

## VSCL Rules

### PRELIMINARY MATTERS

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#### 1. NAME

The name of the association is Victorian Society for Computers and the Law Inc (**VSCL**). The VSCL is incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**Act**).

#### 2. PURPOSES

2.1 The purposes of the VSCL are:

2.1.1 To advance the understanding of legal practitioners and the broader public regarding matters of policy, culture and law concerning current and future digital technologies.

2.1.2 To contribute to shaping laws and policy by responding to market, government, regulatory and judicial activity related to current and future digital technologies.

2.1.3 To connect people and organisations with a shared interest in matters at the intersection of digital technology and the law.

2.1.4 To assist persons and organisations either in Australia or elsewhere who are engaged in similar purposes.

#### 3. POWERS

3.1 The VSCL has the legal capacity of an incorporated body.

3.2 The VSCL may only exercise its powers for its purposes, and may do anything incidental or conducive to achieve those purposes.

#### 4. INTERPRETATION

4.1 In these Rules, unless otherwise specified:

'Act' has the meaning given in Rule 1.

'address' in relation to a member of the VSCL means the email address and postal address of such member as recorded in the register of members.

'Bundle Administrator' means, in relation to a Corporate Bundle, the nominee that has been authorised by the Corporate Member to exercise the membership rights associated with the Corporate Bundle.

'Board' means the Board of Management of the VSCL.

'Corporate Bundle' has the meaning given in Rule 6.1.3(c).

'delivery' of any notice or document not required to be delivered personally nor signed includes delivery by email or post.

'financial year' means the year ending on 30 June.

'general meeting' means a general meeting of members convened in accordance with Rule 14.

'member' means a member of the VSCL and includes a member of the Board.

'Ordinary member of the Board' means a member of the Board who is not an officer of the VSCL under

Rule 23.

'Regulations' means regulations under the Act.

'Special resolution' means that resolution described at section 64 of the Act.

'VSCL' has the meaning given in Rule 1.

'VSCL website' means <https://www.vscl.org.au> or such other internet address as decided by the Board.

4.2 In these Rules, a reference to 'the Secretary' is a reference:

4.2.1 where a person holds office under these Rules as Secretary of the VSCL – to that person; and

4.2.2 in any other case, to the Secretary of the VSCL.

4.3 Words or expressions contained in these Rules are to be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* (Vic) and the Act as in force from time to time.

4.4 Headings are for convenience only, and do not affect interpretation.

4.5 The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply:

4.5.1 A reference to legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it.

4.5.2 A singular word includes the plural, and vice versa.

4.5.3 A word which suggests one gender includes the other genders.

4.5.4 Writing includes email and other correspondence in electronic form.

## **MEMBERSHIP**

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### **5. APPLICATION FOR MEMBERSHIP**

5.1 A person or body corporate meeting the relevant membership requirements set out in Rule 6 may apply to be a member by:

5.1.1 paying any relevant joining fee and periodic membership fees; and

5.1.2 applying in the manner prescribed by the Board to become a member of the VSCL.

5.2 Membership will start on the earlier of:

5.2.1 the application being accepted by the Board; or

5.2.2 if the application is not rejected or accepted, at the conclusion of the second Board meeting following the VSCL's receipt of the application.

### **6. TYPES OF MEMBERSHIP, ENTRANCE & MEMBERSHIP FEES**

6.1 The membership of the VSCL consists of the following types, each of which has the respective qualifications, voting rights and privileges set out below:

6.1.1 Individual Members

(a) **Qualifications:** Any natural person over 18 years of age who is engaged in professional

activities that relate to the purposes of the VSCL.

- (b) **Voting Rights:** Full voting rights.
- (c) **Privileges:** Full privileges.

#### 6.1.2 Student Members

- (a) **Qualifications:** Any natural person over 18 years of age who is a student at a government recognised educational institution who is undertaking studies that relate to the purposes of the VSCL.
- (b) **Voting Rights:** Full voting rights.
- (c) **Privileges:** Full privileges.

