

**Commencement: This Constitution shall take effect from the day on which it is signed and dated.**

**CONSTITUTION OF THE ADELAIDE UNIVERSITY MALAYSIAN STUDENTS' ASSOCIATION  
(AUMSA)**

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**ARTICLE I – NAME**

The name of the unincorporated association shall be the **Adelaide University Malaysian Students Association**. This name, or its abbreviation (AUMSA) must appear on all correspondence and documentation produced by, or for, the Club.

**ARTICLE II – INTERPRETATION**

In this Constitution, unless the contrary intention appears:

- a. AGM shall mean an Annual General Meeting of the **Adelaide University Malaysian Students Association**.
- b. Academic Day shall mean any day on which the University of Adelaide conducts lectures in a majority of its faculties and schools.
- c. Academic Year shall be defined as the time starting on the first day of O-Week and concluding on the last day in which Semester 2 exams are held.
- d. Club shall mean the **Adelaide University Malaysian Students Association**.
- e. Clubs Admin shall mean the Clubs Administrator (or equivalent) employed by the Union.
- f. Constitution shall mean this Constitution.
- g. Majority Vote shall mean a vote in the affirmative by two-thirds of the eligible voting members present at a particular meeting.
- h. Member shall mean a member of the association.
- i. O-Week shall mean the week before the first day of classes in semester one, during which time the AUU and other student bodies provide activities and transitional support to commencing students.
- j. Student Number shall mean each respective institution's student numbers.

- k. Union shall mean the Adelaide University Union.

### **ARTICLE III – PURPOSE**

#### **Section A. Objectives:**

The objectives of the Club are

- a. To create a platform for members which consists of Malaysian and other students in the University of Adelaide to interact and share common interests; and
- b. To act as a platform for members and non-members alike to indulge in the very unique and diversity of Malaysian art, culture, fashion, food and music.

#### **Section B. Principles:**

The Club shall abide by the following principles:

- a. Respect and appreciate the varied cultural and linguistic background of members and non-members alike;
- b. Further the Club's interests in a fair and transparent manner;
- c. Act with Integrity, fairness and respect when interacting with members and non-members alike and
- d. To abide by the rules, regulations and guidelines set forth by the Union and the University of Adelaide.

### **ARTICLE IV – AFFILIATION**

The Club shall be affiliated with

- a. Malaysian Students' Council of Australia, South Australia

#### **De-affiliation clause**

If the affiliates come to a point of an unresolvable conflict, the General Board shall provide a letter of notice based on the terms of the contract of affiliation.

### **ARTICLE V – MEMBERSHIP**

#### **Section A. Eligibility:**

Membership in the Club is open to undergraduate or postgraduate students enrolled in a South Australian institution as long as the applicant:

- a. Pays membership fee in accordance with this constitution.
- b. Completes and Application for Membership and returns it to the General Board.
  - i. The Application for Membership form shall be designed by the General Board and must collect at least the following information:
    - 1. Full name
    - 2. Student Number
    - 3. Name of institution
    - 4. E-mail
- c. The General Board shall have the right to refuse membership to any applicant by a Majority Vote. The General Board also has the right to revoke the membership of any Member through a majority vote without giving notice, and will only occur under

extreme circumstances.

- d. The total current number of members in the club must consist of at least 51 per cent students of the University of Adelaide.

**Section B. Fees:**

- a. The membership fee shall be such sum (if any) as the General Board shall determine prior to the first day of the Academic Year.
- b. The membership fee shall be payable annually on the first day of the Academic Year or at a time the committee determines.

**Section C. Confidentiality:**

- a. The General Board cannot provide personal information about members of the club to outside parties, except where permission is granted or it is legally obliged to do so.

