall consist of:

- 10.1.1.** 4x Social Representatives;
- 10.1.2.** 2x Pre-Law Social Representatives;
- 10.1.3.** First Year Social Representative;
- 10.1.4.** 4x Education Representatives;
- 10.1.5.** Pre-Law Education Representative;
- 10.1.6.** First Year Education Representative;
- 10.1.7.** 3x Wellness Representatives;
- 10.1.8.** 2x Sports Representatives;
- 10.1.9.** First Year Wellness Representative;
- 10.1.10.** 4x Competitions Representatives;
- 10.1.11.** 2x First Year Competitions Representatives;
- 10.1.12.** 2x Pre-Law Competitions Representatives;
- 10.1.13.** 4x Careers Representatives;
- 10.1.14.** 2x First Year Careers Representatives;
- 10.1.15.** 2x Equity Representatives;
- 10.1.16.** Women's Representative;
- 10.1.17.** Alternative Pathway Student Representative;
- 10.1.18.** Queer Representative;
- 10.1.19.** Indigenous Representative;
- 10.1.20.** First Year Equity Representative;
- 10.1.21.** 2 x Administrative Officers.

10.2. Subject to Article 13 and 20, the Elected Representatives shall hold office from 1 December of the year of their election until 30 November of the subsequent year.

10.3. The First-Year Representative positions are the First-Year Social Representative, First-Year Education Representative, First-Year Wellness Representative, First-Year Competitions Representatives, First-Year Careers Representatives, and the First-Year Equity Representative.

10.4. A First-Year Representative shall hold office from 1 April of the year of their election, or from the declaration of the results of their election if later, until 30 November of that year.

Administrative Officers

10.5. Of the two Administrative Officers:

10.5.1. one shall be allocated to the Secretary and shall assist the Secretary in the performance of the Secretary's duties under this Constitution, including the giving of notices, the keeping of minutes, and the maintenance of the registers kept under Article 26; and

10.5.2. one shall be allocated to the Treasurer and shall assist the Treasurer in the performance of the Treasurer's duties under this Constitution, including the keeping of accounting records and the preparation of the budget and the Financial Statements.

10.6. The Executive shall determine the allocation under Article 10.5 as soon as practicable after the commencement of the Term of Office.

11. PRE-LAW REPRESENTATIVES

11.1. A person elected as a Pre-Law Representative is, despite Article 4.1.1, taken to be an Ordinary Member for the purposes of this Constitution for the duration of their Term of Office.

11.2. A person holding the position of Pre-Law Representative shall have a right to attend Committee Meetings and to vote in Committee Meetings.

11.3. Eligibility to nominate for a Pre-Law Representative position, and the conduct of the elections, are governed by the Regulations.

11.4. Each Pre-Law Representative shall assist, and act under the direction of, the Vice-President responsible for the portfolio to which their position relates.

12. ELECTIONS

12.1. Elections shall be held annually and in accordance with the Blackstone Society Election Regulations.

12.2. Subject to Article 12.10, amendments to the Blackstone Society Election Regulations are to be approved by a resolution of the Committee in accordance with Article 7.11.

12.3. All Executive positions, with the exception of the Marketing Vice-President, shall be elected by the Society's Ordinary Members.

12.4. The Marketing Vice-President shall be appointed by the incoming Executive, and Articles 15.2 and 15.3 apply to that appointment with any necessary modifications.

12.5. If no nominations are received for an Executive position, that position shall be appointed by the incoming Executive in accordance with Article 12.

Returning Officer

12.6. The Executive shall appoint one Returning Officer for each election, no later than 14 days before nominations open.

12.7. A person must not be appointed as Returning Officer if that person is a candidate in the election, a member of the Executive, or a person whose relationship with a candidate could reasonably be perceived to affect their impartiality, except that the Secretary may be appointed as Returning Officer for the First-Year Election, or for an election to fill a vacancy under Article 14.1.1, provided the Secretary is not a candidate in that election.