#### 6.1.3 Corporate Members

- (a) **Qualifications:** Any corporation, government body or instrumentality, or partnership (**Corporate Member**). For the avoidance of doubt, an organisation that qualifies as a Corporate Member may purchase one or more corporate memberships.
- (b) **Voting Rights:** Full voting rights for a Corporate Member as a single voting member, such rights (unless otherwise expressly granted to a named nominee) to be exercised only by a Bundle Administrator. The voting rights of a Corporate Member are limited to those of a single voting member, regardless of the number of corporate memberships the Corporate Member holds at any one time.
- (c) **Privileges:** Full privileges as a single member with the right to nominate up to a maximum of five persons for each corporate membership purchased (each a **Corporate Bundle**), whether employees, principals or partners of the Corporate Member to attend functions including seminars, conferences, and other activities of the VSCL of a like type on the same terms as Individual Members, except that nomination for and election to any elected position as an officer or member of the Board is limited to a single nominee from a Corporate Member at any one time.
- (d) Nominees of a Corporate Member must be specified by name at the commencement of each period of corporate membership and can be changed:
  - (A) at renewal of the corporate membership;
  - (B) in the event that a nominee is:
    - (1) no longer an employee, principal or partner in the Corporate Member; or
    - (2) no longer engaged in work for the Corporate Member that relates to the purposes of the VSCL,in which case the Corporate Member may replace that nominee with another person upon notice to the Board.

#### 6.1.4 Honorary Life Members

- (a) **Qualifications:** Any person being a natural person over 18 years of age nominated by the Board or by the VSCL in general meeting.
- (b) **Voting Rights:** Full voting rights.

(c) **Privileges:** Full privileges with no membership fees payable.

6.2 The Board may prescribe in writing:

6.2.1 other types of membership and their qualifications, duration and privileges, provided that such membership types have no voting rights; and

6.2.2 entrance and membership fees for each relevant type of membership.

6.3 Without limiting Rule 6.2, the Board may prescribe in writing a policy that allows for the pro-rating of entrance and membership fees for membership applications that are received after the start of a membership period.

## 7. REGISTER OF MEMBERS

The Secretary must keep and maintain in documentary or electronic form a register of members in which must be entered the full name, address, email address, the date of entry of the name of each member and the date to which that member's periodic membership fees (if any) have been paid, membership class and such other data as the Board shall prescribe. The register must be available for inspection by members at the address of the Secretary in accordance with Rule 39.

## 8. MEMBERS' RIGHTS, OBLIGATIONS AND LIABILITIES

8.1 Members have rights, obligations and liabilities as set out in the Act and in these Rules.

8.2 A member of the VSCL who is entitled to vote has the right to:

8.2.1 receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;

8.2.2 submit items of business for consideration at a general meeting under Rule 14.4;

8.2.3 attend and be heard at general meetings;

8.2.4 vote at general meetings in accordance with Rule 20; and

8.2.5 have access to the minutes of general meetings, register of members and other documents of the association in accordance with Rule 39.

8.3 Each member's financial liability for the debts or obligations of the VSCL is limited to payment of that member's entrance and membership fees.

## 9. ENDING MEMBERSHIP

9.1 A member who has paid all moneys due and payable by the member to the VSCL can stop being a member by giving one month's written notice to the Secretary.

9.2 Once the notice period in Rule 9.1 expires, the member will stop being a member of the VSCL and the Secretary will record the date the membership expired in the register of members.

9.3 A member will otherwise stop being a member of the VSCL if:

9.3.1 the member is expelled in accordance with the disciplinary procedure under Rule 10;

9.3.2 the member dies; or

9.3.3 the member does not pay any relevant periodic membership fee within 45 days of the due date.

9.4 A right, privilege, or obligation of a member is not transferable, and ends when membership stops (whether by death, resignation, or otherwise).

## 10. **EXPULSION OR SUSPENSION OF MEMBERS**

10.1 Subject to these Rules, the Board may by resolution:

10.1.1 expel a member from the VSCL; or

10.1.2 suspend a member from membership of the VSCL for a specified period,  
where that member:

10.1.3 breaches these Rules;

10.1.4 breaches any other rule or policy of the VSCL notified to that member; or

10.1.5 otherwise brings the VSCL into disrepute, in the Board's reasonable opinion.