**ARTICLE VI – GENERAL MEETINGS**

- a. Any 20 current Members of the club shall constitute a quorum for the transaction of business of a General Meeting or AGM.
- b. For a member to be eligible to constitute a quorum, they must be a member of the club for at least one month before the AGM.
- c. Notice, in writing, of the date, time and place of the AGM or any General Meeting, shall be given by the Secretary to each Member of the Club by email at least two weeks prior to the meeting. Notification shall also be sent to Clubs Admin.
- d. A copy of the meeting minutes of the AGM, together with copies of any reports tabled at such a meeting, shall be provided by the Secretary to Clubs Admin.
- e. General Meetings of the Club can be called by delivering a written request for the holding of such a meeting to the Secretary. Such a General Meeting must be held within two weeks of the Secretary receiving notice, except where the persons calling for the meeting agree otherwise. The following may call such a General Meeting:
  - a. The President; or
  - b. Any three members of the General Board; or
  - c. Any 50 per cent of the total number of current Members of the Club; or
  - d. The Union, acting in accordance with their rules, regulations and constitution.
- f. There shall be an Annual General Meeting of the Club
  - a. The AGM shall be held at least once a year.
  - b. The President shall preside as chair at any AGM.
  - c. The President shall present an Annual Report of the Club at the AGM.
  - d. The Treasurer shall present an Annual Financial Report at the AGM, which shall include a balance sheet and profit and loss statement.
  - e. A copy of the Minutes of the AGM and copies of both the President's and Treasurer's reports shall be sent to Clubs Admin.
  - f. The AGM shall include the election of new Officers and General Board members. A Returning Officer who is not a nominee for any Office or General Board position shall be appointed by the Members present to Chair the election. These elections shall be conducted in accordance with the relevant sections of this constitution.
  - g. The Returning Officer must be a Member of the Club.

## **ARTICLE VII – BOARD STRUCTURE AND GOVERNANCE**

### **Section A. Introduction:**

The club shall be governed by two boards: A General Board and an Executive Board.

### **Section B. General Board:**

The General Board has control over the direction of the club, and is a superset of the Executive Board

- a. The General Board shall hold final responsibility for all actions of the Club
- b. The General Board shall consist of
  1. The president of the Club; and
  2. The Vice-President of the Club; and
  3. The Treasurer of the Club; and
  4. The Secretary of the Club; and
  5. Up to 10 other members of the Club.
    - i. These members shall be elected at the AGM after all Officers have been elected. There shall be an election conducted by the Returning Officer using the hare Clark Optional Preference system with a secret ballot. Each nominee may appoint a scrutineer to watch the votes counted. Details of the results shall be included with the Returning Officer's Report as for the election of any Officers.
    - ii. These members shall be referred to as General Board Members.
- c. Meetings of the General Board shall be chaired by the President of the Club. In the President's absence, they shall be chaired by the Vice-President. In the absence of both the President and Vice-President, the Members present shall appoint a chair for the meeting.
- d. The Secretary shall take the minutes at all meetings of the General Board. In the absence of the Secretary, the chair of the meeting shall appoint another member to take the minutes.
- e. The General Board must meet at least once per academic term and once prior to the start of the Academic Year. At these meetings, the General Board shall:
  1. Review the finances of the Club;
  2. Evaluate how the Club is and is not meeting its objectives and take appropriate action to ensure all objectives are met to the highest possible standard;
  3. Ensure that the Club has adhered to its principles and take any required action to rectify in lapses in this adherence;
  4. Review, establish, and dissolve Committees of the Club as deemed appropriate and as set out in the relevant sections of this Constitution;
  5. Establish, revise, or revoke any such rules, regulations, or policies as deemed appropriate and as are within their purview and as set out in the relevant sections of this Constitution;
  6. Receive any such reports as are due; and
  7. Undertake any other business required for the running of the Club
- f. The General Board may delegate the responsibilities and powers set out but must still consider all points, delegated or otherwise, at their mandatory meeting.
  - a. The General Board may by majority vote (2/3 of the votes) at a General Meeting compel the Executive Board to undertake such actions and provide such information as the General Board shall require in executing the purposes of the club.