12.8. A Returning Officer shall conduct the election independently and is not subject to direction by the Executive or the Committee in the exercise of their functions under the Regulations.

12.9. The Executive may remove a Returning Officer only for incapacity or for misconduct in the conduct of the election, and must record its reasons in the minutes.

12.10. Notwithstanding Article 12.2, an amendment to the Regulations requires approval of a Special Majority of the Committee.

12.11. No amendment may be made to the Regulations in the period commencing 28 days before nominations open and ending on the declaration of results, except to correct a manifest error.

13. VACATION OF OFFICE

13.1. An Office-Bearer vacates their office immediately upon:

- 13.1.1.** Resigning by notice In Writing given to the Secretary, or where the Secretary resigns, to the President, with effect from receipt of the notice or from any later date stated in it;
- 13.1.2.** Ceasing to be an Ordinary Member or, in the case of a Pre-Law Representative position, ceasing to satisfy the eligibility requirements for that position under the Regulations;
- 13.1.3.** Ceasing to be enrolled at the University, otherwise than during a period of leave of absence approved by the University of not more than 12 months;
- 13.1.4.** Becoming a Disqualified Person;
- 13.1.5.** Being expelled from the Society, and for the period of any suspension of their membership;

- 13.1.6.** Being absent from three consecutive Committee Meetings or, in the case of a member of the Executive, from three consecutive Executive Meetings, without leave of absence granted under Article 13.2;
- 13.1.7.** Failing to take up office within 28 days after the commencement of the Term of Office; or
- 13.1.8.** Death.
- 13.2.** The Executive may grant an Office-Bearer leave of absence for a stated period not exceeding three months, and a Meeting occurring during that period is not counted for the purposes of Article 13.1.6.
- 13.3.** The completion of a Qualifying Degree during a Term of Office does not of itself vacate the office, and the Office-Bearer may serve the balance of the Term of Office notwithstanding Articles 13.1.2 and 13.1.3.
- 13.4.** Where an office is vacated under Article 13.1.6, the Secretary must give the person written notice of the vacation within seven days, and the person may within 14 days after the notice apply In Writing to the Committee for reinstatement. The Committee must give the person a reasonable opportunity to make written or oral submissions and may resolve to reinstate them to the office.
- 13.5.** A person who vacates the office must, within 14 days, deliver to the Secretary all record, funds, and property of the Society in their possession or control, and Article 26.14 applies to that person as if their Term of Office had ended.
- 13.6.** The Secretary must record every Vacation of Office in the minutes of the next Committee Meeting, and must notify the Commissioner and the ACNC where required.
- 13.7.** A Vacation of Office under this Article takes effect without any resolution and is not a removal for the purposes of Article 20.

14. ELECTED EXECUTIVE AND COMMITTEE VACANCIES

14.1. In the event of a vacancy of an elected executive position or an elected committee position, the following procedure must be adhered to:

- 14.1.1.** If the vacancy occurs prior to 30 June:
 - 14.1.1.1.** The Secretary , or in the case the Secretary position is vacant, the President, will give notice and call for nominations for the vacant position.
 - 14.1.1.2.** Nominations for the position shall be held open for at least seven days.
 - 14.1.1.3.** The election must follow the procedures set out in the Regulations, including Regulation 16.

14.1.2. If the vacancy occurs on or following 30 June:

14.1.2.1. The Executive may choose to fill the vacancy.

14.1.2.2. In the event the Executive decide that the vacancy needs to be filled, notice must be given to the Committee in one week. Any current Committee Member may nominate for the vacancy.

14.1.2.3. Nominations may be taken by a process as the Executive sees fit.

14.1.2.4. If more than one person nominates for the vacancy, the Committee shall vote at the next Committee Meeting.

14.1.2.5. The method of counting must follow the same procedures as set out in Regulation 11 of the Blackstone Society Election Regulations.

