



CONSTITUTION

OF

COMPUTING AND SECURITY

STUDENT ASSOCIATION

Australian Business Number (ABN) 62 720 519 150
An Unincorporated Association



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Preamble

Statement of Recognition

The Association acknowledges and honours the Whadjuk people of the Noongar nation, who are and always will be the Traditional Owners of the land upon which the Association is located. Noongar people have lived in harmony with the natural environment for tens of thousands of years and have a strong spiritual connection to "Country" (Noongar Boodjar). The Association acknowledges the significance of Noongar land and water within Joondalup and is committed to gaining kaartdijin (knowledge) and understanding of Noongar Boodjar to ensure we support Aboriginal people, culture and tradition along our journey towards greater reconciliation.

1. Definitions and Interpretation

1.1 If not defined in this Constitution, words and expressions in this Constitution have the same definitions as defined in the relevant legislative instruments, *Associations and Corporations Act 2015* (WA), unless the contrary intention appears.

"**Association**" means the unincorporated Association described in Rule 2;

"**Committee**" means the Association's Committee of Management;

"**Committee Member**" means the members of the Committee;

"**General Meeting**" means any meeting including the Members of the Association, including Annual General Meetings or Special General Meetings of the Association;

"**Members**" means all the members of the Association as described in Rule 8;

"**Membership**" means the status of a person as a Member as described in Rule 8;

"**Purposes**" means the purposes of the Association as described in Rule 4.1;

"**Special Resolution**" means a resolution of Members:



- of which at least fourteen (14) days notice of the meeting at which it will be considered has been given to Members; and
- that is passed at a General Meeting by 75% or more of the Members voting (who are eligible to vote) voting in favour of it.

"**Student**" means an enrolled student at the University;

"**University**" means Edith Cowan University.

1.2 Headings and underlining are for convenience only and do not affect the interpretation of this Constitution.

1.3 The singular includes the plural and vice versa.

1.4 The word "including", and similar expressions are not words of limitation.

2. Preliminary

2.1 The Association's full name is the "Computing and Security Student Association" (CASSA).

2.2 The Association is unincorporated.

2.3 The Association is established to be and continue as a not-for-profit association.

2.4 These rules are intended to be binding on Members of the Association and enforceable by courts in Western Australia.

3. Alteration of rules

3.1 Subject to Rule 3.2 below, these rules may be changed, added to, or replaced by a Special Resolution of the Members at a General Meeting, which may include but is not limited to any amendments to the Association's name.

3.2 The Members must not pass a Special Resolution that amends these rules if passing it causes the Association to no longer be not-for-profit.

4. Purposes and not-for-profit status

4.1 The Association will pursue the following Purposes:



- i. To promote the knowledge and understanding of computer science, cyber security, and related disciplines among members;
 - ii. To provide opportunities for students to engage in discussion, activities, and projects that will assist members with the relevant skills that may not be included in the formal structure of related tertiary courses;
 - iii. To promote intellectual and social interaction at the University;
 - iv. To connect students to industry professionals, potential employers, researchers, and students of other tertiary, both undergraduate and post-graduate universities proffering the same;
 - v. To promote employment and enterprise opportunities for members;
 - vi. To seek discounts and financial benefits from the University and outside organisations for its members; and
 - vii. To encourage the spirit of collegiality at the University and promote a sense of Membership in a community of scholars.
- 4.2 CASSA is committed to abiding by the University Code of Conduct, referred to under Clause 59, and upholding the values of the people it represents.
- 4.3 The Association may do all things that help it to achieve these purposes in accordance with these rules.
- 4.4 The Association and its Committee may only do things and use the income and assets of the Association (including those held on trust for the Association or its Purposes) for the Purposes.
- 4.5 The Association must not distribute any income or assets, directly or indirectly, to its Members.
- 4.6 Rule 4.5 does not stop the Association from doing the following things, provided they are acted upon in bona fide good faith (fairly and honestly):
- i. paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association, or
 - ii. making a payment or providing a benefit to a member in carrying out the Association's Purposes.



Indemnity

- 4.7 To the extent possible under law, members (including Committee Members) are entitled to be indemnified out of the assets held for the Association for any debts or liabilities incurred personally by a Member when acting on behalf of the Association, so long as the Member was:
- i. authorised by the Association to take that action, and
 - ii. acting in bona fide good faith (fairly and honestly) and in that are considered in the Association's best interests.
- 4.8 Indemnity herein constitutes a continual and enforceable obligation by a person to the extent that a person no longer associated as a Member of the Association is still applicable and not entitled to be indemnified or indemnified by another person, including an insurer under an insurance policy.
- 4.9 To the extent permitted by law, and if the Committee considers it appropriate, the Association may pay or agree to pay a premium for a legal contract insuring a person who is or has been a Member of the Association (including a Committee Member) against any liability incurred by that person as a Member of the Association (including as a Committee Member).

