

**Constitution**  
**of**  
**De Minimis Media**  
**Incorporated**

Ratified: 30 November 2021

**PART 1 – ORGANISATION AND GOVERNANCE**

**1. NAME AND INCORPORATION**

The name of the incorporated association is De Minimis Media Incorporated ('De Minimis').

**2. PURPOSES**

The purposes of De Minimis are to enhance the academic and professional life of Law graduate students by:

- 2.1. Facilitating the free and open exchange of ideas relevant to the Melbourne Law School community; and
- 2.2. Publishing a physical newspaper, as well as online content, on a weekly basis during each Melbourne Law School semester.

**3. APPLICATION**

- 3.1. This Constitution is to be read in accordance with the Associations Incorporation Reform Act 2012 ('the Act').
- 3.2. This Constitution can only be modified or overruled by a special resolution pursuant to rule 14.

**4. FUNDING**

- 4.1. De Minimis may seek funding from the Graduate Students' Association of the University of Melbourne ('the GSA') and may choose to affiliate with the GSA for that purpose.

- 4.2. De Minimis may not receive funding from any source which might compromise the editorial independence of De Minimis, or give rise to an impression that editorial independence has been compromised.
- 4.3. Entities from which De Minimis may not accept funds include, but are not limited to:
  - 4.3.1. University of Melbourne clubs and societies, excepting the GSA;
  - 4.3.2. For-profit providers of legal services (e.g. law firms);
  - 4.3.3. The Faculty of Law of the University of Melbourne.
- 4.4. Having regard to rules 4.2 and 4.3, De Minimis may seek funding from any source permitted under the Act.

## **5. NOT FOR PROFIT AND WINDING UP**

- 5.1. De Minimis must not distribute any profit, surplus, or asset either directly or indirectly to its members.
- 5.2. Rule 5.1 does not prevent De Minimis from reimbursing members, in good faith, for expenses properly incurred on behalf of De Minimis.
- 5.3. De Minimis may be voluntarily wound up by a special resolution pursuant to rule 14.
- 5.4. De Minimis may otherwise cease to exist by failing to comply with the minimum requirements under this Constitution or the Act.
- 5.5. Should De Minimis cease to exist, any property remaining after the satisfaction of all debts and liabilities shall be transferred to a not for profit association with aims as closely aligned to De Minimis as can reasonable be found.

## **6. ADMINISTRATION AND FINANCES**

- 6.1. The financial year of De Minimis is each period of 12 months ending on 30 November.
- 6.2. De Minimis, and its Editorial Board, are empowered to expend funds, and take any other action, they deem fit in furtherance of the purposes of De Minimis, or its interests.
- 6.3. Where circumstances demand, any of the activities prescribed under this Constitution may be conducted online.
- 6.4. De Minimis must operate a bank account, into which all revenue is deposited, and from which all expenditure is made.
- 6.5. The Treasurer must maintain accurate financial records for De Minimis. Records are to be retained in perpetuity.

- 6.6. For each financial year, the Treasurer is to ensure the requirements relating to financial statements under the Act are met. These requirements include:
- 6.6.1. The preparation of financial statements;
  - 6.6.2. The certification of financial statements by the Board;
  - 6.6.3. The submission of financial statements to the annual general meeting; and
  - 6.6.4. The lodgement of financial statements, and any accompanying documentation, with the Registrar of Incorporated Associations.
- 6.7. The registered address of De Minimis is:
- De Minimis Media Incorporated  
Melbourne Law School  
185 Pelham Street,  
Carlton VIC 3053.

## **7. TRANSPARENCY**

- 7.1. De Minimis is to be a paragon of openness and transparency.
- 7.2. De Minimis must make this Constitution freely available on its website at all times.
- 7.3. Having regard to rule 7.4, De Minimis must, on request by a member, provide access to:
- 7.3.1. The comprehensive financial records of De Minimis, dating from the 2020-2021 financial year onwards; and
  - 7.3.2. Records relating to the decisions and operations of De Minimis, including email correspondence, Board meeting minutes, and the Register of Members.
- 7.4. De Minimis may refuse a request made under rule 7.3 only where:
- 7.4.1. To provide the information requested would be contrary to law; and/or
  - 7.4.2. To provide the information requested would jeopardise the anonymity of a source or contributor.
- 7.5. Where a request is refused pursuant to rule 7.4, a redacted version of the requested documentation must be made available, wherever possible.
- 7.6. A member may require digital copies of any relevant documentation be sent to them, at no cost.