10.2 A resolution of the Board under Rule 10.1:

10.2.1 does not take effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under Rule 10.3 confirms the resolution in accordance with this Rule 10; and

10.2.2 where the member exercises a right of appeal to the VSCL under Rule 10.3, does not take effect unless the VSCL confirms the resolution in accordance with this Rule 10.

10.3 Where the Board proposes to consider making a resolution under Rule 10.1 (**proposed resolution**), the Secretary must, as soon as practicable, serve the member with a notice in writing:

10.3.1 setting out the proposed resolution of the Board and the grounds on which it is based;

10.3.2 stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

10.3.3 stating the date, place and time of that meeting; and

10.3.4 informing the member that the member may do one or more of the following:

(a) attend that meeting;

(b) give to the Board before the date of that meeting a written statement addressing the proposed resolution; and

(c) if at that meeting the Board confirms the resolution, not later than 48 hours after that meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the VSCL in general meeting against the resolution.

10.4 At a meeting of the Board held in accordance with Rule 10.3.2, the Board:

10.4.1 must give the member an opportunity to be heard;

10.4.2 must give due consideration to any written statement submitted by the member; and

10.4.3 must by resolution determine whether to confirm the proposed resolution.

10.5 If the Secretary receives a notice under Rule 10.3.4(c), the Secretary must notify the Board and the Board

shall convene a general meeting of the VSCL to be held within 21 days after the date on which the Secretary received the notice.

- 10.6 At a general meeting of the VSCL convened under Rule 10.5:
- 10.6.1 no business other than the question of the appeal can be conducted;
  - 10.6.2 the Board may place before the meeting details of the grounds for the resolution passed by the Board and any additional grounds relied upon in support of the proposed resolution of the general meeting;
  - 10.6.3 the member will be given an opportunity to be heard; and
  - 10.6.4 the Individual Members present or by proxy will vote by secret ballot on the question whether the proposed resolution should be confirmed.
- 10.7 If at the general meeting two-thirds of the Individual Members present or by proxy and who are able to vote, vote in person or by proxy in favour of the confirmation of the proposed resolution, the resolution is confirmed.

## **11. GRIEVANCE PROCEDURE**

- 11.1 The grievance procedure set out in this Rule 11 applies to disputes under these Rules between a member and another member, or a member and the VSCL.
- 11.2 The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 11.3 If the parties to a dispute are unable to resolve the dispute at the meeting held pursuant to Rule 11.2 above, or if one of the parties fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 11.4 The mediator must be a person chosen by agreement between the parties or in default of agreement in the case of a dispute between members, a person appointed by the Board and in the case of a dispute between a member and the VSCL, a person appointed by the Chairman of the Victorian Bar Council Inc or their nominee.
- 11.5 A member of the VSCL can be a mediator of a dispute between members, but the mediator cannot be a member who is a party to the dispute or in which the VSCL is a party to the dispute.
- 11.6 The parties to the dispute must attempt to settle the dispute by mediation in good faith.
- 11.7 The mediator in conducting the mediation must:
- 11.7.1 give the parties an opportunity to be heard;
  - 11.7.2 allow due consideration by all parties of any written submissions submitted; and
  - 11.7.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- 11.8 If the mediation is unsuccessful the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **GENERAL MEETINGS**

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### **12. ANNUAL GENERAL MEETING**

- 12.1 The VSCL must in each calendar year convene an annual general meeting of its members.

- 12.2 The Board will determine the date, time and place of the annual general meeting, provided however that it must be held within five months after the end of the VSCL financial year.
- 12.3 The ordinary business of the annual general meeting will be:
- 12.3.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
  - 12.3.2 to receive from the Board reports upon the transactions of the VSCL during the last preceding financial year;
  - 12.3.3 to elect officers of the VSCL and elect or appoint the ordinary members of the Board; and
  - 12.3.4 to receive and consider the financial statements for the preceding financial year submitted by the Board in accordance with Part 7 of the Act.
- 12.4 The annual general meeting may conduct special business of which notice is given in accordance with these Rules.
- 12.5 The annual general meeting will be in addition to any other general meetings that may be held in the same year.