5. Funds and assets

- 5.1 The Association must open an Australian Bank Account in the name of the Association with an Australian Financial Institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited, which is to be used for all other purposes not including pre-paid cards provided by the Guild.
- 5.2 Subject to any restrictions imposed at a General Meeting, the Executive Committee may approve expenditure on behalf of the Association;
- 5.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.



- 5.4 All cheques, drafts, bills of exchange, promissory notes and other repositionable instruments of the Association must be signed by:
- i. two Executive Committee Members; or
 - ii. one Executive Committee Member and a person authorised by the Executive Committee.
- 5.5 All funds of the Association must be deposited into the Association's Bank Account within five (5) working days of receipt of said funds;
- 5.6 The Association must satisfy any obligations that apply to the use of assets over which a trust exists.
- 5.7 The Association can receive funding from:
- i. joining and annual membership fees;
 - ii. donations;
 - iii. grants;
 - iv. fundraising;
 - v. interest, and;
 - vi. any other lawful sources approved by the Committee that are consistent with furthering the Association's Purposes.
- 5.8 The Executive Committee is required at all times to record and maintain all assets and liabilities that are associated with the everyday running of the Association.

6. Financial year

- 6.1 The Association's financial year is from 1 July to 30 June each consecutive year unless the Committee passes a resolution to change the date of the financial year.

7. Record-keeping

- 7.1 The Association must make and keep written financial records that:



- i. correctly record and explain the Association's transactions and financial position and performance; and
 - ii. enable proper and accurate financial statements to be prepared and enable the Association to undergo internal or external audits.
- 7.2 The Association must also keep written records that correctly record its operations and be able to produce these records if required to do so by law.
- 7.3 The Association must retain its records for at least seven (7) years or as otherwise required by law or any other laws that may apply (for example, taxation law).
- 7.4 The Committee Members must take all reasonable and practical steps to ensure that the Association's records are kept safe.

8. Membership

- 8.1 As a Member of the Association, each Member must agree to the Rules herein the Constitution and accepts upon application and acceptance to the Rules and obligations as stated herein;
- 8.2 The Committee decides the process for receiving, approving or rejecting any of those persons who choose to voluntarily apply to join the Association to become a valid Member;
- 8.3 With respect to the University's Club Affiliation Policy, the Association is mandatorily required to maintain an overall majority Member Status of over 51 per cent of current University Guild Members;
 - i. All current University students are considered University Guild Members unless, otherwise, persons have chosen to opt out.
- 8.4 Rule 8.3 does not include the consideration of Honorary Life Membership, whereby a person can become an Honorary Life Member as passed by the Committee by a Special Resolution. An Honorary Life Membership is defined as:
 - i. any person who, in recognition of their exemplary service to the Association; and
 - ii. possesses the entitlement to attend all General Meetings and to participate in all of the Association's events; and



- iii. is entitled as a University Guild Member to vote; notably, voting is revoked for those persons, not current University Guild Members; and
 - iv. as an Honorary Life Member, membership fees will not be applicable.
- 8.5 After the Committee has approved or rejected a membership application, the Committee must write to the applicant as soon as possible to tell them whether their application was approved or rejected. The Association does not have to give reasons if an application is not approved.
- 8.6 The Committee can propose to set or change joining fees and membership fees for members. Joining and membership fee proposals must be approved by the Member Majority by vote at a General Meeting.
- 8.7 Members must pay any membership fee and any unpaid joining fee within one month of being asked. If a member does not pay in time, the Committee may suspend their Membership. If the Member does not pay all amounts owing within six months of their Membership being suspended, the Committee may cancel their Membership.
- 8.8 Members cannot exercise their rights when Membership is suspended, such as voting at a General Meeting.
- 8.9 A person immediately stops being a member if:
- i. their Membership is cancelled under these rules;
 - ii. they resign by writing to the Committee or;
 - iii. become deceased.
- 8.10 If a member resigns, the Association is not required to refund any joining and membership fees already paid.

9. Register of members

- 9.1 The Association must maintain a register of members.
- 9.2 Members' names, student details, and contact details (an email address is sufficient instead of other contact details if the Committee approve this) must be entered in the register of members when Membership is approved. A person becomes a member when their details are entered on the register.



