

Graduate Women Qld Inc.

C O N S T I T U T I O N (R U L E S)

July 2019



The Certificate of Incorporation [1A 8459] was issued to the Australian Federation of University Women – Queensland Incorporated on 11th February, 1991.

Office Bearers at the time of Incorporation were

Thea Ryman - President

Betty Patterson – Honorary Secretary

ABN: 20497336367 (active from 02/07/2019)

Article

1. NAME

The Association shall be known as *Graduate Women Qld Inc.*, in this constitution called 'the Association'.

2. AIMS

Objects of the Association shall be:

- (a) To further the development of education;
- (b) To encourage the full application of its members' knowledge and skills to the problems which arise at all levels of public life, whether regional, national, or international, and to encourage their participation in the solving of these problems;
- (c) To provide opportunities for women graduates to meet and communicate;
- (d) To encourage post-graduate study by women;
- (e) To support those tertiary education activities, charitable or public causes as the members of the Association in General Meeting decide;
- (f) To support postgraduate fellowships or other public educational purposes.

3. DEFINITIONS

In this Constitution, the following expressions shall, unless the contrary intention appears, have the meanings respectively assigned to them namely: "Association" means *Graduate Women Qld Inc.*; "association of women graduates" means association of individual members whose academic qualifications satisfy the requirements of membership of Article 5 a) i).

4. POWERS

- (1) The Association has the powers of an individual.
- (2) The Association may for example –
 - (a) Enter into contracts; and
 - (b) Acquire, hold, deal with and dispose of property; and
 - (c) Make charges for services and facilities it supplies; and
 - (d) Do other things necessary or convenient to be done in carrying out its affairs.

5. MEMBERSHIP AND QUALIFICATIONS

The following may become members of the Association:

- a)
 - i) *Members: Membership in Graduate Women Qld Inc. is open to all women who hold an undergraduate degree or its equivalent from an institution of higher or tertiary education. Degrees that are awarded by a tertiary institution in any country are recognized as a qualification for membership. Graduate Women Qld Inc. welcomes all women graduates who support its purposes and objectives. Employment in a university or any other location is not a requirement.*
 - ii) **Honorary Life Members:** Honorary Life Membership may be awarded to members who have demonstrated outstanding service to *Graduate Women Qld Inc.* and must be elected by unanimous vote of the Executive Committee.
 - iii) There shall be no limitation on numbers of either of the above classes of membership.
- b)
 - i) At the next meeting of the Executive Committee after the receipt of an application and the fee applicable for ordinary membership, such application shall be considered by the Executive Committee, who shall thereupon determine upon the admission or rejection of the applicant on the basis that her academic qualifications satisfy the requirements.
 - ii) Any applicant for ordinary membership who receives a majority of votes of the members of the Executive Committee present at the meeting at which such application is being considered shall be accepted as a member.
 - iii) Upon the acceptance or rejection of an application for ordinary membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- c) Only financial members of the Association may hold office, vote or nominate candidates for election.
- d) **Termination of Membership:**
 - i) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

- ii) If a member:
 - a) is convicted of an indictable offence; or
 - b) fails to comply with any of the provisions of this Constitution; or
 - c) has membership in arrears for six (6) months; or
 - d) conducts herself in a manner considered to be injurious or prejudicial to the character or interests of the Association the Executive Committee shall consider whether her membership shall be terminated.
 - iii) The member concerned shall be given full and fair opportunity of presenting her case and, if the General Meeting shall resolve to terminate her membership, it shall direct the Secretary to advise her in writing accordingly.
- (e) Appeal against Rejection or Termination of Membership:
- i) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of intention to appeal against the decision.
 - ii) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to present fully her case. The appeal shall be determined by the vote of the members present at such meeting.
 - iii) Where a person whose application is rejected, does not appeal against the decision of the Executive Committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.
- (f) The Executive Committee shall cause a Register to be kept in which shall be entered the names and addresses of all persons admitted to membership of the Association and the dates of their admission.
- i) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Executive Committee or the members at any general meeting may require from time to time.
 - ii) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

6. OFFICERS OF THE ASSOCIATION

The Officers of the Association shall consist of:

- President
- Two Vice Presidents
- Secretary
- Treasurer

7. THE EXECUTIVE COMMITTEE

- a) The conduct of the affairs of the Association shall be vested in the Executive Committee.
- b) The Executive Committee shall consist of:
 - i) The Officers of the Association;
 - ii) The Immediate Past President for the first year after termination of office;
 - iii) Committee members to bring the number of the Executive Committee to ELEVEN (11);
 - iv) The Presidents of Branches of *Graduate Women Qld Inc.*
- c) A simple majority of the members of the elected Executive Committee shall constitute a quorum.
- d) The President shall occupy the chair, and in her absence one of the Vice Presidents shall take the chair. In the absence of all of the above the meeting may choose one of their number to be *Chair* of the meeting.
- e) The Executive Committee shall decide the time, manner and place of its meeting including the Annual General Meeting.
- f) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Executive Committee meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding executive meeting verifying their accuracy. Similarly the minutes of every General Meeting shall be signed by the Chair of that meeting: provided that the minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting or Annual General Meeting.

