

Constitution

**Council of Australian Postgraduate
Associations Inc.**

ABN 57 138 796 902

*An association incorporated under the Associations
Incorporation Reform Act 2012 (Vic)*

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Council of Australian Postgraduate Associations Inc.

1 Name of the Association

The name of the Association is Council of Australian Postgraduate Associations Inc.

2 Type of Association

The Association is an incorporated association incorporated in Victoria.

3 Model Rules

This Constitution displaces the Model Rules to the extent that it is inconsistent with any Model Rules.

4 Definitions and Interpretation

4.1 Definitions

In this Constitution, unless there is something in the subject or context which is inconsistent:

Accreditation means the act by which the Board grants a delegation the right to vote on behalf of a Voting Member.

Affiliation Fee means the amount per annum paid to the Association by a constituent organisation.

ACNC Act means *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

ACNC Regulation means *Australian Charities and Not-for-profits Commission Amendment Regulation 2013* (Cth).

Act means the *Associations Incorporation Reform Act 2012* (Vic).

AGM means annual general meeting. For the purposes of the Association, this may alternatively be referred to as the Annual Council Meeting or ACM.

Appointed Director means a person appointed as a Director pursuant to **clause 29.5(a)**.

Appointments Committee means the Committee formed pursuant to **clause 44.1(a)(ii)**.

Association means Council of Australian Postgraduate Associations Inc.

Association Secretary means the person appointed to that position pursuant to **clause 28.8(a)(ii)**, and includes any assistant or acting secretary.

Board means the board of Directors of the Association.

Business Day means a day that is not a Saturday, Sunday or public holiday in Victoria.

By-Laws and Regulations means the by-laws and regulations adopted and amended by the Board from time to time in accordance with **clause 46**.

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Chair means a Director appointed to that position pursuant to **clause 29.9(a)(i)**, and includes any assistant or acting Chair.

Chairperson means the person holding that office under this Constitution and includes any assistant or acting chairperson.

Committee means a committee of the Board established in accordance with **clause 43**, but does not mean the same as a committee as defined in the Act.

Constituent Organisation means the classes of membership in **clause 7**, other than Board Members.

Constitution means this constitution as amended or supplemented from time to time.

Delegate means a person appointed by a Member to represent that Member in general meetings of the Association as outlined in **clause 25** of this constitution.

Director means any person holding the position of a director of the Association and includes Elected Director, Appointed Directors, the National President, and NATSIPA Appointee and **Directors** means the directors for the time being of the Association or, as the context permits, such number of them as have authority to act for the Association.

Director Present means, in connection with a meeting of the Board, a Director being present in person or by conference.

Disciplinary Committee means the Committee established pursuant to **clause 43.5** for the purpose of conducting disciplinary proceedings against a Member.

Disciplinary Resolution means a resolution passed pursuant to:

- (i) **clause 16.1(a)**;
- (ii) **clause 16.2(c)**, to refer a matter to the Disciplinary Committee; or
- (iii) **clause 16(b)**.

Electoral Regulations means the By-Laws of the Association with that title.

Financial means having paid the entire amount of the Affiliation Fee as determined by the Board in accordance with this Constitution, or having paid the entire amount of the Affiliation Fee but for a remission of Fees granted by the Board in accordance with this Constitution.

Financial Year means the period of 1 January to 31 December.

General Meeting means a meeting of the Association's Voting Members as convened according to **clause 17.1** or **17.2**. For the purpose of the Association this may alternatively be referred to as Council Meeting.

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Graduate School means the department of a Tertiary Institution responsible for the management of postgraduate Students.

Leave of Absence means an approved break that a student has been granted by their tertiary institution from a postgraduate course.

Meeting Request means a written request from Members pursuant to **clause 17.2(a)** to hold a general meeting.

Member means a member of the Association pursuant to **clause 6** and **clause 7** and **Membership** has the corresponding meaning.

Model Rules mean the model rules applicable to an incorporated association incorporated in Victoria pursuant to the Act and the Regulations.

National President means the National Representative Committee President who also is a member of the Board as National President, being the person holding those positions as referred to in **clauses 43.3 and 28.3**.