14.1.2.6. An independent party must be used to count the votes and announce the successful candidate, in accordance with Regulation 16.2.

Casual Vacancies

14.2. A Casual Vacancy arises when an office is vacated under Article 13, when an Office-Bearer is removed under Article 20, or when no person is elected or appointed to an office at an election.

14.3. Where a Casual Vacancy arises in the office of the President, the Secretary shall act as Interim-President until the vacancy is filled; and where the offices of President and Secretary are both vacant, the Executive shall appoint one of its members to act as President.

14.4. The Committee and the Executive may continue to act despite any Casual Vacancy, provided that the quorum is met.

14.5. A person elected or appointed to a Casual Vacancy hold the office for the balance of the Term of Office of the person they replace.

14.6. A Casual Vacancy must be filled, or a resolution not to fill it must be passed, within 28 days after the vacancy arises.

14.7. A Casual Vacancy in an Appointed Office-Bearer position may be filled by the Executive in accordance with Article 15.

14.8. A Casual Vacancy in an Executive position may not be left unfilled where the number of remaining members of the Executive would fall below the quorum required by Article 9.3.

14.9. The Secretary must record every Casual Vacancy, and the manner in which it is filled, in the minutes of the next Committee Meeting.

15. APPOINTED OFFICE-BEARERS

15.1. The Executive may resolve to create any Appointed Office-Bearer position.

15.2. The Executive must:

- 15.2.1.** Cause notice to be given to Ordinary Members of the creation of any Appointed Office-Bearer position;
- 15.2.2.** As part of that notice, call for applications to be made for that position; and
- 15.2.3.** Make reasonable efforts to assess the merits of all applications that are made.
- 15.3.** The Executive may resolve to appoint or remove any person to an Appointed Office-Bearer position.
- 15.4.** Appointed Office-Bearers are to carry out all reasonable tasks as directed by the Executive that give effect to the Objects of the Society.

16. DUTIES AND CONFLICTS OF INTEREST

Duties of Responsible Persons

- 16.1.** Every member of the Committee is a Responsible Person of the Society.
- 16.2.** A Responsible Person must:
 - 16.2.1.** act with reasonable care and diligence;
 - 16.2.2.** act honestly and fairly in the best interests of the Society and for the furtherance of the Objects;
 - 16.2.3.** must not misuse their position, or information obtained by reason of their position, to gain an advantage for themselves or any other person, or to cause detriment to the Society;
 - 16.2.4.** manage the financial affairs of the Society responsibly;
 - 16.2.5.** not allow the Society to operate while insolvent; and
 - 16.2.6.** disclose and manage Conflicts of Interest in accordance with this Article.

Disclosure

- 16.3.** At the first Committee Meeting after the commencement of each Term of Office, every Responsible Person must give the Secretary a written declaration of any Conflict of Interest, including any active employment, clerkship, and internship with any potential person or firm that sponsors the Society or is in negotiation to do so.
- 16.4.** A Responsible Person who has a Material Personal Interest or a Conflict of Interest in a matter being considered by the Executive or the Committee must disclose the nature and extent of that interest as soon as practicable after becoming aware of it.
- 16.5.** Every disclosure must be recorded in the Minutes of the Meeting and entered in the Register of Interests.

Effect of Disclosure

- 16.6.** A Responsible Person who has disclosed an interest under Article 16.4:

- 16.6.1. must not speak to or vote on the matter; and
- 16.6.2. is not counted towards the quorum for that item of business.
- 16.7. This Article applies in particular to the negotiation, renewal, or termination of any sponsorship agreement; the selection of participants for, or the judging of, competitions; the appointment of Appointed Office-Bearers; the award of prizes, grants or scholarships; and any transaction with a Related Party.