## **8. MEMBERSHIP**

- 8.1. There must be a minimum of six members.

- 8.2. The Secretary must maintain an up-to-date Register of Members, including the following information for each member:
- 8.2.1. The member's name;
  - 8.2.2. The member's postal address;
  - 8.2.3. The member's email address;
  - 8.2.4. The date membership began; and
  - 8.2.5. The date membership ceased, if applicable.
- 8.3. If a member wishes to restrict access to their contact information, they may make a written request to the Secretary. Upon receiving such a request, the Secretary must:
- 8.3.1. Ensure that the person's contact information is kept confidential; and
  - 8.3.2. Ensure that the person's contact information is only accessible to the Secretary; and
  - 8.3.3. Refrain from disclosing the information to any other person.
- 8.4. Membership is open to members of the Melbourne Law School Community, including, but not limited to:
- 8.4.1. Current, and former, MLS students;
  - 8.4.2. Current, and former, MLS staff;
  - 8.4.3. Current, and former, MLS faculty; and
  - 8.4.4. Other persons who subscribe to the aims of De Minimis.
- 8.5. A person shall be deemed a member upon having submitted a written application for membership, and having been approved by the Secretary, being duly added to the Register of Members.
- 8.6. A written application shall consist of a standardised application form, which will require all of the prospective member all of the information required to be entered in the Register per rule 8.2.
- 8.7. The Secretary may have regard to GSA funding requirements in assessing an application for membership.
- 8.8. Membership ceases on resignation or death. On graduation from Melbourne Law School, a person is presumed to resign their membership, unless they evince a contrary intention.

## **9. EDITORIAL BOARD AND STAFF**

- 9.1. The Editorial Board is the executive body governing De Minimis.

- 9.2. Officeholders of the Editorial Board are to be elected at the Annual General Meeting, by secret ballot, for a term of 12 months.
- 9.3. Any member of De Minimis is entitled to nominate themselves for election to the Editorial Board.
- 9.4. The Editorial Board comprises:
- 9.4.1. One Editor-in-Chief, being the most senior Board member, who shall:
    - 9.4.1.1. Ensure De Minimis meets high editorial standards;
    - 9.4.1.2. Liaise with external parties, including the University of Melbourne, and the Melbourne University Law Students Society; and
    - 9.4.1.3. Have access to any bank accounts held by De Minimis.
  - 9.4.2. One Managing Editor, being the second most senior Board member, who shall:
    - 9.4.2.1. Solicit and accept content for publication by De Minimis;
    - 9.4.2.2. Lead and oversee the week-to-week publication of content; and
    - 9.4.2.3. At their discretion, recruit staff to assist in the generation of content.
  - 9.4.3. One Secretary, who shall:
    - 9.4.3.1. Ensure De Minimis complies with this Constitution;
    - 9.4.3.2. Maintain the Register of Members pursuant to rule 8.2;
    - 9.4.3.3. Provide any documents requested pursuant to rule 7.3; and
    - 9.4.3.4. Advise the Board on matters relating to rules and procedures.
  - 9.4.4. One Treasurer, who shall:
    - 9.4.4.1. Have access to any bank accounts held by De Minimis;
    - 9.4.4.2. Apply for funding and grants;
    - 9.4.4.3. Maintain the financial records of De Minimis;
    - 9.4.4.4. Oversee the disbursement of funds;
    - 9.4.4.5. Reimburse members for expenses pursuant to rule 6.2; and
    - 9.4.4.6. Prepare the annual financial statement to be presented at the AGM.
  - 9.4.5. One Online Editor, who shall:
    - 9.4.5.1. Design and maintain the De Minimis website;
    - 9.4.5.2. Publish De Minimis' content online;
    - 9.4.5.3. Manage De Minimis' social media presence; and
    - 9.4.5.4. Ensure compliance with Part 4 of this Constitution.
  - 9.4.6. One Copy Editor, who shall check to ensure correct spelling and grammar in De Minimis' published content;