NATSIPA means the National Aboriginal and Torres Strait Islander Postgraduate Association.

NRC means the National Representative Committee, being the Committee formed pursuant to **clause 43.2**

NRC Member means all persons elected to a position on the National Representative Committee.

Objects means the objects of the Association as set out in **clause 5.1**.

Office Bearer means a person holding any of the offices specified in **clause 28.8**.

Officer means:

- (i) a Director;
- (ii) a person:
 - (A) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Association;
 - (B) who has the capacity to affect significantly the Association's financial standing; or
 - (C) in accordance with whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Directors or the Association);
- (iii) receiver, or receiver and manager, of the property of the Association;
- (iv) an administrator of the Association;

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- (v) a liquidator of the Association; or
 - (vi) a trustee or other person administering a compromise or arrangement made between the Association and someone else; but not
 - (vii) persons elected to the NRC other than the National President.

Postgraduate Student means a student enrolled and engaged in postgraduate study at a recognised tertiary education provider.

Register means the register of Members to be kept pursuant to the Act.

Registered Address means the address registered with the ACNC as the principal place of business, as determined by the Board.

Regulations means *Associations Incorporation Reform Regulations 2012* (Vic).

Representation means speaking and acting on behalf of the postgraduate student community of Australia and includes but is not limited to attending forums relevant to students, leading campaigns for the benefit of students and attending meetings in a representative capacity.

Special Resolution has the meaning given to it by the Act.

Tertiary Institution means a tertiary education provider established or recognised by or under Commonwealth, State or Territory legislation.

Voting Members are Members who are entitled to vote pursuant to **clause 7** and have not been suspended pursuant to **clause 11(b)**.

4.2 Interpretation

In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
 - (b) each gender includes any other gender;
 - (c) the word **person** means a natural person and any partnership, association, body or entity whether incorporated or not;
 - (d) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
 - (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - (f) a reference to any clause or schedule is to a clause or schedule of this Constitution;
 - (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
 - (h) if an expression is used in a particular Part or Division of the Act and is given a special meaning for the purposes of that Part or Division then that expression will carry the same meaning in this Constitution if referring to a matter dealt with by that Part or Division, unless the contrary intention appears; and
 - (i) headings do not form part of or affect the construction or interpretation of this
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 Constitution.

5 Objects

5.1 Objects

The Association is a charitable institution established for the advancement of education. The Association will achieve its object by:

- (a) advancing the interests and welfare of postgraduate students;
- (b) representing and promoting the interests of postgraduate students within Australia;
- (c) promoting academic and professional support services for postgraduate students;
- (d) fostering a sense of community amongst postgraduate students;
- (e) supporting equity and the engagement of the diverse postgraduate student body in the life of the universities of Australia; promoting cooperation between postgraduate associations in Tertiary Institutions in Australia;
- (f) promoting the education and cultural activities of postgraduates;
- (g) carrying out research in such aspects of education as are necessary to advance the objects set out in **clauses 5.1(a) to 5.1(g)**; and
- (h) anything ancillary to the objects set out in clauses 5.1(a) to 5.1(g). Powers

5.2 The Association can only exercise the powers in section 30 of the Act to:

- (a) carry out the Objects of the Association; and
- (b) do all things incidental or convenient in relation to the exercise of power under **clause 5.2(a)**.

5.3 Income and Property

- (a) The income and property of the Association will only be applied towards the promotion of the Objects of the Association.
- (b) No income or property of the Association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Association. However, nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Association; or
 - (iii) of reasonable and proper rent for premises leased by any Member to the Association.

5.4 Remuneration of Directors

- (a) A Director may be paid:
 - (i) such remuneration, and on such conditions, as the Board thinks fit, so long as the remuneration is not more than an amount which is commercially reasonable for a charity;
 - (ii) out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board; and
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- (iii) for any service rendered to the Association by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service.

