

Swinburne University of Technology
Sarawak Campus
Anime and Manga Society

Constitution and By-law
Approved: 13 September 2006
Amended: 8 June 2007
Updated: 12 March 2009
Re: SAMS-SecretaryFiles Club Constitution

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Swinburne Anime and Manga Society
Constitution and Bylaws

Article 1

Name

- 1.1 The name of this club shall be Swinburne Anime and Manga Society (SAMS), herein after referred to as "the Club".

Article 2

Aims and Objectives

- 2.1 The aim of the Club is to provide Swinburne students with a means to share and enjoy the passion for Anime and Manga, including related cultural fields, hobbies and activities deemed fit by the Club, together with their peers.

- i. 'Anime' is defined as animation using distinctive characteristics, style and background aesthetics originating from Japan.
- ii. 'Manga' is defined as comics using distinctive characteristics, style and background aesthetics originating from Japan.

- 2.2 The objectives of the Club are to:

- i. build up a healthy interest towards anime and manga.
- ii. encourage the appreciation of anime and manga as a form of art and literature.
- iii. correct any misconception towards anime and manga.
- iv. expose members to the Japanese language, lifestyle, culture and traditions.
- v. provide time and opportunities for members to relax and bond with one another.
- vi. equip members with an initiative for self improvement.

Article 3

Membership

- 3.1 Membership in the Club is open to any current student of Swinburne University of Technology, Sarawak Campus, who has attended the Club's General Meetings as a guest for at least two times.
- 3.2 All applications for membership shall be proposed and seconded by two active members and shall be forwarded to the Executive Committee for approval. The Executive Committee may at its discretion, reject any application without assigning any reason thereof.
- 3.3 Every applicant whose application has been approved as aforesaid shall, upon payment of the first membership fee, be admitted as a

member of the Club and shall be entitled to all the privileges of membership.

3.4 All active individual members shall be entitled to all rights and privileges of the Club, and all members shall share its responsibilities.

3.5 Provisions regarding inactive membership are as follows:

3.5.1 Individual members who do not attend General Meetings for four occasions consecutively without written permission of the Club's Vice President/Secretary/Vice Secretary shall be deemed as inactive.

3.5.2 Inactive individual members shall have no voting privileges, shall not hold office and shall not be counted towards a quorum of the Club membership.

3.5.3 Individual inactive members shall be given written notice at the starting their inactivation period.

Article 4

Subscriptions and other Dues

4.1 The subscriptions payable by members shall be as follows:

4.1.1 Lifetime membership fee (upon entrance)	RM 5
4.1.2 Subscription fee (per semester)	RM 5

4.2 All subscriptions shall be payable to the Treasurer in advance by two weeks before the set due date.

4.3 Any member who allows their arrears to exceed one month shall receive a written notification signed by or on behalf of the Secretary, and shall be denied the privileges of membership until he/she settles the account.

4.4 Any member who allows their arrears to exceed two months shall automatically cease to be a member of the Club, and the Executive Committee may take disciplinary action or/and direct legal action be taken against him/her, provided that they are satisfied that he/she has received due notice of his debts.

4.5 Special subscriptions or levies for particular purposes may be raised from time to time from members by resolution of the General Meeting of the Club. If any member fails to pay such subscription within such period as may be resolved, the amount due shall be treated in the same way as arrears of subscription.

Article 5

Resignation and Termination

- 5.1 Any individual member who wishes to resign from the Club shall give two weeks prior notice in writing to the Secretary and shall pay up all dues.
- 5.2 Any inactive member who does not provide a written reply within two weeks of their inactivation period shall have their membership terminated immediately.
- 5.3 Any member who fails to comply with the rules of the Club or has acted in a manner unbecoming a member or/and bring disrepute upon the Club may be suspended or expelled for a period of time as the Executive Committee deems fit. Before the Executive Committee suspends or expels a member, the member shall be informed beforehand, in writing, of the grounds for such suspension or expulsion and be given an opportunity to explain and clear him/herself in person.

Article 6

Appeal by Expelled or Suspended Members

- 6.1 Any suspended or expelled member may undertake the following procedures in order to be reinstated as a member:
 - 6.1.1 Obtain a three-fifths majority of votes from the Executive Committee favouring his/her reinstatement under such terms and conditions as may be approved by the Executive Committee, or
 - 6.1.2 Obtain a simple majority vote during a General Meeting, Annual General Meeting or Extraordinary General Meeting of the club favouring his reinstatement.

