

**Constitution of
GRADUATE WOMEN – NSW INC.**

As amended 28 September 2019

PART 1 PRELIMINARY

1:1 NAME

This Association shall be called “Graduate Women - NSW Inc.” hereinafter referred to as “the Association”.

1:2 OBJECTS

The objects of the Association shall be:

To unite graduate women in NSW to work in friendship, cooperation and understanding with each other to:

- Promote equitable educational opportunities and lifelong learning.
- Improve the status and wellbeing of women and girls.
- Encourage women and girls to be active leaders and decision-makers in all spheres of public and private life.
- Inspire and support women graduates to put their education and professional training to the service of the local, national and international community.
- Work in harmony with other women’s groups who share our aims, particularly Australian Graduate Women Inc and Graduate Women International.
- Promote the Vision of GW-NSW amongst all people, irrespective of their gender, age, race, nationality, religion, political opinion, sexual orientation or other status.

PART 2 MEMBERSHIP

2:1 MEMBERSHIP QUALIFICATIONS

A member shall:

2.1.1 meet the requirements of membership which shall be study at an institution of higher or tertiary education or institution of comparable academic standing, followed by the award of a degree, diploma, or equivalent.

2.1.2 be judged eligible to be a member by the Executive, and;

2.1.3 pay the annual subscription as determined by 2:4

Notwithstanding any requirement specified in 2:1:1 above, a person who has demonstrated a commitment to promoting education for women and to the principles of GW-NSW may be invited to full membership by a vote of Central Committee.

2:2 MEMBERS EMERITAE

There shall be a category of Member Emerita who shall be nominated by branches and elected by the membership at an Annual General Meeting or a Special General Meeting of GW-NSW Inc. The fees for a Member Emerita shall be the responsibility of the association. She shall be deemed a financial member and have the right to vote.

2:3 CESSATION OF MEMBERSHIP

Membership of the Association will be considered as terminated if

- a) due subscriptions are not paid prior to a date determined by the Executive and advertised on the notice of renewal;
- b) a member resigns membership; or
- c) a member is expelled from the association.

2:4 SUBSCRIPTIONS

The Annual Subscriptions for Members shall be fixed from time to time at an Annual General Meeting, or at a Meeting of the Association called in accordance with 4:2, after due notice of the proposed amount has been given. Subscriptions shall be due on 1st July. Non-financial members shall forfeit all rights of nomination and voting until payment for the current year has been received.

2:5 REGISTRAR AND REGISTER OF MEMBERS

A Registrar who is appointed by Central Committee shall keep a Register of Members on behalf of the Public Officer. The Register of Members of the association shall specify the date at which the person becomes a member and, if applicable, the date of termination at which the person ceases to be a member. The Registrar, in consultation with Branch Treasurers, will record the Branch affiliation of each member where applicable. The Registrar need not be a member of the Central Committee and shall not have a vote through holding this position.

The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.

A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- any other purpose necessary to comply with a requirement of the Act or the Regulation.

If the register of members is kept in electronic form it must be convertible into hard copy.

2:6 LIABILITY OF MEMBERS

2:6:1 Members of the Association shall not be liable to contribute to the payment of debts and other liabilities of the Association or to the costs, charges, and expenses of winding up the Association except to the extent of their own unpaid membership fees.

2:6:2 Members and committee members of GW-NSW Inc. shall not receive any payment in way of profit for services rendered to or on behalf of the Association.

2:7 RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, which cannot be resolved internally are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centre Act 1983*.

If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

2:8 DISCIPLINING OF MEMBERS

A complaint may be made to the Executive by any person that a member of the association:

2:8:1 has refused or neglected to comply with a provision or provisions of these Rules, or has wilfully acted in a manner prejudicial to the interests of the association.

2:8:2 The Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

2:8:3 If the Executive decides to deal with the complaint, the secretary:

2:8:3:1 must cause notice of the complaint to be served on the member concerned; and

2:8:3:2 must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

2:8:3:3 must take into consideration any submissions made by the member in connection with the complaint.