Register of Interests

- 16.8. The Secretary must keep a Register of Interests recording each disclosure, the date on which it was made, the matter to which it relates and the action taken.
- 16.9. The Register of Interests must be available for inspection by any member of the Committee and must be retained for at least the Term of Office for that Committee.
 - 16.9.1. A request must be made In Writing to the Secretary for access to their information, and it is up to the discretion of the Secretary to provide this information upon request.
- 16.10. A failure to disclose an interest in accordance with this Article is a ground for removal under Article 21.

17. DISCIPLINARY ACTION

17.1. For the purposes of Articles 17, 18 and 119, ***member***, in relation to a member who is expelled from the Society, includes former members.

Suspension of Members

- 17.2. The Committee may decide to suspend a member's membership or to expel a member from the Society if —
 - 17.2.1. the member contravenes any of this Constitution; or
 - 17.2.2. the member acts detrimentally to the interests of the Society.
 - 17.2.3. the member displays any behaviour that would encompass the examples provided in the University of Western Australia's Behaviour Policy (2024), notably inappropriate behaviour described in Section 5.
 - 17.2.4. the member contravenes the University of Western Australia's Code of Conduct (2026).
- 17.3. The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- 17.4. The notice given to the member must state —
 - 17.4.1. when and where the committee meeting is to be held; and
 - 17.4.2. the grounds on which the proposed suspension or expulsion is based; and

17.4.3. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;

17.5. At the committee meeting, the committee must —

17.5.1. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and

17.5.2. give due consideration to any submissions so made; and

17.5.3. decide —

17.5.3.1. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or

17.5.3.2. whether or not to expel the member from the Society.

17.6. A decision of the committee to suspend the member's membership or to expel the member from the Society takes immediate effect.

17.7. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.

17.8. A member whose membership is suspended or who is expelled from the Society may, within 14 days after receiving notice of the Committee's decision under Article 17.7 give written notice to the Secretary requesting the appointment of a mediator under Articles 19.3 to 19.6.

17.9. If notice is given under Article 17.8, the member who gives the notice and the committee are the parties to the mediation.

Consequences of Suspension

17.10. During the period a member's membership is suspended, the member

17.10.1. loses any rights (including voting rights) arising as a result of membership; and

17.10.2. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Society.

17.11. When a member's membership is suspended, the Secretary must record in the register of members —

17.11.1. that the member's membership is suspended; and

17.11.2. the date on which the suspension takes effect; and

17.11.3. the period of the suspension.

17.12. When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

Interim Suspension

17.13. Where the Executive reasonably believes that the conduct of a Member poses a risk to the safety or wellbeing of any person, or the property or reputation of the Society, and that the risk cannot adequately be managed before the committee meeting at which a proposed suspension or expulsion is to be considered, the Executive may impose an Interim Suspension.

17.14. An Interim Suspension takes effect immediately and expires on the earlier of the determination of the Committee under Article 17.5 and 28 days after it is imposed, except that the Executive may extend it once for a further period not exceeding 28 days.

17.15. The Executive must give the Member written notice of an Interim Suspension within 24 hours after it is imposed, stating the conduct relied upon, the period of the suspension, and that the Member may make written submissions to the Executive at any time.

17.16. The Executive must consider any submissions made and may revoke or vary the Interim Suspension at any time.

17.17. The Interim Suspension is not a finding of misconduct, and the Committee must determine any proposed suspension or expulsion on its merits.

18. RESOLVING DISPUTES

Terms used

18.1. In this Article:

18.1.1. ***grievance procedure*** means the procedures set out in this Article;

18.1.2. ***party to a dispute*** includes a person –

18.1.2.1. who is a party to the dispute; and

18.1.2.2. who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Application of the Article

18.2. The procedure set out in this Article (the grievance procedure) applies to disputes –

18.2.1. Between members; or

18.2.2. Between one or more members and the Society.

Parties to attempt to resolve disputes

18.3. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

How grievance procedure is started

18.4. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Article 18.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —

18.4.1. the parties to the dispute; and

18.4.2. the matters that are the subject of the dispute.