- 9.3 The Committee must record the date that a person stops being a member of the Association in the register of members as soon as possible after the person stops being a member.
- 9.4 If a member requests that access to their details on the register of members be restricted, the Committee may decide whether access will be restricted and will notify the Member of this.

10. Members' access to documents

- 10.1 A member may make reasonable requests to inspect (at a reasonable time) the following:
- i. rules of the Association;
 - ii. general meeting minutes, and;
 - iii. register of members.
- 10.2 A member may make reasonable requests for copies of the documents requested under Rule 10.1. The Association can charge a reasonable fee for providing copies.
- 10.3 Members may only use information accessed per Rules 10.1 or 10.2 for lawful and proper purposes related to the Association.
- 10.4 Subject to Rule 10.5, the Association must provide access to documents or copies requested under Rules 10.1 and 10.2 within a reasonable time.
- 10.5 The Association can, at their discretion, refuse to provide access or copies or provide only limited access if the documents contain confidential, personal, employment, commercial or legal matters or if granting the request would breach a law or could cause damage or harm to the Association, or if the request is otherwise unreasonable.
- 10.6 Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes unless the Committee specifically allows it, nor can they be distributed thereafter online or to non-Members unless otherwise authorised by the Committee.



11. The Committee

11.1 The Committee governs the Association, which comprises Executive Committee Members and General Committee Members and, as such, is outlined by the following:

The President

- i. shall be responsible for the overall direction and management of CASSA and act as an official representative and spokesperson on behalf of the Association; and
- ii. are obligated to coordinate and supervise the work of the Executive Committee; and
- iii. preside over any meeting where present and decide the meeting procedures; and
- iv. have the additional casting vote where a vote on any matter is a hung decision.

The Vice President

- i. shall assist the President in the management of CASSA and assume the duties of the President as delegated by the President in their absence; and
- ii. shall assist the President as applicable or upon request on behalf of CASSA; and
- iii. coordinate and supervise the activities of the General Committee unless otherwise specified by the Executive Committee.

Secretary

- i. shall be responsible for the administrative duties, documentation and distribution of the meeting agendas and minutes as required; and
- ii. capable of keeping and maintaining records of all relevant minutes, correspondence, proceedings, and activities of CASSA in an appropriate file or electronic archive; and
- iii. to be responsible for any of CASSA's official correspondence; and
- iv. preside over any meeting in the absence of the President and/or in the absence of the Vice President; and



- v. to liaise with the University Guild, relevant sponsors, and partner organisations.

Treasurer

- i. shall be responsible for the financial management of CASSA and approve and conduct all financial transactions on CASSA's behalf; and
- ii. have control of all financial assets, and keep accurate records of all financial transactions and account dealings; and
- iii. provide any information relating to CASSA finances for any as required, including meeting reports, quarterly or annual reports; and
- iv. regularly review and monitor the organisation's finances ensuring all activities are delivered and decision-making is made within the financial capacity of CASSA; and
- v. ensure decisions relating to any new expenditures are sanctioned by a majority of the Committee; and
- vi. be responsible for keeping membership records up-to-date, including confirming continual Membership with CASSA for all members per the University Guild policy.

Technical Administrator

- i. shall oversee the operation and maintenance of CASSA-run systems, applications, and technical operations; and
- ii. possess administrative privileges, or access to administrative privileges, on all CASSA-run websites, forums, or social media accounts; and
- iii. is responsible for any ongoing technical projects run under CASSA and leads any teams assisting with these projects; and
- iv. assist CASSA Members with any technical issues they may be experiencing with CASSA-run services and any relevant applications requiring assistance.

Executive Members

- i. are responsible for any CASSA-owned assets under their supervision and the subsequent maintenance and replacement of faulty equipment; and



- ii. to ensure relevant tasks and procedures pertaining to their roles are appropriately documented and to allow smooth handovers; and
- iii. assist in the manning of the CASSA desk whenever reasonably possible.

With respect and as applicable, there may be, at times, additional and unforeseen responsibilities that fall under the control of the Vice President, as delegated by the President in their absence. This is not limited to any other Executive Committee Members that may have the same as agreed upon by the Executive Committee. As such, all outgoing Executive Committee Members are expected to proffer a handover of concurrent responsibilities and information to any incoming Executive Committee Members.