Article 7

Meetings

- 7.1 General Meetings of this Club, which shall include any business meeting of active members, shall be conducted as provided in the By-laws of this Club.
- 7.2 Special business meetings of this Club may be called by a majority vote of active individual members present and voting at any General Meeting at which a quorum is present, or by the Club President.
- 7.3 Notice of General Meetings shall be provided by the Secretary through e-mail or any other reasonable means at least four days in advance of such meeting. Notice of any changes shall be given out at least one day in advance.
- 7.4 An Annual General Meeting of the Club shall be held as soon as possible at the end of the summer semester each fiscal year but no

later than the beginning of the next semester on a date and a time and place to be decided by the Executive Committee.

- 7.5 The business of the Annual General Meeting shall be:
- i. to receive the minutes of the previous Annual General Meeting,
 - ii. to receive the Executive Committee's report on the working of the Club during the previous year,
 - iii. to receive the Treasurer's report and the audited accounts of the Club for the previous year,
 - iv. to accept the resignation of the Executive Committee for the previous year,
 - v. to elect the incoming President for the subsequent fiscal year,
 - vi. to deal with such other matters as may be put before it.
- 7.6 A preliminary notice of the Annual General Meeting stating the date, the time and the place, and the calling for motions for discussion and motions of amendment of the Constitution shall be sent by the Secretary to all members not later than 15 days before the date fixed for the meeting and this notice shall also be prominently displayed at the Club's notice board.
- 7.7 The Secretary shall send to all members at least 15 days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the Club for the previous year.
- 7.8 Motions for discussion at the meeting must be sent to reach the Secretary not later than five days after the receipt of the preliminary notice.
- 7.9 If a quorum is not present half an hour into the time appointed for the meeting, the meeting shall be postponed to a date not exceeding 15 days to be decided by the Executive Committee, and if a quorum is not present half an hour after the time of the postponed meeting, the members present shall have power to proceed with the business of the day but they shall not have power to alter the rules of the Club or to make any decision affecting the whole membership.
- 7.10 An Extraordinary General Meeting of the Club shall be convened:
- i. whenever the Executive Committee deems it desirable, or
 - ii. at the joint request in writing of not less than 20 members, stating the objects and reasons for such meeting.
- 7.11 An Extraordinary General Meeting requisitioned by members shall be convened for a date within thirty days of the date of such requisition.
- 7.12 Notice and agenda for an Extraordinary General Meeting shall be forwarded by the Secretary to all members at least fifteen days before the date fixed for the meeting.

- 7.13 Paragraph 7.9 of this rule regarding the quorum and the postponement of an Annual General Meeting shall apply also to an Extraordinary General Meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for the postponed Extraordinary General Meeting requisitioned by members the meeting shall be cancelled, and no Extraordinary General Meeting shall be requisitioned for the same purpose until after the lapse of at least three months from the date thereof.
- 7.14 The Secretary shall forward to all members a copy of the draft minutes of each Annual and Extraordinary General Meeting as soon as possible after its conclusion.

Article 8

Quorum and Voting

- 8.1 A majority of the active individual membership shall constitute a quorum for the transaction of all business of this Club. A majority of the Club Executive Committee shall constitute a quorum for the transaction of the Committee's business.
- 8.2 Each active individual member, except the chairperson of the meeting, shall be entitled to one vote on any matter presented to the Club membership for a vote.
- 8.3 The chairperson of the meeting is not entitled to vote except in an event of a tie where he/she is entitled to cast the tie-breaking vote.
- 8.4 No voting by proxy or absentee ballot shall be permitted on any matter presented to the Club membership for voting.
- 8.5 Unless a greater vote is required by this Constitution or by the Bylaws of this Club in a particular matter, the affirmative vote of at least a majority of those active individual members who are present and voting at a duly held business meeting at which a quorum is present shall be the act of the Club.

Article 9

Election

- 9.1 An election for the incoming President for the subsequent fiscal year is to be conducted during the Annual General Meeting. The incoming President is responsible for the appointment of the members of the incoming Executive Committee. The incoming Executive Committee will serve for one year before the next Annual General Meeting.
- 9.2 The incumbent President and his/her Executive Committee will resign from their posts effective during the Annual General Meeting.
- 9.3 Each candidate running for Presidency must be nominated from active members of the Club. He/She must both be nominated and seconded by two other active members of the Club.