- 9.4.7. One Layout Editor, who shall design and format every print edition of De Minimis; and
- 9.4.8. No more than two Podcast Editors, who shall produce audio and audio-visual content for De Minimis.
- 9.5. It is the responsibility of every member of the Editorial Board to ensure De Minimis' content complies with Part 3 of this Constitution.
- 9.6. Decisions of the Board can be overturned by special resolution, pursuant to rule 14.
- 9.7. Persons elected Editor-in-Chief or Managing Editor may not occupy any other position during their time in that role, however, this restriction does not obtain for other roles.
- 9.8. A person may be impeached from their position by a two-thirds majority vote of the Board.
- 9.9. A person is taken to have vacated their position by abandonment if they substantively fail to perform their duties without providing a compelling excuse.
- 9.10. Casual vacancies may, at the discretion of the Board, be filled by special resolution pursuant to rule 14. Alternatively, other Board members may assume the duties of the vacant position.
- 9.11. Pursuant to their duties under rule 9.3.2.3, the Managing Editor may recruit staff to contribute regular content to De Minimis, granting them whatever title the Managing Editor deems appropriate. Staff positions may include:
- 9.11.1. An Equity Uncle;
- 9.11.2. Cartoonists; and
- 9.11.3. Columnists.
- 9.12. Staff must not be financially remunerated for the content they produce.

## **PART 2 – GENERAL PROCEDURES**

### **10. DISPUTES**

- 10.1. This section applies to disputes between a member of De Minimis and another member, a member and the Board, and a member and the Association.
- 10.2. Disputes cannot be raised regarding an ongoing disciplinary proceeding, pursuant to rule 11.
- 10.3. The disputants must first attempt in good faith to resolve the dispute between themselves, within 14 days of the dispute coming to the attention of both parties.

- 10.4. Should informal dispute resolution fail after 14 days, the disputants must:
- 10.4.1. Notify the Board, in writing, of the dispute; and
  - 10.4.2. Organise for the dispute to be resolved at a fair and impartial mediation, or request that the Board organise a fair and impartial mediation.
- 10.5. Should the mediation process fail to resolve the dispute within 30 days, the disputants may seek to resolve the dispute at law.

## **11. DISCIPLINE**

- 11.1. De Minimis may, in exceptional circumstances, initiate disciplinary proceedings against a member, where the member:
- 11.1.1. Has failed to comply with this Constitution; or
  - 11.1.2. Has intentionally undermined the interests of De Minimis; or
  - 11.1.3. Has jeopardised the anonymity of a contributor or source.
- 11.2. Alternatively, disciplinary proceedings can be initiated by a petition bearing the signatures of at least 50% of all members.
- 11.3. Disciplinary proceedings cannot be raised regarding an ongoing dispute proceeding, pursuant to rule 10.
- 11.4. Once disciplinary proceedings have been initiated, the Board (or where the member in question is a member of the Board, the most senior non-affected Board member) must appoint a disciplinary subcommittee to hear the proceedings. The subcommittee must:
- 11.4.1. Be impartial;
  - 11.4.2. Comprise of at least three members of De Minimis, and cannot contain non-members;
  - 11.4.3. Consider any evidence or submissions from the subject of the proceedings;
  - 11.4.4. Ensure natural justice is afforded to the subject of the proceedings;
  - 11.4.5. Provide written reasons for any actions taken; and
  - 11.4.6. Determine within 30 days what action, if any, to take against the subject of the proceedings, from the following list:
    - 11.4.6.1. No action;
    - 11.4.6.2. Reprimand;
    - 11.4.6.3. Suspension of membership; or
    - 11.4.6.4. Expulsion.