MEMBERSHIP

6 Admission to Membership

6.1 Eligibility for Membership

Any organisation is eligible to apply to become a Member if the organisation:

- (a) satisfies the criteria for the relevant class of Membership in accordance with **clause 7**;
- (b) supports the Objects of the Association and agrees to comply with the terms of this Constitution and any code of conduct or regulations which the Board may produce from time to time;
- (c) lodges an application form in accordance with **clause 8**; and
- (d) subject to **clause 10(d)**, pays any applicable fee in accordance with **clause 10**.

6.2 Benefits

- (a) Each Voting Member will be entitled to vote at all general meetings.
- (b) In addition to **clause 6.2(a)**, the Board will determine from time to time what additional benefits shall attach to Membership.

7 Classes of Membership

There shall be the following classes of Membership:

(a) Constituent Members

- (i) Constituent Members shall be:
 - (A) those associations or groups of associations recognised by the Board as representing postgraduate students at their Tertiary Institution; and
 - (B) entitled to vote, subject to the payment of all fees, if any, outlined in **clause 10**.

(b) Associate Members

Associate Members shall:

- (i) be those associations or groups of associations recognised by the Board as representing postgraduate students that are not otherwise eligible for membership under **this section**; and
- (ii) not be entitled to vote.

(c) Graduate School Members

- (i) Graduate schools that do not have a postgraduate organisation or a student union in which a postgraduate representative position is present may be admitted as Graduate School Members.
 - (ii) Graduate School Members shall:
 - (A) be entitled to vote, subject to the payment of all fees, if any, outlined in **clause 10**;
 - (B) elect a representative from among themselves to liaise with the
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- Association; and
 - (C) present to the Board a 3-year plan for the formation of an independent, student run, postgraduate organisation for their university.
 - (d) **NATSIPA**
 - (i) Regardless of any other clause in this Constitution, NATSIPA shall:
 - (A) be a Member with the same rights as Constituent Members; and
 - (B) not be required to pay fees of any kind.
 - (e) **Board Members**

Board Members shall be:

 - (i) natural persons;
 - (ii) persons who have been appointed or elected to the Board in accordance with this Constitution; and
 - (iii) not entitled to vote at general meetings, unless they are appointed as a Delegate pursuant to **clause 25**.
 - (f) The Board may determine from time to time additional qualifications for admission to each Membership class and the rights attached to each Membership class.
 - (g) Where a Constituent Organisation's membership has been cancelled as a result of a Disciplinary Resolution, they are eligible to re-apply for any class of membership.
 - (h) Where an organisation representing postgraduate students seeks Membership, and there is already a Member from that Tertiary Institution, the application for Membership must be moved or seconded by the original Member. Members that represent students already represented by another Member may not be Constituent Members.

8 Applications for Membership

- (a) An application for Membership of the Association must:
 - (i) be made in writing in the form prescribed by the Board from time to time;
 - (ii) specify the category of Membership being applied for by the applicant;
 - (iii) include a signature, or equivalent, by the applicant acknowledging that the applicant agrees to be bound by the Constitution of the Association as amended from time to time, as well as any code of conduct produced by the Board; and
 - (iv) be accompanied by any annual Affiliation Fee payable pursuant to **clause 10**; and
 - (v) be lodged with the Association Secretary on behalf of the Board.
 - (b) As soon as practicable after receiving an application for Membership, the Board shall determine whether to approve or reject the application.
 - (c) Subject to **clause 8(e)**, as soon as practicable after the Board makes that determination the Association Secretary must:
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- (i) notify the applicant, in writing, that the application has been approved or rejected (whichever is applicable); and
 - (ii) if the application was approved, enter the applicant's name and class of Membership in the Register and, subject to the Act, the person becomes a Member on the name being so entered; or
 - (iii) if the application was rejected, , the Board will not be required to provide the applicant with any reasons for the rejection.
 - (d) Where the Association Secretary is notified of the change of the name of a Member and has been provided with a certificate to that effect the register of members shall be amended to delete the old name and insert the new name.
 - (e) If a newly appointed or elected Director applies for Membership pursuant to their Election or Appointment to the Board then the Board must accept that application.

9 Membership Entitlements Not Transferable

A right, privilege or obligation, which an organisation has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the organisation's Membership.