18.5. Within 28 days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

18.6. The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

18.7. The notice given to each party to the dispute must state —

18.7.1. when and where the committee meeting is to be held; and

18.7.2. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

18.8. If —

18.8.1. the dispute is between one or more members and the Society; and

18.8.2. any party to the dispute gives written notice to the Secretary stating that the party —

18.8.2.1. does not agree to the dispute being determined by the committee; and

18.8.2.2. requests the appointment of a mediator under Articles 19.3 to 19.6.

the committee must not determine the dispute.

Determination of dispute by Committee

18.9. At the committee meeting at which a dispute is to be considered and determined, the committee must —

18.9.1. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and

18.9.2. give due consideration to any submissions so made; and

18.9.3. determine the dispute.

18.10. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

18.11. A party to the dispute may, within 14 days after receiving notice of the committee's determination under Article 18.10, give written notice to the Secretary requesting the appointment of a mediator under Articles 19.3 to 19.6 .

18.12. If notice is given under Article 18.11 each party to the dispute is a party to the mediation.

19. MEDIATION

Application of the Article

19.1. This Article applies if written notice has been given to the Secretary requesting the appointment of a mediator —

19.1.1. by a member under Article 17.8; or

19.1.2. by a party to a dispute under Article 18.8.2.2 or 18.11.

19.2. If this Article applies, a mediator must be chosen or appointed under Articles 19.3 to 19.6.

Appointment of a Mediator

19.3. The mediator must be a person chosen —

19.3.1. if the appointment of a mediator was requested by a member under Article 17.8 — by agreement between the Member and the committee; or

19.3.2. if the appointment of a mediator was requested by a party to a dispute under Article 18.8.2.2 or 18.11 — by agreement between the parties to the dispute.

19.4. If there is no agreement for the purposes of Article 19.3, then, subject to Articles 19.5 and 19.6, the committee must appoint the mediator.

19.5. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

19.5.1. a member under Article 17.8; or

19.5.2. a party to a dispute under Article 18.8.2.2; or

19.5.3. a party to a dispute under Article 18.11 and the dispute is between one or more members and the Society.

19.6. The person appointed as mediator by the committee may be a member or former member of the Society but must not —

19.6.1. have a personal interest in the matter that is the subject of the mediation; or

19.6.2. be biased in favour of or against any party to the mediation.

Mediation Process

19.7. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

19.8. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

19.9. In conducting the mediation, the mediator must —

19.9.1. give each party to the mediation every opportunity to be heard; and

19.9.2. allow each party to the mediation to give due consideration to any written statement given by another party; and

19.9.3. ensure that natural justice is given to the parties to the mediation throughout the mediation process.

19.10. The mediator cannot determine the matter that is the subject of the mediation.

19.11. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

19.12. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

If mediation results in decision to suspend or expel being revoked

19.13. If —

19.13.1. mediation takes place because a member whose membership is suspended or who is expelled from the Society gives notice under Article 17.8; and

19.13.2. as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

20. REMOVAL OF OFFICE-BEARERS

20.1. A member of the Committee may be removed from office by:

20.1.1. A Special Majority of the Executive and a Special Majority of the Committee; or

20.1.2. A Special Majority of a General Meeting.

20.2. The removal of an Office-Bearer may be commenced by any Ordinary Member.

20.3. Notice must be given to the Executive, the Committee, and in the case of a vote by a General Meeting, all Ordinary Members at least 14 days prior to the vote. The Notice is to state the name of the Office-Bearer that is to be removed and the reason for the proposed removal.

20.4. The Office-Bearer must be given a reasonable opportunity to give reasons as to why they should not be removed to the Executive, the Committee and in the case of a vote of a General Meetings, the General Meeting.

20.5. At any point after notice is given under Article 20.3 and before a vote occurs, the Executive may resolve by Simple Majority to quash the removal proceedings.