### **Section C. Delegation of Authority:**

To streamline club operations, the tasks, decisions, planning and setting of priorities ultimately

reserved to the General Board shall be, by default, delegated to the Executive Board.

**Section D. Limitations on General Board Votes:**

The General Board may not override the following actions by the Executive Board except by a 2/3 vote: financial commitments, endorsements and public statements. This is necessary to give the Executive Board the requisite freedom and credibility to act in the public sphere. If votes are divided exactly by half, the motion to override the decision made by the Executive Board shall be considered to have failed.

**Section E. General Board Quorum and decisions:**

The Secretary shall maintain the official list of General Board Members for determination of quorum and General Board voting rights. Quorum for a meeting of the General Board is ½ of the General Board membership; otherwise no votes taken at a General meeting are binding. Only official General Board members may vote at General meetings.

**Section F. Confidentiality:**

Information shared within the General Board is, unless otherwise stated, considered confidential, including information shared at meetings and over General Board or Executive Board email lists. In the event that this information has been leaked out, degree of action taken towards the guilty party will be decided by the General Board. This can include warnings or termination of membership.

**Section A. Executive Board** – The Executive Board shall consist of the President, Vice-President, Treasurer, and Secretary. If there is a tied vote, the president will hold a casting vote. The Executive Board shall, subject to the provisions of this constitution, direct club activities, and appoint committees and/or temporary officers to assist it. All such committees and officers shall be subject to the supervision of the Executive Board and, ultimately the General Board. Minutes of Executive Board meetings need to be submitted to and approved by the General Board. The Executive Board may also appropriate and spend money from the Treasury to meet the expenses of AUMSA.

**Section B. Executive Board Meetings** – The President shall call meetings of the Executive Board. Should the President receive a petition signed by three members of the Executive Board, they must call an Executive Board meeting within two days. Reasonable effort must be made to notify all Executive Board members at least 24 hours in advance. A majority (2/3) of the executive board must be present to constitute a quorum. Executive Board meetings shall be open to non-Executive Board members, unless there exists a majority vote (2/3) to close the meeting.

**Section C. Voting** – To streamline Executive Board functions, Executive Board votes may be taken by email outside of regular Executive Board meetings over the Executive Board email list (to which all Executive Board members shall be subscribed). Votes over other media (e.g. phone, personal email) may be accepted by unanimous consent of the Executive Board. Upon obtaining the number of affirmative or negative votes that would be needed to reach the required threshold if all executives were to vote, an executive may consider a vote to have passed or failed even if the remaining executives have not voted.

**Section D. Official Email** – Only Executive Board members may use the club email account, and only for official club purposes. This requirement may be waived for specific purposes for specific General Board members by a majority vote of the Executive Board.

**Section E. Elections:**

The Executive officers and General Board officers shall be elected by the Members of the Club in the following manner:

- a. To be eligible to nominate for an Office and General Board, a Member must meet the following criteria
  - I. They must be a current Member of the Club.
  - II. They must provide a nomination form containing approval by three members of the General Board.
  - III. If they are nominating for the Office of President of Club, the member must not have previously held the office for a period of time greater than six (6) months.
  - IV. If they are nominating for the Offices of President of the club, Secretary of the Club or, Treasurer of the Club, the member must be a current student of the University of Adelaide.
  - V. The member must have been a member for one month prior to the AGM in order to vote and nominate for positions
- b. A nomination must be accepted by the nominee before a vote occurs. This may be in writing or verbally to the Returning Officer and the nominee does not need to be physically present at the AGM.
- c. Where there is only one nominee that Member has to get majority vote (2/3) at the AGM.
- d. An open nomination of any office may be accepted if there are no nominees beforehand.
- e. Where there is more than one nominee a secret ballot shall be held to determine the Office. This ballot shall be conducted by the Returning officer. The Hare-Clark Optional Preference system shall be used to count the votes, and the votes shall be secret. Each nominee may appoint a scrutineer to watch the returning Officer's count.
  - I. Scrutineers must be Members of the club.
- II. The Returning Officer must provide a written report, including the final vote count, to the club which must disseminated to all Members. The Secretary will keep a record of this report.
- f. Contestation of results
  - g. Election results become final two hours after the announcement of the results of the last ballot of the meeting, except when the results of an election have been challenged within that two-hour window by a candidate notifying the Returning Officer.
  - h. The only acceptable grounds for challenges are the following allegations:
    - a. miscounting of votes;
    - b. ineligible votes (eligible would mean the voter is a member of the club);
    - c. announcing the wrong winner.
  - i. In such cases, the outgoing Executive Board must call a General Board meeting within 4 days to resolve the dispute by a binding majority vote of the General Board. If the General Board sustains the challenge, the returning Officer shall hold a new election for that position within one week of the general Board meeting, under the same terms as the