### **13. SPECIAL GENERAL MEETING**

- 13.1 All general meetings other than the annual general meeting will be called special general meetings.
- 13.2 The Board may, whenever it thinks fit, convene a special general meeting of the VSCL.
- 13.3 The Board must convene a special general meeting if:
- 13.3.1 requested to do so in accordance with this Rule 13 by not less than 20 members or 5% of the total number of members; or
  - 13.3.2 but for this Rule 13, more than 15 months would elapse between annual general meetings, in which event the Board must convene a special general meeting before the expiration of that period.
- 13.4 A request for a special general meeting under Rule 13.3.1 must:
- 13.4.1 be in writing;
  - 13.4.2 state the objects of the meeting;
  - 13.4.3 include the names and signatures of the members requesting the meeting; and
  - 13.4.4 be sent to the address of the Secretary,
- and may consist of several documents in the same form, each signed by one or more of the members requesting the special general meeting.
- 13.5 If the Board does not hold a special general meeting within one month after the date on which the original request is sent to the address of the Secretary, the members who requested the meeting, or any of them, may convene a special general meeting to be held not later than 3 months after the date of the request under Rule 13.4.
- 13.6 A special general meeting convened by members under Rule 13.5:
- 13.6.1 must be convened in the same manner as nearly as possible as that in which those meetings

are convened by the Board; and

13.6.2 all reasonable expenses incurred in convening the meeting must be refunded by the VSCL to the persons incurring the expenses.

#### **14. NOTICE OF GENERAL MEETING**

14.1 Subject to section 64 of the Act in relation to notices of special resolutions, where:

14.1.1 the Board convenes a general meeting; or

14.1.2 the members convene a general meeting pursuant to Rule 13.5,

the Secretary must, at least 21 days before the date fixed for holding a general meeting, send each member a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting to the member's address.

14.2 If the notice is sent by post, it must be sent by pre-paid post.

14.3 The Board, and the attendees, must not conduct any business that is not set out in the notice of meeting.

14.4 A member wanting to bring any business before a meeting will give at least 14 days' notice in writing of that business to the Secretary, who must include that business in a notice calling the next general meeting after the receipt of the member's notice.

#### **15. PROCEEDINGS AT GENERAL MEETINGS**

15.1 General meetings may be held at more than one place using any technology that allows members to clearly and simultaneously communicate with each other participating member.

15.2 A member participating in a general meeting in a manner permitted under Rule 15.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

15.3 All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting (except for that specially referred to in these Rules as being the ordinary business of the annual general meeting) is deemed to be special business.

#### **16. QUORUM AT GENERAL MEETINGS**

16.1 No business can be conducted at a general meeting unless a quorum is present.

16.2 5 members present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the general meeting to be validly held.

16.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, the meeting:

16.3.1 if convened by member request, is dissolved; or

16.3.2 in any other case:

(a) is adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place; and

(b) if at the adjourned meeting the quorum is not present within 30 minutes after the notified commencement time, the members present who are entitled to vote (being not less than



3) will be deemed to be a quorum.

**17. APPOINTING PROXIES**

- 17.1 Each member entitled to vote can appoint another member as the member's proxy. Proxy forms must be received by the Secretary at least 2 days before a meeting.
- 17.2 The notice appointing the proxy must be in the form prescribed in the notice of meeting or as otherwise prescribed by the Board.

**18. CHAIRMAN OF GENERAL MEETINGS**

- 18.1 The President, or in the President's absence, the Vice-President, shall preside as Chairman at each general meeting of the VSCL.
- 18.2 If the President and the Vice-President are absent from a general meeting, the members present must elect one of their number to preside as Chairman at the meeting.