10 Affiliation Fees

- (a) There shall be no Entrance Fee.
- (b) Subject to **clause 7(d) & 10(d)**, there shall be an annual Affiliation Fee payable by each Member to the Association.
- (c) The amount of the Affiliation Fee shall be payable by Members at such times and in such manner as determined by the Board from time to time.
- (d) The Board may charge different classes of Membership different Affiliation Fees or may decide not to charge particular Membership classes any Affiliation Fees.
- (e) The Board may in its discretion:
 - (i) determine that no Affiliation Fee is payable by a Member or Members (in whole or in part) in a given year; and
 - (ii) extend the time for payment of the Affiliation Fee by any Member.
- (f) No part of any Affiliation Fee shall be refunded to a Member who ceases to be a Member in accordance with **clause 11**.

11 Cessation or Suspension of Membership

- (a) A Member's Membership will cease:
 - (i) subject to **clause 12**, on the date that the Association Secretary receives written notice of resignation or withdrawal from that Member;
 - (ii) upon that Member dying or ceasing to operate;
 - (iii) upon that Member no longer satisfying the criteria for its respective class of Membership (unless transferred to another class of Membership by the Board);
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- (iv) upon that Member becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (v) if the Member is expelled from the Association pursuant to **clause 13** or **clause 14**.
 - (b) The Board may suspend a Member's Membership if that Member fails to pay an Affiliation Fee where required:
 - (i) within thirty (30) days after it falls due; and
 - (ii) then fails to rectify this default within thirty (30) days of being notified of the default by the Association.
 - (c) A suspended member shall forfeit all rights of membership until such time as they have paid all Affiliation Fees required by the Board.
 - (d) A Member may at any time, pursuant to **clause 11(a)(i)**, resign as a Member but shall continue to be liable for any monies due by the Member to the Association.
 - (e) If a Member has merged or amalgamated with another organisation, the new organisation shall be the Member and the defunct organization shall be removed from the register of Members.
 - (f) The cessation of membership of any Member shall not affect the tenure of any elected office bearer.

12 Withdrawal By Member

- (g) A Member may withdraw from membership provided that:
 - (i) The Member provides at least twenty-one (21) days written notice to the Association Secretary that it shall convene a general meeting of all of its postgraduate student members at which the question of disaffiliation is to be voted upon. Such notice shall include the time and place at which such a general meeting is to be held. The Member shall also provide at least fourteen (14) days such written notice to all its postgraduate student members and invite a representative of the Association to speak at the meeting.
 - (ii) Quorum for such general meeting shall be at least twenty-five (25) members who are currently enrolled as postgraduate students at the Member's Tertiary Institution, or the usual quorum for General Meetings of the Member, whichever is higher.
 - (iii) For the resolution to be carried it must be passed by at least three quarters (75%) of postgraduate student members present.
 - (iv) Within seven (7) days after such general meeting, the Member shall notify the Association Secretary. Such notice shall include copies of the attendance list and the draft minutes for such general meeting, and shall constitute written confirmation of withdrawal.

13 Termination of Membership by Association

13.1 Special General Meeting

- (a) The Association may resolve, by Special Resolution, to terminate the Membership of a Member whose conduct or circumstances in the opinion of the
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Association renders it undesirable that that Member continue to be a Member of the Association.

- (b) The Member must be given at least twenty one (21) days' notice of the proposed resolution referred to in **clause 13.1(a)** and must be given the opportunity to be heard at the meeting at which the resolution is proposed.
- (c) A Special Resolution referred to in **clause 13.1(a)** is of no effect unless confirmed by the Disciplinary Committee, as set out in **clause 15**.

13.2 Member Referral

- (a) If a Member has a complaint that another Member's conduct or circumstances render it undesirable that that second Member continue to be a Member of the Association, then the first Member can submit a complaint to the Association Secretary, requesting that the Board refers the matter to the Disciplinary Committee.
- (b) A complaint made under **clause 13.2(a)** must state that it is a complaint under **clause 13.2(a)**, and specify the nature of the complaint with reasonable detail.
- (c) Upon the Board receiving a complaint under **clause 13.2(a)**, the Board has the discretion to resolve whether or not to refer the matter to the Disciplinary Committee, taking into account whether the complaint is frivolous or vexatious.