- 11.5. If the member in question wishes to appeal, they must notify the Secretary in writing within 48 hours of receiving the decision.
- 11.6. Having received a notice of appeal, the Secretary must convene a general meeting, as soon as practicable, to hear the matter.
- 11.7. The members present at a general meeting can overturn the decision of the disciplinary subcommittee by a two-thirds majority vote, and substitute another decision, should they wish.

## **12. EDITORIAL BOARD MEETINGS**

- 12.1. The Editorial Board must convene a meeting at least twice per semester.
- 12.2. Any Board member may convene a meeting, providing at minimum 24 hours' notice to all other Board members.
- 12.3. Quorum is reached when over half of the natural persons on the Board are present at the meeting.
- 12.4. Minutes are to be taken for every Board meeting.
- 12.5. The chair of the meeting will be the person present who holds the position nearest the top of the list of positions under rule 9.4.
- 12.6. Motions are to be decided by a simple-majority vote. Where a vote ends in a tie, the Editor-in-Chief will have an additional casting vote.
- 12.7. For the avoidance of doubt, each natural person present at a meeting has one vote, regardless of the number of Board positions they hold.

## **13. GENERAL MEETINGS**

- 13.1. The Board must convene an annual general meeting ('AGM') to be held on, or as soon as possible after, 30 November each year.
- 13.2. The ordinary business of the annual general meeting is to:
  - 13.2.1. Elect the members of the Board for the coming financial year;
  - 13.2.2. Receive and consider the annual report of the Board;
  - 13.2.3. Receive and consider the financial statement for the preceding year.
- 13.3. In addition to the AGM, a special general meeting ('SGM') may be convened at the discretion of the Board, or at the written request of 10% of the total members. SGMs are procedurally the same as AGMs, excluding the items of ordinary business contained in rule 13.2.
- 13.4. For any general meeting to proceed, the following must obtain:

- 13.4.1. At least 14 days' notice, including an outline of all business to be considered, must have been provided to every member of the upcoming meeting;
- 13.4.2. The exact wording of any special resolutions to be presented at the meeting must have been provided to every member at least 21 days in advance; and
- 13.4.3. A quorum of 10% of all members must be reached within 30 minutes of the scheduled start time of the meeting.
- 13.5. Members may appoint, in writing, a proxy to represent them at a general meeting.
- 13.6. Minutes must be taken of any general meeting.
- 13.7. The chair of the general meeting is the highest-listed officeholder present under rule 9.4.
- 13.8. At any general meeting, ordinary business may be determined by a simple majority vote.
- 13.9. At any general meeting, special business may be considered as a special resolution, pursuant to rule 14.

#### **14. SPECIAL RESOLUTIONS**

- 14.1. In order to modify this Constitution, override a decision of the Board, or undertake any other action prescribed to be by special resolution under this Constitution, a special resolution must be passed.
- 14.2. Special resolutions may be passed by a 75% majority vote at a duly convened general meeting of De Minimis.
- 14.3. Alternatively, special resolutions may be passed by 75% of all members signing a document indicating their support of the proposed resolution, without the need for a meeting. In this case, the Secretary must be notified as soon as the threshold is reached. The change is deemed effective once the Secretary has been notified.

#### **15. UNFORSEEN CIRCUMSTANCES**

Where a situation arises that is not countenanced by this Constitution or the Act, it shall be for the Editorial Board, having regard to the purposes and the interests of De Minimis, to determine a course of action. In doing so, they must strive at all times to ensure natural justice for De Minimis' members.

## PART 3 – PUBLICATION POLICY

### 16. APPLICATION

- 16.1. This Policy applies to all content published by De Minimis, both in print and online.
- 16.2. This Policy does not apply to online comments left by those engaging with De Minimis content online.