**19. ADJOURNMENT OF GENERAL MEETINGS**

- 19.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business can be conducted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 19.2 Where a meeting is adjourned for 14 days or more, the same notice of the adjourned meeting must be given as in the case of the general meeting.
- 19.3 Except as provided in Rules 19.1 and 19.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

**20. VOTING AT GENERAL MEETINGS**

- 20.1 A question arising at a general meeting of the VSCL must be determined on a show of hands or on the voices. Unless before or on the declaration of the show of hands or on the voices a poll is demanded:
  - 20.1.1 a declaration by the Chairman that a resolution has, on a show of hands or on the voices, been carried or carried unanimously or carried by a particular majority or lost; and
  - 20.1.2 an entry to that effect in the minute book of the VSCL,is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 20.2 Upon any question arising at a general meeting of the VSCL, a member who is entitled to vote has one vote only.
- 20.3 All votes must be given personally or by proxy.
- 20.4 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 20.5 If at a meeting a poll on any question is demanded by a member, it must be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll must be deemed to be a resolution of the meeting on that question.
- 20.6 A poll that is demanded on the election of a Chairman or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the

close of the meeting as the Chairman may direct.

- 20.7 A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the VSCL have been paid.

## **21. RESOLUTIONS, POLLS & ELECTIONS CONDUCTED BY ALTERNATE MEANS**

- 21.1 Any resolution, poll, election, or other business that can be conducted or put at a general meeting can be conducted or put to members in any alternate manner as the Board in its absolute discretion decides, including, but not limited to submission of written votes to a returning officer by post or any other form of delivery.
- 21.2 Subject to section 64 of the Act in relation to special resolutions, where any business of the VSCL is to be conducted in accordance with Rule 21.1, the Secretary must send each member a notice to the member's address:
- 21.2.1 stating the nature of the business to be conducted and the method by which it will be conducted;
  - 21.2.2 including any ballot papers, forms or other material necessary for the member to participate in the conducting of the business; and
  - 21.2.3 the date fixed as the deadline for the conclusion of the business,
- at least 21 days before the deadline.
- 21.3 Any resolution may be put in the form of a negative poll and will be deemed to have been carried unless the required majority of members vote against the resolution to defeat it.

## **BOARD**

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### **22. BOARD POWERS AND FUNCTIONS**

- 22.1 The affairs of the VSCL must be managed by a Board constituted as provided in Rule 23.
- 22.2 The Board:
- 22.2.1 must control and manage the business and affairs of the VSCL;
  - 22.2.2 may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the VSCL other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the VSCL; and
  - 22.2.3 subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the VSCL.
- 22.3 The Board may by resolution delegate any of its powers or authority to any Board sub-committee or Board member.

### **23. MEMBERS OF THE BOARD**

- 23.1 The officers of the VSCL are:
- 23.1.1 a President;
  - 23.1.2 a Vice-President;
  - 23.1.3 a Treasurer;

- 23.1.4 a Secretary; and
- 23.1.5 such other officers as the Board may by resolution determine,
- as the VSCL expressly elects pursuant to these Rules at the annual general meeting or a special general meeting.
- 23.2 The provisions of Rule 24 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in Rule 23.
- 23.3 Each officer of the VSCL holds office until the annual general meeting next after the date of the officer's election but is eligible for re-election.
- 23.4 Subject to section 77 of the Act, the Board consists of:
- 23.4.1 the officers of the VSCL; and
- 23.4.2 such ordinary members as are elected or appointed by resolution at the annual general meeting of the VSCL in each year or appointed by resolution of the Board.
- 23.5 Each ordinary member of the Board, subject to these Rules, holds office until the annual general meeting next after the date of the member's election or appointment but is eligible for re-election.
- 24. ELECTION OF THE BOARD AND VACANCY**
- 24.1 Nominations of members as candidates for election as officers of the VSCL or as ordinary members of the Board:
- 24.1.1 must be made in writing, signed by two members of the VSCL and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- 24.1.2 must be delivered to the Secretary of the VSCL prior to the commencement of the annual general meeting.
- 24.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are deemed to be elected.
- 24.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
- 24.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 24.5 The ballot for the election of officers and ordinary members of the Board must be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 24.6 A nomination of a candidate for election under this Rule 24 is not valid if that candidate has been nominated for another office for election at the same election.
- 24.7 For the purposes of these Rules, the office of an officer of the VSCL or of an ordinary member of the Board becomes vacant if the officer or member:
- 24.7.1 ceases to be a member of the VSCL;
- 24.7.2 becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- 24.7.3 fails to attend three consecutive meetings of the Board without an apology or providing a reasonable excuse for such absence;