- 9.4 Each candidate must complete a set of nomination documents and submit these documents to the Chairperson of the Election Committee not later than five days after the receipt of the preliminary notice for the Annual General Meeting. Nomination shall be closed after this period of time.
- 9.5 The Election Committee is to be chaired by the advisors of the Club. One of the advisors shall be appointed as the Chairperson of the Election Committee, whereby his/her appointment is to be decided among the two advisors. The Chairperson is responsible to appoint the working committee for the election process, amounting to not more than three active members of the Club, excluding members who are Presidential candidates, proposers and seconders. Club members who are appointed into the Election Committee will still have the right to vote in the election. motion
- 9.6 The election shall be conducted by secret ballot and secrecy of individual votes withheld. The counting and tabulation of the ballot votes shall be handled by the Election Committee, and the results announced by the Chairperson of the Election Committee.
- 9.7 The candidate who successfully wins two thirds majority of the votes of the quorum shall be elected as the incoming President.
- 9.8 If no candidate manages to win a two third majority of the votes, the previous President has the right to cast the deciding vote.
- 9.9 If by the time that nomination of candidates is closed, and only one candidate has been nominated, the candidate shall be elected as the incoming President unopposed.
- 9.10 If the President resigns or leaves his/her post empty during his/her term, an emergency election shall be held during an EGM convened for that purpose.

Article 10

Executive Committee

- 10.1 An Executive Committee consisting of the following, who shall be termed the Office-bearers of the Club:
 - i. A President
 - ii. A Vice President
 - iii. A Secretary
 - iv. A Treasurer
 - v. 2-10 Committee Members
- 10.2 The function of the Executive Committee is to organize and supervise the day-to-day running of the Club and to make decisions on matters

affecting its running within the general policy laid down by the General Meeting. The Executive Committee may not act contrary to express wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meeting. It shall surmise a report to each Annual General Meeting on its activities during the previous year.

- 10.3 The Executive Committee shall meet at least once every three months, and three days notice of each meeting shall be given to the members. The President or not less than four of its members acting together may call for a meeting of the Executive Committee. At least one half of the Executive Committee members must be present for its proceedings to be valid and to constitute a quorum.
- 10.4 All Executive Committee members must always report directly to the President.
- 10.5 Any member of the Executive Committee who fails to attend three consecutive meetings of the Executive Committee without satisfactory explanation shall be deemed to have resigned from the Executive Committee.
- 10.6 In the event of the death or resignation of a member of the Executive Committee, the President shall have the power to co-opt any other ordinary member of the Club to fill the vacancy.
- 10.7 The Executive Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of the Club. It may appoint such organizers and such staff as it deems necessary. It may suspend or dismiss any organizer or member of the staff for neglect of duty, dishonesty, incompetence or refusal to carry out the decisions of the Executive Committee or for any other reason which it deems good and sufficient in the interest of the Club.
- 10.8 The Executive Committee is empowered to frame such By-laws that are necessary and beneficial to the Club as a whole and for the members in general.

Article 11

Duties of Office-Bearers

- 11.1 The President is the chief executive officer of the Club and is responsible for fulfilling the aim and objectives of the Club. The President presides at meetings of the Club and the Club Executive Committee, appoints Executive Committee members, and has general supervision of the operation of the Club. The President shall be an ex-officio member of all sub-committees of the Club. The President shall transmit to the Club for its approval or disapproval all ideas and plans proposed by the Executive Committee which may affect the Club or its individual members; and shall take no action binding upon this Club

without either specific prior authorization or subsequent ratification by this Club. He/she shall sign the minutes of each meeting at the time they are approved.

- 11.2 The Vice President is the second ranking Club Officer and is responsible for planning, organizing and directing the Club programmes and internal public relations. The Vice President also serves as one of the Club's representatives and shall take no action binding upon the Club without either specific prior authorization or subsequent ratification by the Club. He/she shall preside over General Meetings or Executive Committee Meetings in the absence of the President.
- 11.3 The Secretary shall conduct the business of the Club in accordance with its rules, and shall carry out the instructions of the General Meeting and of the Executive Committee. He/she shall be responsible for conducting all correspondence and keeping all books, including the membership register, documents and papers except the accounts and financial records. He/she shall attend all meetings and record the proceedings. He/she shall within 14 days after the Annual General Meeting submit to the Registrar and Student Administration Department the Club's Annual Returns.
- 11.4 The Treasurer is responsible for the Club financial policies, procedures and controls. The Treasurer receives and disburses, with the approval of the Club, all Club funds, deposits and withdraws the Club funds from the Finance Department of Swinburne Sarawak, and keeps an accurate account of all transactions. He/she shall make financial reports to the Club and to the Club Executive Committee for each semester and upon request of the President.
- 11.5 The Committee Members are responsible for each of their respective duties that have been assigned to them by the President. Each Committee Member may form a sub-committee in order to assist him/her in his/her respective duties. Sub-committees can consist of other Executive Committee members or/and normal members, with a maximum of 10 members for each sub-committee.

