

**For Front cover**

*Graduate Women Queensland Incorporated*

CONSTITUTION  
(RULES)

12<sup>th</sup> October 2011

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The Certificate of Incorporation [1A 8459] was issued to the Australian Federation of University Women – Queensland Incorporated on 11<sup>th</sup> February, 1991. The Rules as adopted at the General Meeting held on Thursday 4<sup>th</sup> April, 1991 appear in normal script and subsequent amendments *in italics* (approval dated).

Office Bearers at the time of Incorporation were

Thea Ryman - President

Betty Patterson – Honorary Secretary

## **Article 1. NAME, AIMS AND DEFINITIONS**

### **1. NAME**

The Association shall be known as the *Graduate Women Queensland Incorporated* in this constitution called 'the Association'.

### **2. AIMS**

Objects of the Association shall be

- a) To cooperate with association of women graduates in Australia for the furtherance of their common interests and through the Australian Federation of *Graduate Women* to affiliate with the International Federation of University Women, to promote understanding and friendship among university women of the world, irrespective of their race, nationality, religion or political opinions;
  - to encourage international cooperation;
  - to further the development of education;
  - to encourage the participation of university women in international organizations;
  - to encourage the full application of their 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.
- b) To provide opportunities for women graduates to meet and communicate.
- c) To encourage post-graduate study by women.
- d) To support those tertiary activities, charitable or public causes as the members of the Association in General Meeting decide.
- e) 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 Queensland Incorporated*;

“association of women graduates” means association of individual members whose academic qualifications satisfy the requirements of membership of the International Federation of University Women;

## **Article 2. POWERS**

The powers of the association are:-

- a) To take over the funds and other assets and liabilities of the present unincorporated association known as *Graduate Women Queensland Incorporated* ;

- b) To subscribe to, become a member of and to cooperate with any other association, club or organization, whether incorporated or not, whose objects are similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to the extent at least as great as that imposed on the Association under or by virtue of Article 12 (a);
- c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association:  
provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- d) To enter any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- e) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- f) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures, or other securities of the incorporated association, or in or about the incorporated association or in the furtherance of its objects;
- g) To invest monies standing to the credit of any fund and not immediately required in an investment authorized by the Trust Act, 1973;
- h) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Association;
- i) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject to the provision of sub-rule (d);
- j) To print and publish newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- k) To make donations for patriotic, charitable or community purposes;
- l) To award postgraduate fellowships or other public educational grants;
- m) To do all such other things as are incidental or conducive to the attainment of the objects of the Association.

### **Article 3. MEMBERSHIP AND QUALIFICATIONS**

- a) The following may become members of the Association:
  - i) *Members: Membership in Graduate Women Queensland Incorporated is open to all women who hold an undergraduate degree or its equivalent from a university. Degrees that are awarded by a tertiary institution in any country are recognized as a qualification for membership. Graduate Women Queensland Incorporated welcomes all women graduates who support its purposes and objectives. Employment in a university or any other location is not a requirement. Other such requirements as shall be necessary to enable the Association to maintain its membership of the Australian Federation of Graduate Women; and who has paid fees as set by the Association.*
  - ii) *Honorary Life Members: Honorary Life Membership may be awarded to members who have demonstrated outstanding service to Graduate Women Queensland Incorporated 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 of membership of the international Federation of University Women.
  - 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 provision 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) Every person who at the date of Incorporation of the Association was a member of the unincorporated association shall automatically be admitted to the same class of membership of the Association as that member held in the unincorporated association unless that member advises the Secretary in writing that admission to membership of the Association is not desired, and shall not be required to pay any further subscription until the next due date for payment of the subscription.
- g) Every applicant for ordinary membership of the Association [other than the members of the unincorporated Association referred to in (f) shall make application for membership in writing, signed by the applicant and shall be in such form as the Executive Committee from time to time prescribes.
- h) The Executive Committee shall cause a Register to be kept in which shall be entered the names and residential 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.

#### **Article 4. OFFICERS OF THE ASSOCIATION**

The Officers of the Association shall consist of

President  
Two Vice-Presidents  
Secretary  
Treasurer

#### **Article 5. 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 fifteen (15).
  - iv) The Presidents of Branches of *Graduate Women Queensland Incorporated* whose membership is equal to or more than 20 may appoint a proxy whose name must be forwarded to the Hon. Secretary prior to the meeting for which she is appointed.  
(Approved 7/11/96.)
- 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. The *Chair* of the meeting shall have a deliberative and casting vote at any meeting of the Executive Committee.
- e) Any member of the Executive Committee who does not attend three (3) consecutive meetings without obtaining leave of absence may be asked to vacate her position. Such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present her case. The question of removal shall be determined by the vote of the members present at such a general meeting.
- f) The Executive Committee shall decide the time and place of its meeting provided *that it shall meet at least four (4) times per year including the Annual General Meeting*, and that no less than seven days notice shall be given by the Secretary to the members of the Executive Committee of any special meeting of the Executive Committee called at the request of the President or of any three (3) other members of the Executive Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

- g) If within half an hour from the time appointed for the commencement of an Executive Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Committee, shall lapse, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place at the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall lapse.
- h) No Officer of the Association shall hold any one Office for more than three (3) consecutive years.
- i) 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..
- j) 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.
- k) 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.
- l) Except as otherwise provided by this constitution and subject to resolutions of the members of the association carried at any general meeting the Executive Committee –
  - i) Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - ii) Shall have authority to interpret the meaning of this Constitution and any matter relating to the Association on which this constitution is silent.