previous election (to the extent that this is possible). No candidates may participate in the second election except those who already participated in the first election for that seat.

- j. Non-negotiable Prohibitions – Campaigning in the form of unsolicited emails and unsolicited phone calls is explicitly prohibited, as is campaigning during official club and committee meetings, and these prohibitions cannot be overridden. Use of any official club announcement medium, for the purpose of influencing an election, including but not limited to websites, newsletters and announcement lists is also prohibited.
- k. Negotiable Election Requirements – Use of any club discussion medium including but not limited to discussion email lists and official blogs is prohibited, but may be conditionally allowed by a majority vote (2/3) of the General Board, provided the accepted use is not unlimited. The General Board must specify word limits and/or posting limits, and every candidate must be given equal access to the medium.
- l. The term of office for these Officers shall until the next Annual General Meeting. The term shall commence immediately upon the close of the General Meeting and end on the day following the last day of the academic Year.

#### **Section F. Overview of Responsibilities:**

The president shall:

- I. Act on behalf of the Club between General Board Meetings on all matters not covered by a Committee of the Club;
- II. Be ex-officio, non-voting, member of all Committees of the Club except where the President occupies a voting position on that Committee;
- III. Be responsible for overseeing the Committees of the Club and ensuring that such Committees are adhering to their operating Regulations, Club Policies, and the directions of the General Board;
- IV. Chair all meetings of the General Board;
- V. Shall act subject to the directives and resolutions laid down by the General Board, any General Meeting of the Club, and any Committee so empowered to lay down rules, policies, or regulations.

The Vice-President shall:

- I. Provide advice to the President on all matter relating to the Club;
- II. Chair all meetings of the General Board in the absence of the President;
- III. Assume the role of Acting President where the President is unable to fulfil their duties for a period of one week or longer. The role of Acting President shall have all the rights and responsibilities of the President. The Acting President must step down immediately upon the President informing them that they are capable of resuming their duties, unless the contrary is clear and apparent. A written report must be provided to the President and General Board upon stepping down as Acting President. Such a report shall detail all decisions and actions undertaken on behalf of the Club during the Acting Presidency;
- IV. Be ex-officio, non-voting, member of all Committee of the Club, except where the Vice-President occupies a voting position on that Committee; and
- V. Shall act subject to the directives and resolutions of the General Board and any General Meeting of the Club; and
- VI. Shall act subject to any rules, policies, or regulations laid down by the General Board, any

General Meeting of the Club, and any Committee so empowered to lay down rules, policies, or regulations.

The Treasurer shall:

- I. Be responsible for keeping the financial records of the Club, which shall be maintained in a true and accurate manner and shall be current at all times;
- II. Present a report detailing the current state of Club finances at each meeting of the General Board;
- III. Ensure that the financial records of the Club are available to the Union within two days of receiving written notice of such request from an officer of Clubs Admin; Be amongst the signatories of the Club bank account
- IV. Shall act subject to the directives and resolutions of the General Board and any General Meeting of the Club; and
- V. Shall act subject to any rules, policies, or regulations laid down by the General Board, any General Meeting of the Club, and any Committee so empowered to lay down rules, policies, or regulations.