- 11.2 The Committee can exercise all powers and functions of the Association (consistently with these rules, relevant Australian laws and requirements for not-for-profit), except for powers and functions that the members are required to exercise at a General Meeting (under these rules, relevant Australian laws or requirements for not-for-profit).
- 11.3 The Committee can delegate any of its powers and functions to a Committee Member, a sub-committee, a staff member or a Member, other than the power of delegation or duty that applies to the Committee or particular Committee Member under Australian laws.
- 11.4 Executive Committee Members are elected by a ballot of Members of the Association at a General Meeting.
- 11.5 The Committee is made up of a minimum of five Executive Committee Members.
- 11.6 The Chair shall be the highest Executive Committee Member presiding over each meeting.
- 11.7 The Committee may appoint and remove Committee Members to and from any positions (such as President, Vice President, Treasurer and Secretary) and decide or amend their responsibilities in those roles in a General Meeting.
- 11.8 Each Executive Committee Member finishes their time on the Committee at the end of the next Annual General Meeting after they were appointed, but they can be elected again.



11.9 A Member can nominate to be on the Committee by writing to the Committee or at a General Meeting where an election for the Committee is held. Another member must support their nomination.

11.10 To be eligible to be a Committee Member, a person:

- i. must be nominated under Rule 11.9; and
- ii. must give the Association their signed consent to act as a Committee Member of the Association, and
- iii. must be a member of the Association at the time of their nomination, appointment and for the duration of their time on the Committee.

11.11 If the number of eligible applicants nominated to be Committee Members is equal to the number of Committee Members required, the Chair may declare the positions filled without holding a ballot.

11.12 A Committee Member stops being on the Committee if they:

- i. resign by writing to the Committee; or
- ii. stop being a member of the Association; or
- iii. are removed by a resolution of members of the Association; or
- iv. are absent without the consent of the Committee from all meetings of the Committee held during a period of three months, or
- v. become deceased.

11.13 If a Committee Member stops being on the Committee before the next Annual General Meeting, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next Annual General Meeting.

12. Duties of the Committee

12.1 Among its other responsibilities, the Committee is responsible for making sure that:

- i. accurate minutes of General Meetings and Committee Meetings are made and kept;



- ii. other records are kept in accordance with Rules 7.1 to 7.4, and;
- iii. documents of the Association are made available to Members in accordance with Rules 10.1 to 10.6.

12.2 Committee Members must:

- i. comply with their legal duties under Australian laws and ensure that the Association complies with its duties under Australian laws; and
- ii. comply with the duties described, which are:
 - a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Committee Member of the Association; and
 - b. to act in good faith (fairly and honestly) in the best interests of the Association and to further the purpose(s) of the Association set out in Rule 4; and
 - c. not to misuse their position as a Committee Member; and
 - d. not to misuse information they gain in their role as Committee Members; and
 - e. to disclose any perceived or actual material conflicts of interest; and
 - f. to ensure that the financial affairs of the Association are managed responsibly, and
 - g. not to allow the Association to operate while it is insolvent.

13. Committee Meetings

- 13.1 A Committee Member can call a meeting by giving seven (7) days written notice of a meeting to Committee Members unless the meeting is urgent (in which case reasonable notice must be given).
- 13.2 The Committee can decide how often and how it meets by allowing Committee Members to attend through technology, so long as it allows everyone to communicate and does not exceed thirty (30) days between meetings.



- 13.3 A resolution is passed if more than half of the Committee Members voting at the Committee Meeting vote in favour of the resolution.
- 13.4 A majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for Committee Meetings).
- 13.5 The Committee can allow circulating resolutions. To pass a circulating resolution, each Committee Member must agree to it in writing, including by email or other electronic communication, and it is passed once the last Committee Member has agreed to it.

14. General Meetings

- 14.1 The Committee can call General Meetings. The Committee must call a General Meeting if requested by a group of Members making up at least ten (10) per cent of Members who are entitled to vote at General Meetings. The Members must state in the request any resolution to be proposed at the meeting.
- 14.2 If the Committee does not call and hold a meeting where requested under Rule 14.1 within one (1) months of the request, fifty (50) per cent or more of the Members who made the request may call and arrange to hold a General Meeting. The meeting must be held within three months from the time the request was made and, as far as possible, should follow the procedures for calling General Meetings set out in these rules. The Members are entitled to claim any reasonable expenses they incur in calling the meeting from the assets of the Association.
- 14.3 At least ten (10) per cent of the Members that are entitled to vote at the meeting must be present at a General Meeting (either in person or through technology that allows for transparent and simultaneous (interactive) communication of all meeting participants, for the meeting to be held (this is the quorum for General Meetings).
- 14.4 Written notice of General Meetings must be provided to all members (and the Association's auditor or reviewer, if one is appointed) at least twenty-one (21) days before the meeting. Notice to Members must be sent to the Members' contact addresses listed on the register of members.