14 Disciplining of Members by Board

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- (a) Where the Board is of the opinion that a Member has:
 - (i) seriously once or persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) seriously once or persistently and willfully acted in a manner prejudicial to the interests of the Association;
 the Board may:
 - (iii) issue a warning to the Member; or
 - (iv) suspend the Member from Membership of the Association for a specified period; or
 - (v) expel the Member from the Association.
 - (b) A resolution of the Board pursuant to **clause 14(a)** is of no effect unless confirmed by the Disciplinary Committee pursuant to **clause 15**.
 - (c) Where the Board deems a grievous offence has occurred, it may choose to enact disciplinary action immediately without the requirement to have its decision confirmed by the Disciplinary Committee as per **clause 15**.

15 Disciplinary Committee

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- (a) The Board shall establish a Disciplinary Committee whenever a Disciplinary Resolution is passed.
 - (b) Following a Disciplinary Resolution being passed, the Association Secretary must serve the Member with a notice in writing:
 - (i) setting out the Disciplinary Resolution and the grounds upon which it is based;
 - (ii) stating that the Member may address the Disciplinary Committee at a
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- Disciplinary Committee meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service of the notice;
- (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting;
 - (B) submit to the Disciplinary Committee at or before the date of the meeting written representations relating to the Disciplinary Resolution.
- (c) At the Disciplinary Committee meeting held as referred to in **clause 15(b)**, the Disciplinary Committee must determine:
- (i) if the Disciplinary Resolution was passed under **clause 13.1(a)** or **14(b)**, whether to confirm or revoke the Disciplinary Resolution; and
 - (ii) if the Disciplinary Resolution was passed under **clause 13.1(c)**, whether to expel the Member,
- whether to confirm or revoke the Disciplinary Resolution, with a vote resulting in the expulsion of a Member requiring the consent of at least seventy-five per cent (75%) of Disciplinary Committee members who vote.
- (d) The Disciplinary Committee's decision, pursuant to **clause 15(c)** is final. The Member is not entitled to appeal the Disciplinary Committee's decision.
- (e) The Member who is the subject of these disciplinary procedures is entitled to:
- (i) subject to **clause 15(e)(ii)**, bring a support person to any meeting with the Disciplinary Committee, which meetings are being held pursuant to this **clause 15**; and
 - (ii) if the support person is legally qualified, the Member must notify the Disciplinary Committee at least five (5) Business Days before the meeting that the support person attending the meeting will be legally qualified.
- (f) If a support person attends a meeting with the Disciplinary Committee pursuant to **clause 15(e)**, the support person is only permitted to make verbal submissions on behalf of the Member with the consent of the chairperson of the meeting.
- (g) Natural justice will be applied during every disciplinary process under **clauses 13, 14 and 15**, requiring the Association, the Board and the Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making their decisions.

16 Resolution of Disputes Between Members

- (a) Disputes between Members (in their capacity as Members), shall be referred to the Board which must take steps to resolve the dispute.
 - (b) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within thirty (30) days of its being referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
 - (c) Failing agreement by the parties to the appointment of a mediator within fourteen
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- (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Law Institute of Victoria.
- (d) The costs of the mediator appointed pursuant to **clause 16(b)** or **clause 16(c)** (as the case may be) shall be shared equally between the Members party to the dispute.
- (e) At least seven (7) days before a mediation session established by a mediator appointed pursuant to **clause 16(b)** or **clause 16(c)** (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

GENERAL MEETINGS

17 Convening of General Meetings

17.1 Convening of General Meetings by Board

- (a) Any five (5) Directors may, whenever those Directors think fit, convene a general meeting of the Association.
- (b) Subject to **clause 17.1(a)**:
- (i) the Annual General Meeting shall be held in November or December of each year;
 - (ii) there shall be a General Meeting held within five (5) months after the end of the Financial Year, at which all financial statements and reports as required by the Act shall be presented.