- g) Any member of the Executive Committee may resign from membership of the Executive Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- h) The Executive Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Executive Committee until the next Annual General Meeting. The continuing members of the Executive Committee may act notwithstanding any casual vacancy in the Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this constitution as the necessary quorum of the Executive Committee, the continuing members of the Executive Committee shall act for the purpose of increasing the number of the Executive Committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

8. ELECTION OF OFFICERS AND COMMITTEE MEMBERS

- a) The Officers and members of the Executive Committee shall be elected at the Annual General Meeting.
- b) At the annual general meeting of the Association, all the members of the Executive Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- c) The election of Officers and other members of the Executive Committee shall take place in the following manner:
 - i) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Executive Committee;
 - ii) The nomination shall be in writing and signed by the member and her proposer and seconder, shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place;
 - iii) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - iv) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

9. SUBSEQUENT ANNUAL GENERAL MEETINGS

Each subsequent annual general meeting must be held:

- (a) At least once each year; and
- (b) Within 6 months after the end date of the Association's reportable financial year.

10. MEETINGS

a) The Annual General Meeting

A general meeting of the Association to be called the Annual General Meeting within six (6) months of the close of the financial year. At least fourteen (14) days' notice in writing of such meeting shall be given to members.

The business of the meeting shall be:

- i) to receive reports of the President, Secretary, and Treasurer respectively
- ii) to receive the audited balance sheet and the auditor's report upon the books and accounts for the preceding financial year;
- iii) to appoint an auditor;
- iv) to elect the Officers and members of the Executive Committee of the Association.

b) General Meetings

General meetings of the Association shall be called by the Secretary by order of the Executive Committee and at least fourteen (14) days' notice be given to members.

c) Extra-ordinary General Meeting

The Executive Committee may, and shall on receiving a request signed by twenty (20) members of the Association, call a general meeting of members, which shall be an Extraordinary General Meeting. At least seven (7) days' notice in writing of such Extraordinary Meeting and the business to be transacted shall be given to members. Where a meeting has been requested by members, it shall be held within 3 months of receipt of the request.

d) The quorum for a general meeting is at least the number of members elected or appointed to the Executive Committee at the close of the Association's last general meeting plus 1.

- e) Unless otherwise provided by this Constitution, at every general meeting:
- i) the President shall preside as *Chair*, or if there is no President, or if she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice President shall be *Chair* or if a Vice President is not present or is unwilling to act then the members present shall elect one of their number to be *Chair* of the meeting;
 - ii) the *Chair* shall maintain order and conduct the meeting in a proper and orderly manner;
 - iii) every question, matter or resolution shall be decided by a majority of votes of the members present, including by video and teleconferencing;
 - iv) every member present shall be entitled to one vote and in the case of an equality of votes the *Chair* shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if her annual subscription is more than one month in arrears at the date of the meeting;
 - v) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The *Chair* shall appoint two members to conduct the secret ballot in such manner as she shall determine and the result of the ballot as declared by the *Chair* shall be deemed to be the resolution of the meeting at which the ballot was demanded.

11. SUBSCRIPTIONS

The annual subscription for members of the Association shall be determined by the Annual General Meeting and shall be due and payable at the commencement of each financial year.

12. BRANCHES

- (a) The Association may approve Branches within the State of Queensland;
- (b) Such Branches shall be known as "*Graduate Women Qld Inc. (.....Branch)*";
- (c) Notwithstanding Article 10 b) *The Fellowship Fund Inc.*, a separately incorporated organization members of which are also members of Graduate Women Qld Inc., shall be recognized as a Branch of the Association;
- (d) Each Branch shall observe the constitution of the Association and may make Rules and By Laws provided they do not conflict with the constitution of the Graduate Women Qld Inc.

13. FUNDS AND ACCOUNTS

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Executive Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
 - (a) The President;
 - (b) The Secretary;
 - (c) The Treasurer;
 - (d) Any 1 of 3 other members of the Association who have been authorised by the Executive Committee to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

14. DOCUMENTS

The Executive Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

15. ALTERATION OF RULES

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the President or Secretary

16. BY LAWS

- (1) The Executive Committee may make, amend or repeal By Laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A Capital By Law may be set aside by a vote of members at a general meeting of the Association.

17. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This rule applies if the Association:
 - (a) Is wound-up under part 10 of the Act; and
 - (b) Has surplus assets.
 - (2) The surplus assets must not be distributed among the members of the Association.
 - (3) The surplus assets must be given to another entity –
 - (a) Having objects similar to the Association's objects; and
 - (b) The rules of which prohibit the distribution of the entity's income and assets to its members.
 - (4) In this rule— **surplus assets** see section 92(3) of the Act.
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