The Secretary shall:

- I. Be responsible for maintaining the Member roll of the Club;
- II. Be responsible for maintaining the mailing list of the Club and regularly communicating;
- III. Be responsible for maintaining and recording Minutes of all meetings of the General Board and any General Meeting of the Club;
- IV. Be responsible for maintaining any and all other records of Club activities;
- V. Shall act subject to the directives and resolutions of the General Board and any General Meeting of the Club; and
- VI. Shall act subject to any rules, policies, or regulations laid down by the General Board, any General Meeting of the Club, and any Committee so empowered to lay down rules, policies, or regulations.

## **ARTICLE IX – TERMINATION OF MEMBERSHIP AND VACANCIES**

### **Section A. Termination of Membership of the General Board:**

A person shall cease to be a member of the General Board if

- a. The President, or Acting President, receives a letter of resignation effective immediately from that Member, or
- b. The Member fails to attend three meetings of the General Board in a row without first obtaining the leave of the President; or
- c. A motion of no-confidence is passed, as a special resolution, at a Special General Meeting of the Club called for such a purpose. Such a General Meeting must be announced to all Members by email at least one week before the meeting and must be attended by at least 50% if the Members of the Club.

### **Section B. Office and General Board Vacancies:**

Where an Officer or seat on the General Board becomes vacant a General Meeting shall be called to fill the position:

- a. This General Meeting must be held within six (6) weeks of the position becoming vacant, except where

- i. The AGM is to be held within eight (8) weeks of the position becoming vacant;  
Or
  - ii. There is no academic day within the next six (6) weeks. In this instance, the General Meeting shall be held within two (2) weeks of the next academic day.
- b. The President may appoint any member to fill the Office or the General Board seat in the interim.
- c. Should a General Board Meeting occur in this interim, the General Board may review and revise the President's appointment at their discretion.
  - d. In this matter, the appointed member shall not have a vote.
  - e. The General Board may not delegate this power of review to a Committee of the Club.

## **ARTICLE X – OPERATIONAL AFFAIRS**

### **Section A. Rules, Regulations, and Policies:**

- a. The General Board shall have the power to establish rules, regulations and policies on any matter of Club business.
  - g. Such rules, regulations, or policies must not contravene this constitution or any resolution arising from a General Meeting of the Club; and
  - h. Such rules, regulations or policies must strictly adhere to the Objections and Principles as set out in this Constitution.
  - i. Such rules, regulations or policies must obey the resolution, unless the new regulation is to nullify the previous resolution etc.
- b. The General Board shall have the power to review and modify or revoke the rules, regulations, and policies of the Club
  - 1. Such rules, regulations, or policies may have been set by the General Board or by another Committee of the Club;
  - 2. Such rules, regulations, or policies must not have been set by a General Meeting of the Club, except where a General Meeting of the Club has explicitly provided the right to modify and/or revoke that specific rule, regulation, or policy; and
  - 3. Any modifications to rules, regulations, or policies must strictly adhere to the Objections and Principles as set out in this Constitution.
- c. The General Board is responsible for ensuring that all Club members have access to all rules, regulations, and policies of the Club, including this constitution.
- d. The General Board is responsible for ensuring that all rules, regulations, and policies of the Club are adhere to at all appropriate times by all members of the Club.
- e. Where a question of interpretation of a rule, regulations, or policy arises the President shall have the authority to clarify the interpretation until such a time as the General Board or, where appropriate, a General Meeting of the Club clarifies the rule, regulation, or policy.

### **SECTION B. Committees of the Club:**

- a. The sections of this Constitution which apply to Committees of the Club shall also apply to any Working Group, Team, or any other such group established by the General Board to undertake activities of the Club.