2:8:4 The Executive may, by resolution, expel the member or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

2:8:5 If the Executive expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.

2:8:6 the expulsion or suspension does not take effect:

2:8:6:1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

2:8:6:2 if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 2:8:4, whichever is the later.

PART 3 CENTRAL COMMITTEE

3:1 POWERS OF THE COMMITTEE

The conduct of the affairs of the Association shall be vested in a Central Committee. The Central Committee shall, subject to the *NSW Associations Incorporations Act 2009* and *2016 Regulations*, these rules, and any resolutions passed by the association in general meeting:

3:1:1 control and manage the affairs of the association;

3:1:2 have the power to fill all extraordinary vacancies;

3:1:3 have the power to appoint standing committees and sub-committees for specific purposes. The President shall be *ex officio* a member of all standing committees and subcommittees;

3:1:4 have the power to make, amend and rescind such By-Laws as are necessary for the conduct of the business of the Association. Any such By-Law may be repealed at a Meeting convened in accordance with 4.2;

3:1:5 shall have control of the financial affairs and property of the Association and shall have power to expend and invest moneys;

3:1:6 appoint a Public Officer;

3:1:7 appoint members to represent the association on outside bodies;

3:1:8 delegate its administrative powers to an Executive committee of office bearers for day-to-day business between meetings of Central Committee. Any act or thing done by the Executive under this delegation shall have the same force and effect as it would if done by the Central Committee

3:2 CONSTITUTION AND MEMBERSHIP

3:2:1 The Central Committee shall consist of:

3:2:1:1 the Office Bearers of the association and;

3:2:1:2 a delegate elected from each Branch of the Association.

3:2:2 The office bearers of the association, who shall constitute the executive committee, shall be elected at the Annual General Meeting by the total membership under rule 3:4. The office-bearers are:

- the President,
- two Vice-presidents,
- the Honorary Secretary, and
- the Honorary Treasurer.

All positions shall be subject to re-election annually. The President and Vice-President may each hold office for a maximum of three (3) years and thereafter shall not be eligible for immediate re-election to the same position. All other Office-bearers may each hold office for a maximum of five (5) years and thereafter shall not be eligible for immediate re-election to the same position.

3:2:3 Branch Delegates shall be elected according to individual Branch constitutions and the names of such persons shall be notified to the Honorary Secretary 14 days prior to the AGM. Each Branch shall retain the right to appoint an alternative to its elected delegate to represent it at any Central Committee meeting. Such alternative representative shall have full voting rights provided that details of the replacement have been notified to the Hon Secretary 7 days prior to that Central Committee meeting.

3:2:4 The Public Officer shall be appointed by the Central Committee from the membership of GW-NSW for a term of three (3) years and shall be a non-voting officer of Central Committee. The member appointed as Public Officer may hold any other office of the Association and vote in that capacity.

3:3 ELECTION OF MEMBERS

3:3:1 Nominations for the election of Office-Bearers of the association shall:

3:3:1:1 be invited from members of the Association two (2) months prior to the date fixed for the Annual General Meeting;

3:3:1:2 be in writing, shall be signed by the nominee, proposer and seconder and may be accompanied by a *curriculum vitae* statement limited to 50 words which shall include any relevant information concerning the nominee's qualifications for the position for which she has accepted nomination.

3:3:2 Nominations and accompanying statements shall be in the hands of the Honorary Secretary at least six (6) weeks before the Annual General Meeting. Nominations shall be provided to members at least 28 days before the Annual General Meeting.

3:3:3 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations to fill any vacancies can be received at the Annual General Meeting.

3:3:4 If insufficient further nominations are received, vacant positions remaining are taken to be casual vacancies.

3:3:5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

3:3:6 If the number of nominations for any position should exceed the number of vacancies to be filled, a ballot is held in accordance with 3:4.

3:4 VOTING FOR POSITIONS

3:4:1 In the event of a ballot for office-bearer positions, voting papers shall be issued to all financial members at least 28 days prior to the election and shall be returned to the Hon Secretary to be received no less than 7 days before the election.

3:4:2 Voting papers not received by the Hon Secretary by the appointed time will not be included in the election.