24.7.4 resigns from office by notice in writing given to the Secretary; or

24.7.5 otherwise stops being a Board member by operation of section 78 of the Act.

24.8 In the event of a casual vacancy in any office referred to in Rule 23, the Board may appoint one of its members to fill the vacancy on the Board until the next annual general meeting. If the position of Secretary becomes vacant for any reason, the Board must appoint a new Secretary within 14 days.

24.9 Subject to Rule 27.1, the Board may act notwithstanding any vacancy on the Board.

## **25. PROCEEDINGS AT BOARD MEETINGS**

25.1 The Board must meet at least 3 times in each year at such places and such times as the Board may determine.

25.2 Special meetings of the Board may be convened by the President or by any 4 members of the Board.

25.3 A Board meeting may be held at more than one place using any technology that allows members to clearly and simultaneously communicate with each other participating member.

25.4 A Board member who participates in a meeting in a manner permitted under Rule 25.3 is taken to be present at the meeting, and, if the Board member votes at the meeting, is taken to have voted in person.

## **26. NOTICE OF BOARD MEETINGS**

26.1 Notice of each Board meeting must, at least 2 days before the scheduled meeting, be sent to each member of the Board at the member of the Board's address stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

26.2 Notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted. Other unspecified business must not be conducted at such a meeting.

## **27. QUORUM AT BOARD MEETINGS**

27.1 Three members of the Board, at least two of whom must be officers of the VSCL, constitutes a quorum for the transaction of the business of a meeting of the Board.

27.2 The Board must not conduct any business unless a quorum is present and if within 15 minutes after the notified commencement time a quorum is not present, the President may adjourn the meeting or determine that it lapses.

## **28. CHAIRMAN OF BOARD MEETINGS**

28.1 At meetings of the Board:

28.1.1 the President or, in the President's absence the Vice-President, presides as Chairman; or

28.1.2 if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present presides as Chairman.

## **29. VOTING AT BOARD MEETINGS**

29.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board must be determined on a show of hands or on the voices or, if demanded by a member, by a poll taken in such manner as the Chairman decides.

29.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of

votes on any question, the person presiding may exercise a second or casting vote.

29.3 The Board may pass a resolution without a Board meeting being held if:

29.3.1 the wording of the resolution is sent to each of the Board members entitled to vote on the resolution; and

29.3.2 a majority of the Board members entitled to vote on the resolution have stated in writing (copied to all Board members that are entitled to vote on the resolution) that they vote in favour of the resolution.

### **30. SECRETARY**

The Secretary of the VSCL must keep minutes of the resolutions and proceedings of each general meeting (including any financial statements submitted at a general meeting) and each Board meeting together with a record of the names of persons present at Board meetings.

### **31. TREASURER**

31.1 The Treasurer of the VSCL:

31.1.1 must collect and receive all moneys due to the VSCL and make all payments authorised by the VSCL;

31.1.2 must keep correct accounts and books showing the financial affairs of the VSCL with full details of all receipts and expenditure connected with the activities of the VSCL; and

31.1.3 must provide a report as to the financial affairs of the VSCL to:

(a) the Board at each Board meeting; and

(b) the members at each general meeting.

31.2 The accounts and books referred to in Rule 31.1.2 must be available for inspection by members.

### **32. REMOVAL OF MEMBER OF THE BOARD**

32.1 The VSCL in general meeting may by resolution remove any member of the Board before the expiration of the member's term of office and appoint another member in the member's stead to hold office until the expiration of the term of the first-mentioned member.