- 14.5 Any notice of General Meetings must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed, and resolutions to be moved at that meeting.
- 14.6 The Association must hold its first Annual General Meeting within eighteen (18) months of being formed. Thereafter, the Association must hold an Annual General Meeting at least once every calendar year, at which it reports to Members about the financial position and activities of the Association.
- 14.7 The ordinary business of the Annual General Meeting is to confirm the minutes of the previous Annual General Meeting, receive reports and statements on the previous financial year, and elect Committee Members. The notice of the Annual General Meeting must include any special business or resolutions to be considered.
- 14.8 A group of at least ten (10) per cent of members who are eligible to vote at a General Meeting can propose resolutions to be voted on at a General Meeting by writing to the Committee advising them of the proposed resolutions, so long as requirements to notify Members of the resolutions prior to the General Meeting can be met (which will depend on the type of resolution proposed).
- 14.9 Any resolution proposed under Rule 14.8 must be considered at the next General Meeting held no more than two months after the date the Committee is notified of the request to present a resolution to Members. This rule does not limit any other right that a Member has to propose a resolution at a General Meeting.
- 14.10 Each Member has one vote.
- 14.11 A resolution (other than a Special Resolution) is passed if more than half of the Members present at a General Meeting vote in favour of the resolution.
- 14.12 Votes may be held by a show of hands or written ballot or any other method that the Chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any Member can request a vote be held again by written ballot. If a vote of the Members is tied, the Chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.



- 14.13 The Chair can adjourn the meeting if there are not enough Members at the meeting (a quorum – see Rule 13.3) within thirty (30) minutes of the meeting start time or if there is not enough time at a meeting to consider all business. A new notice must be sent to Members for the adjourned meeting (but does not have to comply with time for notice requirements unless the adjourned meeting is more than twenty (21) days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The Chair must adjourn the meeting if a majority of Members entitled to vote at the meeting direct the Chair to do so.
- 14.14 On a show of hands, the Chair's decision is conclusive evidence of the result of the vote.
- 14.15 The Chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

Dispute resolution process

- 14.16 In circumstances of disputes that consist of:
- i. one or more Members; or
 - ii. one or more Committee Members.
- the parties (the people who disagree) involved must first attempt to resolve the dispute between themselves within a period of at least fourteen (14) days from the date the dispute is known to all parties involved.
- 14.17 In circumstances where dispute resolution is unachievable between the people involved, the Committee must be notified in writing, and a dispute resolution process must be put in place by the Committee. The Committee may develop a policy regarding dispute resolution as it deems fit for purpose.
- 14.18 A dispute resolution process must allow each party a reasonable opportunity to be heard and/or for submissions to be placed in writing. The parties should first attempt to resolve the dispute by reaching an agreement. If an agreement cannot be reached, the Committee may appoint an unbiased and impartial person to decide the outcome of the dispute. The unbiased and impartial person may be a Member, non-member or



professional mediator who is not connected with the dispute or possesses any conflict of interest with the said parties.

Disciplining members

- 14.19 The Committee can take disciplinary action against a Member of the Association if it considers the Member has breached these rules or if the Member's behaviour is causing (or has caused) damage or harm to the Association. The Committee must follow a disciplinary process in accordance with Rule 14.22. The Committee may choose to adopt a more detailed discipline policy, dealing with issues such as a right to appeal.
- 14.20 Disciplinary action can include a written warning to a Member or suspending or cancelling the Member's Membership. It cannot include a fine. Membership cannot be suspended for more than twelve (12) months.
- 14.21 The Committee must write to the accused Member to inform them why they propose to take disciplinary action.
- 14.22 The Committee must arrange a disciplinary procedure that meets these requirements:
- i. the outcome must be determined by an unbiased decision-maker (who cannot be Committee Member); and
 - ii. the accused Members must have an opportunity to explain or defend themselves, and
 - iii. the disciplinary procedure must be completed as soon as reasonably practical.
- 14.23 The Committee must notify the Member of the outcome of the disciplinary procedure as soon as reasonably practical.
- 14.24 There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith (fairly and honestly) under Rule 14.22.

15. Dissolution

- 15.1 The Association can be absolved by its Members if the Members pass a Special Resolution to wind up the Association at a General Meeting.



- 15.2 If the Association is wound up after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:
- i. must not be distributed to the Members or former members of the Association; and
 - ii. subject to the requirements of Australian laws and any Australian court order, must be distributed to another organisation or other organisations with similar purposes, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of members.
- 15.3 In making distributions upon winding up, the Association must satisfy any obligations that apply to assets over which a trust exists.