20.6. A member of the Executive may be removed at an Executive Meeting by the affirmative vote of at least eight of the remaining members of the Executive if, in the reasonable belief of the remaining members, that member has been:

20.6.1. charged with or convicted of a serious criminal offence (as defined in sch 7 of the *Evidence Act 1906* (WA));

20.6.2. subject to a finding of moderate to severe academic misconduct by a university; or

20.6.3. subject to a finding of personal misconduct by a university.

- 20.7.** Article 20.5 does not apply where the Office-Bearer whose removal is proposed is a member of the Executive, or where the removal is to be voted on at a General Meeting under Article 20.1.2.
- 20.8.** An Office-Bearer whose removal is proposed must not vote, and is not counted towards quorum for, any resolution under Article 20.1 or 20.5 relating to their own removal.
- 20.9.** Where the President is the subject of a proposed removal, the Secretary shall preside over any Meeting at which the removal is considered.

21. PROXIES

- 21.1.** An Ordinary Member may authorise In Writing another Ordinary Member to attend, and vote on their behalf in, any Meeting.
- 21.2.** A person may only attend, and vote in, a Meeting on behalf of another if they are otherwise eligible to attend and vote in that Meeting.
- 21.3.** A proxy authorisation must be In Writing, must be signed or electronically authenticated by the Ordinary Member appointing the proxy, and must identify the Meeting to which it relates.
- 21.4.** The authorisation must be lodged with the Secretary at least 24 hours before the Meeting, and an authorisation lodged after that time is of no effect.
- 21.5.** No Ordinary Member may hold more than two proxies for any one Meeting.
- 21.6.** A person attending as a Proxy is counted towards a quorum once, in their personal capacity, and not again for the Proxy they hold..
- 21.7.** The Secretary must table a list of the valid proxy authorisations at the commencement of the Meeting.
- 21.8.** A proxy authorisation is revoked if the appointing Ordinary Member is Present at the Meeting.

22. IMMEDIATE PAST PRESIDENT

- 22.1.** The person to have held office as President prior to the election of the new President taking office 1 December, shall be appointed Immediate Past President.
- 22.2.** The Immediate Past President shall have a standing invite to attend Society committee meetings and is considered a member of the Committee under Article 6.2.3.

23. FINANCE

- 23.1.** The financial year of the Society shall be the period commencing on 1 July and ending on 30 June of the following year.

23.2. The Treasurer shall be responsible for the receipt of all monies paid to the Society and shall issue receipts for those monies in the name of the Society.

23.3. The President and the Treasurer shall have authorisation on all Society accounts and may sign/approve forms authorising the withdrawal or payment from the funds of the Society.

Banking and Payment Controls

23.4. The Executive shall determine by resolution, recorded in the minutes, which persons are Authorised Signatories.

23.5. Every payment from the funds of the Society requires the authorisation of two Authorised Signatories, who must be the President and the Treasurer.

23.6. A payment, or series of related payments, exceeding \$5,000.00 and up to \$20,000.00 requires prior approval by resolution of the Executive; and exceeding \$20,000.00 requires approval by resolution of the Executive and the Committee separately.

23.7. The Treasurer must not be the only person with access to any account of the Society, and the person who receives monies on behalf of the Society must not be the only person who reconciles them.

23.8. The funds of the Society must be held in an account in the name of the Society with an authorised deposit-taking institution.

23.9. Cash received at an event must be counted and recorded by two persons, at least one of whom is a member of the Executive.

24. PAYMENTS TO MEMBERS

24.1. A payment may be made to a member out of the funds of the Society–

24.1.1. if it is for the reimbursement of reasonable expenses properly incurred by the member on behalf of the Society and in the pursuit of the Objects of this Constitution; or

24.1.2. if it is a payment in good faith to a member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business.

25. FINANCIAL REPORTING, REVIEW AND AUDIT

Accounting records and budget

25.1. The Treasurer must keep, or cause to be kept, accounting records that correctly record and explain the financial transactions and financial position of the Society, and must retain those records for at least seven years.