32.2 Where the member to whom a proposed resolution referred to in Rule 32.1 makes representations in writing to the Secretary or President of the VSCL (not exceeding a reasonable length) and requests that they be notified to the members of the VSCL, the Secretary or the President may send a copy of the representations to each member of the VSCL or, if they are not sent, the member may require that they be read out at the meeting.

## **OTHER MATTERS**

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### **33. MANAGEMENT OF FUNDS**

33.1 The funds of the VSCL must be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

33.2 The VSCL must maintain one or more transactional accounts with financial institutions or payment gateways from which all expenditure of the VSCL is made and into which all of the VSCL's revenue is deposited promptly upon receipt.

- 33.3 Subject to any restrictions imposed by a general meeting of the VSCL, the Board may approve expenditure on behalf of the VSCL.
- 33.4 Subject to Rule 33.3, the Board may authorise the expenditure of funds on behalf of the VSCL up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 33.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.
- 33.6 The VSCL may:
- 33.6.1 acquire, hold and dispose of real or personal property;
  - 33.6.2 open and operate accounts with financial institutions or payment gateways;
  - 33.6.3 invest its money in any security in which trust monies may lawfully be invested;
  - 33.6.4 raise and borrow money on any terms and in any manner as it thinks fit;
  - 33.6.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - 33.6.6 appoint agents to transact business on its behalf; or
  - 33.6.7 enter into any other contract it considers necessary or desirable.
- 33.7 The VSCL may only use its income and assets (including any surplus) for its purposes. For the avoidance of doubt, the VSCL may:
- 33.7.1 make donations to charitable organisations or causes that are engaged in activities similar to or which advocate for matters related to the purposes;
  - 33.7.2 provide prizes for the academic endeavours of tertiary education students (including tertiary education students who are members); and
  - 33.7.3 provide for the hospitality of members at VSCL endorsed functions.

#### **34. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

These Rules and the statement of purposes of the VSCL must not be altered except in accordance with the Act.

#### **35. NOTICES**

- 35.1 Unless personal service is required, a notice may be served on a member by sending it to the member's address as is shown in the register of members.
- 35.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document is, unless the contrary is proved, deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 35.3 Where a document is sent to the email address of the member recorded in the register of members the document is, unless the contrary is proved, deemed to have been given to the person within 24 hours of its transmission.

#### **36. COMMON SEAL**

The VSCL does not have a common seal.

**37. RESTRICTION ON DISTRIBUTION OF ASSETS**

The assets and income of the VSCL must be applied exclusively to the promotion of its purposes (including those specified in Rule 33.7) and no portion shall be paid or distributed directly or indirectly to the members of the VSCL except as bona fide remuneration for services rendered or reimbursement of expenses incurred on behalf of the VSCL.

**38. WINDING UP OR DISSOLUTION**

If upon the winding up or dissolution of the VSCL there remains after satisfaction of all its debts and liabilities, any property whatsoever the property must not be paid and or distributed amongst the members of the VSCL but must be given or transferred to some other institution or institutions having objects or purposes similar to the purposes of the VSCL and which is not carried on for the profit or gain of its individual members.

**39. CUSTODY OF RECORDS AND MEMBERS' ACCESS TO RECORDS**

39.1 Except as otherwise provided in these Rules, the Secretary must keep in the Secretary's custody or under the Secretary's control all books, documents and securities of the VSCL.

39.2 Members may on request inspect free of charge:

39.2.1 the register of members;

39.2.2 the minutes of general meetings (including any financial statements submitted at general meetings);

39.2.3 subject to Rule 39.3, the financial records, books, securities and any other relevant document of the VSCL, including minutes of Board meetings.

39.3 The Board may refuse to permit a member to inspect records of the VSCL that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the VSCL.

39.4 Subject to Rule 39.3, a member may make a copy of any of the other records of the VSCL referred to in Rule 39.2 and the VSCL may charge a reasonable fee for provision of a copy of such a record.

39.5 Upon request of a member to the Secretary, a copy of these Rules will be made available for inspection at any reasonable time in accordance with the Act. In addition, a copy of these Rules will be available in electronic form on the VSCL website.