### 17. INTERPRETATION

- 17.1. This Policy must be interpreted in light of the following principles:
  - 17.1.1. De Minimis is a publication which aims to give a voice to all students of MLS.
  - 17.1.2. De Minimis is a publication which supports open and free speech.
  - 17.1.3. De Minimis supports all forms of public debate and disagreement, and aims to expose students to diverse views, even where contentious, controversial, or in opposition to conventional beliefs or orthodoxy.
  - 17.1.4. Any content published by, or in the name of, De Minimis is to be held to high standards of journalistic integrity and ethics.
  - 17.1.5. Where applied to open submissions, this policy should be presumed to set a high bar to the refusal to publish any material, and the provisions of this policy should be read strictly so as to only refuse, censor or moderate any material where strictly necessary.
  - 17.1.6. Where applied to editorial submissions, this policy should be presumed to set a high standard of journalistic integrity to the publication of any material.

### 18. DEFINITIONS

For the purposes of this Part:

- 18.1. **Defamatory** material is material which is legally defamatory.
  - 18.1.1. Material will not be defamatory if it is true, fair comment based on truly stated facts, innocently disseminated, trivial, or satirical.
- 18.2. **Obscene** material is material which seriously violates universally accepted communal standards of decent or acceptable communication in a publication of the type of De Minimis.

18.2.1. Material will not be obscene if, in the circumstances, a reasonable person could fairly disagree in good faith that it violates universally accepted communal standards of decent or acceptable communication.

18.2.2. For the purposes of this Part, universally accepted communal standards of decent or acceptable communication are not merely standards held by a majority of a community, but are so ubiquitous as to be accepted by essentially all reasonable members of that community acting in good faith.

18.3. ***Editor*** means any member of the Editorial Board.

## **19. OPEN SUBMISSIONS**

19.1. This section applies to the publication of open submissions.

19.2. For the purposes of this Part, an open submission is any submission:

19.2.1. Submitted by a non-member of the Editorial Board; or

19.2.2. Submitted by a member of the Editorial Board in their personal capacity; and

19.2.3. Has not been commissioned by the Editorial Board as a submission on behalf of the Editorial Board or De Minimis as an entity.

19.3. The Editorial Board may, subject to rule 19.7, refuse to publish any material which is defamatory or obscene.

19.4. The Editorial Board may, subject to rule 19.7, refuse to publish any material where to do so would be contrary to the laws of Victoria.

19.5. The Editorial Board may, subject to rule 19.7, refuse to publish any material which endangers the public through material misinformation.

19.6. The Editorial Board may, subject to rule 19.7, refuse to publish material where an author refuses reasonable edits to grammar or spelling.

19.7. Prior to any refusal, the Editorial Board must discuss the material in question with the author, and give the author the opportunity to modify the material so as not to fall afoul of this Policy.

19.8. The Editorial Board is not required to publish any material where a contributor attaches any condition outside of this Policy to its publication.

19.9. The Editorial Board must not refuse to publish any submissions merely on the grounds that:

19.9.1. Any editor(s) personally disagree(s) with the submission;

- 19.9.2. Any editor(s) find(s) the submission objectionable on any grounds, in a manner that does not rise to a standard for refusal under this Policy;
- 19.9.3. Any editor(s) have personal disagreement or conflict with the contributor; or
- 19.9.4. The contribution is critical towards De Minimis.
- 19.10. Written submissions which advocate for or against a particular view must be accompanied by the following disclaimer, either alongside the piece, or at the conclusion of the edition: *The views expressed in this [article/edition] do not necessarily reflect the views of De Minimis or its Editors.*
- 19.11. Nothing in this Part should be interpreted as restricting the right of the editors to publish any fact-check, clarification, or other comment, alongside or in response to any article, where appropriate.

## **20. EDITORIAL SUBMISSIONS**

- 20.1. This section applies to the publication of editorial submissions.
- 20.2. For the purposes of this Part, an editorial submission is any submission:
- 20.2.1. Written by or on behalf of any editor(s), as a representative of the official policy or opinion of De Minimis as an entity; or
  - 20.2.2. Written by or on behalf of any editor(s) as an investigation or report conducted by De Minimis as an entity; or
  - 20.2.3. Commissioned by any editor(s) to be written by any non-editor on behalf of De Minimis as an entity; or
  - 20.2.4. Expressed to be an official editorial or investigation on behalf of De Minimis, except where obviously satirical.
- 20.3. The Editorial Board must adhere to journalistic standards and ethics, whether explicitly covered by this Policy or not.
- 20.4. The Editorial Board must not publish any factual claim in an editorial submission which is false or misleading.
- 20.4.1. For the avoidance of doubt, Rule 20.4 shall not prohibit implied representations which are reasonably necessary to protect the anonymity of any contributor.
- 20.5. The Editorial Board must not publish any content in an editorial submission which is on balance, unfair, or lacking in transparency.