- 25.2. The Treasurer must prepare a budget for each Financial Year and submit it to the Executive for approval within 60 days after the commencement of their Term of Office.
- 25.3. The Treasurer must report to each Executive Meeting on the financial position of the Society against the approved budget.

Financial Statements

- 25.4. Within three months after the end of each Financial Year, the Treasurer must prepare the Financial Statements in accordance with the Act and the ACNC Act.
- 25.5. The Executive must present to each Annual General Meeting:
 - 25.5.1. the Financial Statements for the preceding Financial Year;
 - 25.5.2. the report of the Reviewer or Auditor, if any; and
 - 25.5.3. a report on the operations of the Society during the Financial Year.
- 25.6. A copy of the Financial Statements must be provided free of charge to any Member on request.

Review and Audit

- 25.7. The Committee must appoint a Reviewer for each Financial Year to review the Financial Statements, unless the Society is required by the Act to appoint an Auditor.
- 25.8. Where the Act requires the Financial Statements to be audited, the Committee must appoint an Auditor qualified under the Act.
- 25.9. An appointment under Article 25.7 or 25.8 may be for a fixed term of no less than 2 years and subject to review each year.
- 25.10. A Reviewer or Auditor must not be a Member, a Responsible Person, an employee of the Society or a Related Party.

Responsibility for Reporting Compliance

- 25.11. The Treasurer is the person responsible for ensuring that the Society complies with its obligations to lodge or submit reports, statements, and returns to the Commissioner and to the ACNC, including the Annual Information Statement, and must report to the Committee on that compliance at least once in each Financial Year.
- 25.12. Where the Treasurer is unable to act, the President is responsible for the obligations imposed by Article 25.11.
- 25.13. Within 14 days after the end of a Term of Office, the outgoing Treasurer must deliver to the incoming Treasurer and President all accounting records, access credentials and financial documents of the Society, together with a written

statement of the financial position of the Society as at the end of that Term of Office, and Article 26.12 applies to that statement.

26. REGISTERS, RECORDS, AND HANDOVER

26.1. The Secretary is responsible for the requirements imposed on the Society under section 53 of the *Associations Incorporations Act 2015* (WA) to maintain the Register of Members and record in that register any change in the membership of the Society.

26.2. In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

26.3. A member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.

26.4. If —

26.4.1. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

26.4.2. a member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Society.

Register of Honorary Life Members

26.5. The Secretary must keep a Register of Honorary Life Members, separately from the Register of Members, recording in respect of each Honorary Life Member:

26.5.1. their full name;

26.5.2. the date on which Honorary Life Membership was conferred;

26.5.3. a short statement of their contribution for which it was conferred; and

26.5.4. any postal or electronic address provided by that person.

26.6. The Register of Honorary Life Members must be kept permanently, and must not be destroyed or closed on a person ceasing to hold any other class of membership or on that person's death. An entry must be annotated to record a death of which the Secretary is notified.

26.7. The Register of Honorary Life Members may be inspected by any Member on request to the Secretary, except that an address recorded under Article 26.5.4 must not be disclosed without the consent of the person to whom it relates.

- 26.8.** An entry may be removed from the Register of Honorary Life Members only where the Honorary Life Membership is revoked under Article 4.11, and the Register must record the fact and date of the revocation.
- 26.9.** The Secretary must present the Register of Honorary Life Members to the Committee at least once in each year, and must ensure that it is transferred to the incoming Secretary on handover.