- m) The Executive Committee may exercise all the powers of the Association -
  - i) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - ii) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long and to mortgage or charge its property or any part thereof and to issue debentures and other securities, where outright or as security for any debt, liability or obligation of the Association and to provide and pay off any such securities; and
  - v) to invest in such manner as the members of the Association may from time to time determine.

## **Article 6. STANDING COMMITTEES**

- a) Standing Committees to carry out specified activities of the Association may be established by a General Meeting.
- b) The Executive Committee shall nominate Conveners of Standing Committees, and membership of such Standing Committees shall be confirmed at the next general meeting.
- c) Membership of a Standing Committee shall include at least one member of the Executive Committee.
- d) The President of the Association shall be an ex-officio member of all Standing Committees.
- e) A Quorum for a Standing Committee shall be a simple majority of its members with a minimum of three (3) members.
- f) Standing Committees of the Association shall elect a *chair* and shall appoint office bearers as required for its activities.
- g) Standing Committees shall forward to the Executive Committee at least three (3) reports per year one of which will be the Annual Report.
- h) A Standing Committee which carries out financial transactions will forward an annotated balance sheet and financial report to the Annual General Meeting of the Association. Such balance sheets and financial reports shall be included in the annual audit of the Association.

## **Article 7. 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 in accordance with Articles 5 (h) shall be eligible upon nomination for re-election.
- c) The election of Offices 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, nomination may be taken from the floor of the meeting.

## **Article 8. MEETINGS**

- a) **The First General Meeting**

The first general meeting shall be held at such time, not less than one (1) month not more than three (3) months after the incorporation of the Association at a place the Executive Committee shall decide.
- b) **The Annual General Meeting**

A general meeting of the Association to be called the Annual General Meeting shall be held in the month of November, or within three (3) 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, and of the Conveners of any Standing Committee as at the time exist;
  - 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.
- c) **General Meeting**

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.

- d) 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 Extra-ordinary General Meeting. At least seven (7) days notice in writing of such Extra-ordinary 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.
- e) *The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Association's last general meeting plus 1.*
- f) 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;
  - 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 member, 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.

## **Article 9. 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.

## **Article 10. BRANCHES**

- a) The Association may establish Branches within the State of Queensland.
- b) Such branches shall be known as “*Graduate Women Queensland Incorporated* (..... Branch).
- c) *Notwithstanding Article 10 b) the Fellowship Fund Branch of Australian Federation of University Women Incorporated shall be recognized as a Branch of the Association. (Approved 30/11/2000.)*
- 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 Queensland Incorporated.

## **Article 11. COMMON SEAL**

The Executive Committee shall provide for the safe custody of the Common Seal and the said Seal shall not be used except by the authority of the executive Committee previously given and every instrument to which the Seal is affixed shall be signed by two members of the Executive and countersigned by the Secretary or some other person appointed by the Executive Committee.

## **Article 12. FINANCE**

- a) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by her to the Association or otherwise owing by the Association to her or of remuneration to any officers or servants of the Association to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.
- b) The financial year shall close on *June 30<sup>th</sup>* each year. (Approved 30/11/2000).
- c) All monies due to the Association shall be paid directly to the Treasurer who is responsible for payment into the bank account as soon as possible.
- d) Proper books and accounts shall be kept and maintained wither in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of like nature, and the books shall be available for inspection by members at any reasonable tine and upon reasonable notice.

- e) Financial statements shall be presented to the Executive Committee at *every meeting*, and an audited statement shall be presented at the Annual General Meeting.
- f) *All expenditure shall be approved or ratified at an Executive Committee meeting.*
- g) Cheques shall be crossed “Not Negotiable” except those in payment of wages or petty cash, which may be open.
- h) The Executive Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- i) No member of the Association shall secure recompense for services rendered to the Association except by prior decision of the Executive Committee.
- j) Branches shall not undertake projects involving financial commitments without the prior consent of the Executive Committee of the Association.
- k) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of –
  - (i) the income and expenditure for the financial year just ended; and
  - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

#### **Article 14. DOCUMENTS**

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

#### **Article 15. ALTERATION TO THE CONSTITUTION**

Subject to the provisions of the Associations Incorporation Act 1981-1990, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting or at an Extraordinary General Meeting called for this special purpose, provided that :-

- i) written notice of all such amendments has been given to members fourteen (14) days before such a meeting;
- ii) Any such amendments are passed by a three-quarters majority of those members present and voting. *However, an amendment, rescission or addition is valid only if registered by the Chief Executive administering the Associations Incorporation Act 1981. (Approved 30/11/2000.)*

#### **Article 16. BY – LAWS**

The Executive Committee may from time to time make, amend or repeal By-laws not inconsistent with this Constitution, for the internal management of the Association and such By-laws must be approved by a General Meeting of members.

**Article 17. DISSOLUTION**

- a) Notice of a proposal for dissolution of the Association must be given to the Executive Committee at least nine (9) months before the Annual General Meeting. The Secretary shall notify members at least six (6) months before the date set for the Annual General Meeting.
- b) A vote to dissolve the Association can be passed only
  - i) if a quorum for the meeting is present;
  - ii) if three fourths (3/4) of the voting members present vote to dissolve the Association.
- c) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 –1990, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 12 (a), such institution or institutions to be determined by the members of the Association.

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