- b. The General Board of the Club shall have the power to establish Committees of the Club.
- c. Committees shall:
  - 1. Be chaired by an Officer of the Club or a General Board Member, appointed by the General Board;
  - 2. Be governed by any Operating Regulations set forth by the General Board;
  - 3. Have no voting members who are not Members of the Club; and
  - 4. Adhere to all sections of this Constitution, paying particular regards to the Objections and Principles.
- d. Operating Regulations for a Committee of the Club may detail any aspect of the operations of the Committee that the General Board deems appropriate and must include at least the following:
  - 1. The name of the Committee;
  - 2. The number of positions on the Committee;
  - 3. The process for the selection of positions on the Committee;
  - 4. The process for the removal of positions on the Committee;
  - 5. The date that the Committee shall dissolve or, if it is to be a standing committee, the date that all positions on the Committee become vacant;
  - 6. The objections of the Committee; and
  - 7. The powers delegated to the Committee.
- e. The General Board may delegate any of its responsibilities to a Committee of the Club. This shall make that Committee of the Club responsible to the General Board for that area. It in no way diminishes the responsibility of the General Board in regards to that area.
- f. The General Board may delegate any power of possesses that is not explicitly reserved to the General Board by this Constitution or a resolution of the General Meeting.

### **SECTION C: Financial Affairs:**

- a. The Financial Year of the Club shall commence on the day following the AGM and conclude on the day of the following AGM.
- b. The Treasurer shall provide, or cause to be provided, written receipts for all payments received by the Club unless the individual or organisation making a payment explicitly does not require such a receipt.
- c. No payment shall be made on behalf of the Club without the approval of the General Board, or the approval of the Members of the Club by way of ordinary resolution passes at a General Meeting of AGM. The General board may delegate this power to a Committee of the Club subject to:
  - 1. The General Board reviewing all such payments; and
  - 2. The Committee acting within a specified budget that has been approved by both Treasurer and the President, or by a resolution of the General Board, or by a resolution of the General Meeting of the Club. The General Board may not delegate this power.
- d. A receipt shall be acquired for all payments made on behalf of the Club.
- e. All receipts for payments made on behalf of the Club shall be forwarded to the Treasurer within one week of the payment. This process may be modified by a rule, regulation, or policy of the Club if any only if such a rule, regulation, or policy receives the explicit approval of the Treasurer. The Treasurer may revoke such approval at any time. The ability to modify this process is an exemption from the normal requirement that all rules, regulations, and policies must adhere to and not deviate from this Constitution. It in no way allows any other

section of this Constitution to be modified by a rule, regulation, or policy.

**Section D. Winding up of the Club:**

- a. Upon Winding up of the club, net assets (residual amount after all outstanding expense are paid) are to be transferred to the Union.

**ARTICLE XI – AMENDMENT**

- a. This Constitution may only be amended by a special resolution passed at a Special General Meeting or at any AGM of the Club. Amendments may be proposed by any four (4) members of the General Board
- b. Upon the written receipt of such a proposal the Secretary shall take all necessary steps to ensure that the proposal for amendment is voted upon by the Members at a General Meeting held for such purpose, no later than eight weeks after the receipt of the proposal. The proposers may waive the time requirements in this and defer the consideration of the amendment to the next General Meeting or the next AGM, whichever is earlier.
- c. Notice of any amendment made to this Constitution shall be given by the Secretary, within 14 days of the amendment taking effect, to Clubs Admin.

**Recognition:**

The Society shall comply with all requirements of the University of Adelaide and the Union for recognition as a registered society of the Adelaide University Clubs Association.

This Constitution was adopted on the 27<sup>th</sup> day of May 2017.

President's Signature \_\_\_\_\_

Secretary's Signature \_\_\_\_\_

The image shows two handwritten signatures in blue ink. The top signature is written over a horizontal line and appears to be 'B.S.M.'. The bottom signature is also written over a horizontal line and is more stylized, possibly 'C.H.E.'. The signatures are positioned to the right of the text labels 'President's Signature' and 'Secretary's Signature'.