3:4:3 The Chairman of the Annual General Meeting shall appoint a Returning Officer to conduct the election and tellers to count the votes. Each candidate shall have the right to appoint a scrutineer to oversee the count.

3:4:4 In the event of a tie for a position, the decision shall be made by a draw conducted by the Returning Officer in front of the meeting.

3:4:5 The results of the election shall be announced by the Returning Officer at the meeting.

3:5 HONORARY SECRETARY

It is the duty of the Hon. Secretary to keep minutes of:

3:5:1 all appointments of office bearers of the Central Committee and members of the committees;

3:5:2 the names of members of the committee present at a committee meeting or general meeting; and

3:5:3 all proceedings at Central Committee meetings and general meetings. Minutes of proceedings at a meeting must be signed by the chairman of the meeting or by the chairman of the next succeeding meeting.

3:6 HONORARY TREASURER

It is the duty of the Hon Treasurer of the association to ensure:

3:6:1 that all money due the association is collected and received and that all payments authorised by the association are made; and

3:6:2 that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

The financial year of the association shall be from 1 July to 30 June.

3:7 MEETINGS AND QUORUMS

3:7:1 The Central Committee shall meet at least 3 times in each 12-month period at such place and time as the committee may determine. Additional meetings of the committee may be convened by the president or any 3 members of the committee.

3:7:2 The Honorary Secretary shall give in writing to all Members of the Central Committee at least 14 days' notice of all Central Committee meetings.

3:7:3 Five (5) members - of whom two (2) must be office-bearers - must be present at a meeting of the Central Committee to form a quorum.

3:7:4 Three (3) members must be present at a meeting of the Executive to form a quorum.

3:7:5 Any member of the Central Committee absent from three (3) consecutive meetings without leave granted at her own request, or on the motion of the President, shall be deemed to have resigned.

3:7:6 Use of technology at committee meetings

- A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

- A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

3:8 VOTING AND DECISIONS

3:8:1 On any question arising at a general meeting of the association a member has one vote only.

In the case of an equality of votes on a question at a general meeting the motion is deemed to be lost.

A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

A member is not entitled to vote at any general meeting of the association if the member is under eighteen (18) years of age.

3:8:2 Proxy votes are not permitted. Proxy voting must not be undertaken at or in respect of a general meeting.

3:8:3 Resolutions may be put to members of GW-NSW Inc. either in a postal ballot or in an electronic ballot, conducted in accordance with Schedule 3 of the *NSW Associations Incorporation Act 2009 and 2016 Regulations*, but not in a combination.

The Regulation does not permit a combination of postal and electronic voting to pass an ordinary resolution or special resolution under the Act. Similarly, it does not permit a combination of postal voting and voting at a general meeting, or electronic voting and voting at a general meeting.

3:8:4 Motions voted on at a meeting of the Central Committee, or of any subcommittee appointed by the Central Committee, are to be determined by a simple majority of members present at the meeting.

Each member of the committee is entitled to one vote, but in the event of an equality of votes on any question, the motion is deemed to be lost.

PART 4 GENERAL MEETINGS

4:1 ANNUAL GENERAL MEETING

4:1:1 A meeting of the Association to be called the Annual General Meeting shall be held each year within six (6) months of the end of the Association's financial year.

4:1:2 Notices convening the Annual General Meeting shall be sent to all members at least 28 (twenty-eight) days before the date fixed for the Meeting.

4:1:3 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following

- confirmation of the minutes of the previous annual general meeting;
- reception of an annual report from the President, which shall be presented in writing, on the activities of the association during the previous financial year;
- reception of an annual financial report from the Hon Treasurer;
- election of office bearers of the association.

4:1:4 At least ten per cent (10%) of members eligible to vote must be present to form a quorum at an Annual General Meeting.

4:2 GENERAL MEETINGS

4:2:1 Other Meetings and Conferences may be organised by the Central Committee whenever it thinks fit.

4:2:2 The committee must, upon receipt of a requisition signed by at least ten (10) members, convene a special meeting.