- 20.6. Where appropriate, the Editorial Board should include contrary perspectives or counterclaims to any editorial submission.
- 20.7. Nothing in this Part should be read as prohibiting the expression of any fair or honest opinion, poetic license where not materially misleading, or obvious satire, in editorial submissions.

## **21. GENERAL OBLIGATIONS**

- 21.1. Limited by rules 21.2 and 21.3, the Editorial Board must, where appropriate, extend a right of reply to any relevant party.
- 21.2. Extending a right of reply may not be appropriate, at the discretion of the Editorial Board, in cases including, but not limited to:
- 21.2.1. Where a party is alluded to, but not explicitly identified; or
  - 21.2.2. Where a party is not materially maligned, or merely mentioned in passing.
- 21.3. Additionally, the Editorial Board may, in exceptional circumstances, choose not to offer a right of reply, recording the reasons for their decision in writing.
- 21.3.1. Exceptional circumstances may obtain when the Editorial Board is satisfied that giving advance notice of an upcoming story is likely to materially prejudice the interests of De Minimis, or the interests of the contributor of the submission.
  - 21.3.2. When relying on this exception, the Editorial Board must extend the right of reply as soon as the exceptional circumstances no longer apply, for example, in the next issue after the submission has been published.
- 21.4. Any right of reply must be materially sufficient in length and time of notice so as to allow for a fair response to any submission.
- 21.5. The Editorial Board may run a fact check on any right of reply.
- 21.6. Where a contributor has indicated a desire to remain anonymous, whether published or not, the Editorial Board must not, under any circumstances, reveal their identity to any other person or organisation unless required by the laws of Victoria.
- 21.6.1. Rule 21.6 should be read to include any implied statement, confirmation, or negligent failure to protect a contributor's identity.
  - 21.6.2. For the avoidance of doubt, rule 21.6 applies to any source, whistleblower, or partial contributor to any article or information provided to De Minimis.
- 21.7. In exceptional circumstances, members of the Board are permitted to withhold the identity of a contributor from the Board at large.

## **PART 4 – COMMENT MODERATION POLICY**

### **22. APPLICATION**

This policy applies to all online comments submitted in response to a De Minimis publication, including but not limited to:

- 22.1. Comments beneath articles on the De Minimis website; and
- 22.2. Comments on social media posts over which De Minimis has power of moderation.

### **23. OPERATION**

- 23.1. In applying this section, regard should be given to the importance of unfettered public debate.
- 23.2. Comments that are defamatory or obscene are to be removed.
- 23.3. Without limiting rule 23.1, where an individual is identified and disparaged in a comment, that individual shall have absolute discretion as to whether the comment in question is removed.
- 23.4. The Online Editor must remove comments in accordance with rules 23.2 and 23.3 as soon as is practicable.
- 23.5. De Minimis may not require commenters to identify themselves in a forum where the potential for anonymous commenting exists.
- 23.6. De Minimis may not require comments to be approved prior to publication.
- 23.7. The Editorial Board may, in exceptional circumstances, temporarily restrict the ability to comment.
  - 23.7.1. Exceptional circumstances must be beyond the ability of the Online Editor to reasonably manage by other means. They include:
    - 23.7.1.1. Spam attacks;
    - 23.7.1.2. Repeated unlawful comments;
    - 23.7.1.3. Repeated personal attacks against a particular member of the MLS community.
  - 23.7.2. This discretion cannot be used to discriminate between commenters.
  - 23.7.3. The Board must ensure this discretion is exercised for the shortest possible duration.

**END OF CONSTITUTION**