17.2 Convening of General Meetings by Members

- (a) The Directors shall call and arrange to hold a general meeting on the Meeting Request of at least five (5) of the Voting Members or ten per cent (10%) of the total number of Voting Members, whichever is higher.
- (b) The Meeting Request must:
- (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the Voting Members making the request; and
 - (iv) be given to the Association Secretary.
- (c) Separate copies of a document setting out the Meeting Request may be used for non-electronic signing by Voting Members if the wording of the request is identical in each copy.
- (d) The percentage of the total number of Voting Members referred to in **clause 17.2(a)** is to be worked out as at the midnight before the Meeting Request is given to the Association Secretary.
- (e) The Directors must call the meeting within twenty-one (21) days after the Meeting Request is given to the Association Secretary. The meeting is to be held not later than two (2) months after the Meeting Request is given to the Association Secretary.
- (f) If the Directors do not hold a general meeting pursuant to the timeframes in **clause 17.2(e)**, then at least fifty per cent (50%) of the Voting Members who made the Meeting Request may call and arrange to hold the meeting. The meeting must be called in the same way in which general meetings of the
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Association may be called. The meeting must be held not later than three (3) months after the Meeting Request was given to the Association Secretary.

17.3 Use of Technology

A general meeting of the Association may be convened at two (2) or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

18 Notice of General Meeting

- (a) At least twenty-one (21) days' notice of any general meeting must be given to each Member specifying:
 - (i) the place, day and time of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if a Special Resolution is to be proposed, the details of and intention to propose it;
 - (iv) if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (v) any other information required by the Act.
- (b) The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- (c) Subject to **clause 18(b)**, notice of every general meeting must be given in any manner authorised by this Constitution to:
 - (i) every Member;
 - (ii) every Director; and
 - (iii) the auditor for the time being of the Association (if any).

19 Cancellation or Postponement of General Meeting

- (a) Subject to the provisions of the Act and this Constitution, the Board may cancel a general meeting of the Association:
 - (i) convened by the Board; or
 - (ii) which has been convened by a Member or Members pursuant to **clause 17.2** upon receipt by the Association of a written notice withdrawing the requisition signed by that Member or those Members.
 - (b) The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
 - (c) Where any general meeting is cancelled or postponed or the venue for a general meeting is changed:
 - (i) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect
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Council of Australian Postgraduate Associations Inc.

the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

20 Quorum

- (a) No business may be transacted at any general meeting unless there is a quorum present.
- (b) Half of the total number of Voting Members, as represented by their Delegates appointed pursuant to **clause 25** but subject to **clause 27(b)**, shall constitute a quorum for all General Meetings.
- (c) If within thirty (30) minutes after the time appointed for holding a general meeting, the relevant quorum is not present:
 - (i) the meeting, if convened upon the requisition of Members, shall be dissolved;
 - (ii) in any other case:
 - (A) it will stand adjourned to such other day time and place as the Board may by notice to the Members appoint; and
 - (B) if at such adjourned meeting, the relevant quorum is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

21 Chairperson

- (a) The Chair of the Board shall preside as Chairperson at each general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no Chair; or:
 - (ii) the Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting or, if present, is unwilling to act as Chairperson of the meeting,

then the following person will be Chairperson in lieu of the Chair in the order of availability set out below:

 - (iii) National President;
 - (iv) Association Secretary; or
 - (v) another Director chosen by the Directors present at the meeting.
- (c) The rulings of the Chairperson of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

22 Adjournments

- (a) The Chairperson of a general meeting at which a quorum is present:
 - (i) may adjourn a meeting with the consent of the meeting; and
 - (ii) must adjourn the meeting if the meeting so directs;

to a time and place as determined.
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- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting must be given as in the case of an original meeting.

23 Determination of Questions

- (a) At any general meeting, a resolution to be considered at the meeting shall be decided on a show of hands unless a poll subject to **clause 25** is demanded by:
 - (i) the Chairperson of the meeting;
 - (ii) the National President; or
 - (iii) at least four (4) Members Present.
- (b) A declaration by the Chairperson of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Association which has been signed by the Chairperson of the meeting or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24 Polls

- (a) A poll may be demanded:
 - (i) before a vote on a resolution is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a poll is demanded it must be taken in such manner and at such time and place as the Chairperson of the meeting directs, subject to **clause 25(e)**.
- (c) The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (e) A poll demanded on the election of a Chairperson or any question of adjournment of the meeting must be taken immediately.
- (f) The demand for a poll may be withdrawn.