4:2:3 The requisition of members for a special meeting must state the objects of the Meeting proposed to be called.

4:2:4 The Honorary Secretary shall convene a Meeting to be held not later than two (2) months after the receipt of the requisition, to consider the business stated therein.

4:2:5 Notices convening the General Meeting shall be sent to all members at least 14 (fourteen) days before the date fixed for the Meeting and shall specify the nature of business proposed to be discussed at the meeting.

4:2:6 At least ten per cent (10%) of members eligible to vote must be present to form a quorum at a General Meeting.

PART 5 MISCELLANEOUS

5:1 INSURANCE

The association may affect and maintain insurance.

5:2 FUNDS

All moneys received by the association shall be paid into a bank account and all disbursements over \$20.00 shall be made by cheque or electronic transfer. Signatories to cheques shall be the Honorary Treasurer and two (2) other officer-bearers as the Central Committee shall determine at the first meeting after the Annual General Meeting. A cheque must be signed, and an electronic transfer authorised, by two (2) signatories.

5:3 ALTERATION TO THE CONSTITUTION

5:3:1 This constitution shall not be altered, except by a resolution passed in the following way at an Annual General Meeting or a Meeting specially convened in accordance with 4:2.

5:3:2 Notice of the proposed resolution, signed by the proposer and seconder, must be given in writing to the Honorary Secretary, who shall then give such proposed resolution in full in the notice convening the meeting.

5:3:3 Such resolution shall not pass unless carried by three-quarters of the votes received at the meeting in accordance with procedures for a ballot as in 3:4.

5:4 CUSTODY OF BOOKS

Books, documents and securities including a Register of Members, shall be in the custody of the Public Officer. These records shall be available for inspection by any member of the Association free of charge at a reasonable hour by arrangement with the Public Officer.

5:5 BRANCHES

5:5:1 The Central Committee of the Association may establish branches in New South Wales and the Australian Capital Territory of financial members to be called 'Graduate Women-NSW Inc. Branch'.

5:5:2 Each Branch shall have the power to make rules regulating the conduct of the Branch provided they are consistent with the rules set down in this Constitution.

5:5:3 Each Branch shall operate its own bank account and keep its own financial records a copy of which shall be submitted to Central Committee at the end of each financial year.

5.6 WINDING UP

5:6:1 A resolution for winding up of the Association may be moved by the Executive or by twenty-five per cent (25%) of members.

5:6:2 The resolution is to be put to a ballot of all members eligible to vote under Article 3:8:1.

5:6:3:1 Notice of a resolution for the winding up of GW-NSW Inc must be given to Council at least four (4) months before the date at which the ballot is to be held; and

5:6:3:2 The Secretary shall send a copy of the resolution to each member as soon as possible and in any event not less than three (3) months before the date at which the ballot is to be held.

5:6:4 A vote to wind up GW-NSW Inc can be passed only:

- by a ballot in which at least seventy-five per cent (75%) of members are represented; and

- if seventy-five per cent (75%) of votes cast approve the proposal.

5:6:5 Upon winding up, individual members have no right to the assets of the Association.

5.6 Distribution of funds.

5:6:6:1 If upon winding up of the Association there remains after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst members of the Association but shall be given or transferred to some other association which has objects similar to those of the Association and which prohibits the distribution of its income and property amongst its members and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78(1) (a) of the *Income Tax Assessment Act 1936* as amended.

5:6:6:2 A resolution for distribution of surplus property subject to the passing of a resolution for winding up shall be put to members at the same time as the resolution for winding up.

5:6:3 Such a resolution for distribution of surplus property must satisfy the requirements of the *Associations Act 2009* in the following respects: it must

- be approved by the Secretary;
- not to be made to or for the benefit of any member or former member of the association;
- be subject to any trust affecting that property or any part of it;
- if consisting of property supplied by a government department or public authority, including any unexpended portion of a grant, be returned to the department or authority that supplied it or to a body nominated by the department or authority.

A person aggrieved by the operation of this section in relation to an association's surplus property may apply to the Supreme Court for an order as to its disposal.