Handover

- 26.10.** Within 14 days after the end of their Term of Office, the outgoing President must deliver to the incoming President:
- 26.10.1.** all records, correspondence, and documents of the Society held by the President, including every sponsorship agreement, memorandum of understanding and other contracts to which the Society is a party, and the details of any obligations of the Society that remains to be performed under them;
 - 26.10.2.** access to credentials for every account, email address, social media account, domain name, subscription, and file storage service of the Society held by the President; and
 - 26.10.3.** a written handover report complying with Article 26.12.
- 26.11.** Within 14 days after the end of their Term of Office, the outgoing Secretary must deliver to the incoming Secretary:
- 26.11.1.** the Register of Members, the Register of Interests, and the Register of Honorary Life Members;
 - 26.11.2.** the minutes of every meeting held during that Term of Office, together with the notices given for those Meetings;
 - 26.11.3.** the current version of this Constitution and of the Regulations, and every other governing document of the Society;
 - 26.11.4.** the election records delivered to the Secretary under the Regulations;
 - 26.11.5.** access to credentials for every account, email address, social media account, domain name, subscription, and file storage service of the Society held by the Secretary; and
 - 26.11.6.** a written handover report complying with Article 26.12.
- 26.12.** A handover report must set out, for the office that it relates:
- 26.12.1.** the status of each matter that remains outstanding at the end of each Term of Office;

- 26.12.2.** every obligation of the Society that extends beyond the end of the Term of Office, and the date by which it must be performed;
 - 26.12.3.** the key contacts of the Society for that office, including sponsors, the Law School, and the University;
 - 26.12.4.** the dates and deadlines known to the outgoing Office-Bearer that fall within the following six months; and
 - 26.12.5.** any other matter the outgoing Office-Bearer considers the incoming Office-Bearer should know.
- 26.13.** The outgoing and incoming, President, Secretary, and Treasurer, must each meet at least once before the commencement of the incoming Term of Office to completed the handover, and the outgoing President, Secretary and Treasurer must remain reasonably available to their successors for 30 days after that commencement.
- 26.14.** Every other Office-Bearer must, within 14 days after the end of their Term of Office, deliver to their successor an adequate handover that fulfills the requirements stated in Article 26.12 as they relate to their portfolio.
- 26.15.** The Secretary must record in the minutes of the first Executive Meeting of their Term of Office the handovers required by Articles 26.10, 26.11, and 26.14 have been completed, and the Executive may direct that an outstanding handover to be completed within a stated period.

27. EXECUTION

- 27.1.** The Society does not have a common seal.
- 27.2.** The Society may execute a document if the document is signed by –
- 27.2.1.** two members of the Executive; or
 - 27.2.2.** one member of the Executive and a person authorised by the Executive.

28. AMENDMENT OF THIS CONSTITUTION

- 28.1.** Any five Ordinary Members may, at least five days before a General Meeting, submit to the Secretary a written request, signed by them, specifying their intention to propose a resolution to amend this Constitution and the particulars of that proposed resolution.
- 28.2.** This Constitution may be amended as follows:
- 28.2.1.** A resolution to amend this Constitution shall be passed as a Special Resolution, by the affirmative vote of at least three quarters of the Ordinary Members Present and voting at a General Meeting, decided on a show of hands or, if a Poll is demanded under Article 5.11, on a Poll.

28.2.2. Within one month of the passing of a resolution in accordance with Article 28.2.1, the Secretary of the Society shall lodge with the relevant statutory authority:

28.2.2.1. notice of the resolution setting out particulars of the amendment to this Constitution; and

28.2.2.2. a certificate, signed by the officer presiding at the General Meeting, certifying that the resolution was duly passed and that the Constitution so amended conforms with the requirements of the *Associations Incorporation Act 2015* (WA).

29. DISSOLUTION

29.1. Any Surplus Property remaining upon the winding up or dissolution of the Society, after satisfaction of all the Society's debts and liabilities, shall not be paid or distributed among the Members but shall be given or transferred to another association incorporated under the *Associations Incorporation Act 2015* (WA) that:

29.1.1. has similar objects;

29.1.2. is not carried out for the purposes of profit or gain to its individual members; and

29.1.3. is approved by resolution of the Society in General Meeting.