25 Voting and Appointment of Delegates

- (a) A Voting Member shall be represented by a Delegate at general meetings.
 - (b) Members shall provide appropriate identification to the Board of their Delegate in a manner and at such time as determined by the Board.
 - (c) Delegates must be current postgraduate students.
 - (d) A Voting Member has one (1) vote, exercised by their Delegate.
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- (e) Votes at a general meeting shall be determined by a simple majority of Delegates present and voting.
- (f) No person other than a Voting Member's Delegate shall be entitled to a vote at a general meeting.
- (g) Any challenge as to the qualification of a Delegate to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting. The challenge must be determined by the Chairperson whose decision shall be final and conclusive and a vote allowed by the Chairperson shall be valid for all purposes.
- (h) In the case of an equality of votes, the resolution shall be determined in the negative.

26 Right of Non-Members to Attend General Meeting

- (a) The Chairperson of a general meeting may invite any person to attend and address a meeting.
- (b) Any auditor, Director of the Association, or member of the NRC shall be entitled to attend and address a general meeting.

PROXIES

27 Right to Appoint Proxies

- (a) Any voting Member may delegate their proxy to any other eligible voting delegate who is present at the general meeting.
- (b) Proxy votes will not count towards quorum.

APPOINTMENT AND REMOVAL OF DIRECTORS

28 Number and Appointment of Directors

28.1 Board

- (a) The Board shall be the committee for the purposes of the Act.

28.2 Number of Directors

- (a) The Board of Directors shall consist of not fewer than five (5) and not more than eleven (11) persons.

28.3 Composition of Board

- (a) The Directors of the Board shall consist of:
 - (i) Six (6) persons elected by Voting Members as Elected Directors;
 - (ii) One (1) person elected by Voting Members as National President;
 - (iii) One (1) person appointed by NATSIPA; and
 - (iv) Up to three (3) persons appointed by the Appointment Committee.

28.4 Director Eligibility and Election

- (a) From among the Directors of the Board, there must be:
 - (i) at least two (2) persons identifying as female and two (2) persons identifying as male; and
 - (ii) at least one (1) person identifying as:

- (A) LGBTQI+;
 - (B) Aboriginal or Torres Strait Islander, who is not the NATSIPA Appointee;
 - (C) an International Student; or
 - (D) having had a previous or current lived experience of disability.
- (b) Subject to the Election Regulations, at each annual general meeting of the Association the Voting Members shall elect:
 - (i) three (3) Elected Directors; and
 - (ii) the National President.
- (c) The identity requirements of **clause 28.4(a)** may be satisfied by persons who identify as more than one identity category.
- (d) Persons nominating for positions pursuant to **clause 28.4(b)** must be:
 - (i) Nominated by their Constituent Organisation;
 - (ii) Current postgraduate students; and
 - (iii) Ordinary members of their Constituent Organisation.
- (e) An employee of the Association is ineligible from being nominated, elected, or appointed as a Director.

28.5 Appointed Directors

- (a) All Appointed Directors shall be appointed by the Appointments Committee.
- (b) Appointed Directors may be any person who, in the opinion of the Appointments Committee, will improve the identity, qualification, or skills diversity of the Board.
- (c) Subject to **clause 31.1**, the term of an Appointed Director shall commence at such time as the Board determines, and will expire two (2) years later.

28.6 Term

- (a) Subject to **clause 31.7**: Elected Directors shall:
 - (i) hold office for a term of two (2) years from the date of their election;
 - (ii) be eligible for re-election for a further two terms of (2) years each.
- (b) The National President shall:
 - (i) hold office for a term of one (1) year from the date of their election;
 - (ii) be eligible for re-election for a further term of one (1) year,
- (c) The NATSIPA Appointee shall:
 - (i) hold office for a term of two (2) years from the date of their appointment;
 - (ii) be eligible to be reappointed by NATSIPA for a further term of two (2) years.
- (d) Appointed Directors shall:
 - (i) hold office for a term of two (2) years;
 - (ii) be eligible for reappointment for a further two terms of two (2) years each.