Article 12

Financial Provisions

- 12.1 Subject to the following provisions in this rule, the funds of the Club may be expended for any purpose necessary for the carrying out of its objects, including the expenses to its Office-bearers and the audit of its accounts, but they shall, on no account, be used to pay the fine of any member who may be convicted in the court of law.
- 12.2 The Treasurer may hold a petty cash advance not exceeding RM1000.00 at any time. All money in excess of this sum shall within seven days of receipt be deposited with the Finance Department of Swinburne Sarawak with the approval of the Executive Committee.

- 12.3 All cheques or withdrawal notices on the Club's account shall be signed jointly by any two of the following three principal Office-bearers: The President (or in his/her absence the Vice President), the Secretary/Vice President and the Treasurer.
- 12.4 No expenditure exceeding RM250.00 in any one time shall be incurred without the prior sanction of the Executive Committee, and no expenditure exceeding RM1000.00 at any one time shall be incurred without the prior sanction of a General Meeting.
- 12.5 As soon as possible after the end of each fiscal year, a statement of income and expenditure and a balance sheet for the year shall be prepared and audited by the Auditor appointed in Article 12. The audited accounts shall be submitted for the approval of the next Annual General Meeting, and copies shall be made available at the next General Meeting for the perusal of members.
- 12.6 The fiscal year shall begin on the 1st of March of the current year and end on the 28th/29th of February in the subsequent year. The fiscal year is divided into three semesters, which are provided as follows:
 - i. First Semester: 1st March to 31st July,
 - ii. Second Semester: 1st August to 30th November,
 - iii. Summer Semester: 1st December to 28th/29th February.

Article 13

Audit

- 13.1 A member who is not an Office-bearer of the Club shall be appointed by the Annual General Meeting as the Honourary Auditor. The Honourary Auditor shall hold office for one year and may be reappointed.
- 13.2 The Honourary Auditor shall be required to audit the accounts of the Club for the previous fiscal year and to prepare a report or certificate for the Annual General Meeting. The Auditor may also be required by the President to audit the accounts at any date and to make a report to the Executive Committee.

Article 14

Rules of Order

- 14.1 Insofar as they do not conflict with the Constitution and By-laws of Swinburne Anime and Manga Society or the Club Rules and Procedures of Swinburne University of Technology Sarawak Campus, Robert's Rules of Order Newly Revised shall be the final authority as of parliamentary procedure, provided that if this Club is located in a jurisdiction where Robert's Rules are not a recognized authority on parliamentary procedure, the By-laws of the Club shall specify in place of Robert's Rules the name of the recognized authority in the jurisdiction where this Club is located.

14.2 A Parliamentarian may be appointed at each meeting by the Chairperson of the meeting.

Article 15

Advisors

15.1 Two advisors shall be appointed by the Executive Committee from current lecturers of Swinburne University of Technology, Sarawak Campus. They shall hold office until they resign or any unforeseen circumstances affect their position.

15.2 The advisors are dependable to give counsel and encouragement to the Executive Committee and Club members when they see the need to do so. They are also given the honour to conduct the annual election.

Article 16

Special Provisions

16.1 The Club shall not involve itself with any political party either in a direct or indirect manner.

16.2 The Club must abide by the Club Rules and Regulations set by Swinburne Sarawak. In any event that the Constitution and the By-laws of the Club contradict with the Swinburne Sarawak's Club Rules and Regulations, the Swinburne Sarawak Club Rules and Regulations shall be the final authority.

Article 17

Amendments to Club Constitution

17.1 The Constitution shall be amendable only by a three-fifths majority vote by the quorum at an Annual General Meeting or Extraordinary General Meeting, so long as the amendments are not in violation with the Swinburne Sarawak Club Rules and Regulations.

17.2 Proposed amendments must be submitted by the Executive Committee to the active membership of the Club at any time up to 60 days before the membership meeting at which they will be considered.

17.3 Such amendments shall take effect from the date of their approval by the Registrar of Swinburne Sarawak.

17.4 All amendments to the Constitution shall be documented and archived in a proper manner.

Article 18

Dissolution

18.1 Dissolution of the Club may only be decided by an Extraordinary Meeting convened for that purpose at the request of at least four-fifths of the voting members registered at that time.

- 18.2 Dissolution shall only take place on a four-fifths majority vote of the voting members at such Extraordinary General Meeting.
- 18.3 In the event of the Club being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be remitted to the Finance Department of Swinburne Sarawak.
- 18.4 The notice of the dissolution shall be given within 14 days of the dissolution to the Registrar and Student Administration Department of Swinburne Sarawak.