28.7 Consecutive Terms

- (a) An Elected Director, Appointed Director, or NATSIPA Appointee shall not
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hold office for more than six (6) consecutive years as a Director of the Board.

- (b) The National President shall not hold office for more than two (2) consecutive years as National President but may then run for election or be appointed to another Board position so long as they do not hold office for more than six (6) consecutive years as a Director of the Board.
- (c) Once an Elected Director, Appointed Director, NATSIPA Appointee, or National President has served their maximum term, they are not eligible for re-election or re-appointment to the Board until a period of at least three (3) years has expired since the expiry of their previous term on the Board.

28.8 Office Bearers

- (a) The Board shall, at the first meeting of the Board held after an AGM of the Association where an Office Bearer has retired, appoint from among the Elected or Appointed Directors sitting on the Board at the time of the Board meeting:
 - (i) a Chair, who must be an Elected or Appointed Director and cannot be the National President or NATSIPA Appointee;
 - (ii) an Association Secretary, who shall be the Association's secretary under the Act and who may be a Board member, an employee, a member, or another person; and
 - (iii) such additional Office Bearer positions as the Board deems necessary from time to time.
- (b) The Office Bearers shall hold office for a term of two (2) years (or a shorter period, if the Office Bearer has less than two (2) years remaining in his or her term as a Director), but shall be eligible for reappointment for further terms of two (2) years each, provided that Office Bearers shall not hold office:
 - (i) for more than six (6) consecutive years; or
 - (ii) beyond their retirement or removal from the Board as a Director.
- (c) An Elected or Appointed Director may resign as an Office Bearer without resigning as a Director.

29 General Right to Appoint and Remove Directors

29.1 Board Below Minimum

The Board may act despite any vacancy in their body but if the number falls below five (5) members, the Board may act:

- (a) for the purpose of:
 - (i) increasing the number of Directors to the minimum; or
 - (ii) convening a general meeting; or
- (b) in emergencies,

but for no other purpose.

29.2 Removal of Directors By Members

- (a) The Association may resolve, by Special Resolution at a general meeting, to remove a Director from office whose conduct or circumstances in the opinion of the

Association renders it undesirable that that Director continue to be a member of Board.

- (b) The Director must be given at least twenty-one (21) days' notice of the proposed resolution referred to in **clause 29.2(a)** and must be given the opportunity to be heard at the meeting at which the resolution is proposed.
- (c) A Special Resolution referred to in **clause 29.2(a)** is of no effect unless confirmed by the Disciplinary Committee, as set out in **clause 15**.

29.3 Removal of Directors By Board

- (a) Where the Board is of the opinion that a Director has seriously once or persistently:
 - (i) breached a provision of the Act;
 - (ii) refused or neglected to comply with a provision or provisions of this Constitution; or
 - (iii) and wilfully acted in a manner prejudicial to the interests of the Association;

The Board may resolve, by Special Resolution, to:

 - (iv) issue a warning to the Director;
 - (v) suspend the Director from the Board for a specified period; or
 - (vi) remove that Director from office.
- (b) The Director must be given at least twenty one (21) days' notice of the proposed resolution referred to in **clause 29.3(a)** and must be given the opportunity to be heard at the meeting at which the resolution is proposed.
- (c) A Special Resolution referred to in **clause 29.3(a)** is of no effect unless confirmed by the Disciplinary Committee, as set out in **clause 15**.

30 Vacation of Office

- (a) Any Director may retire from office on giving written notice to the Association of their intention to retire, and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Association).
- (b) The office of a Director shall become vacant if the Director:
 - (i) dies;
 - (ii) is removed from office;
 - (iii) becomes a paid employee of the Association;
 - (iv) becomes bankrupt or insolvent under administration within the meaning of the Corporations Act or makes arrangement or composition with their creditors generally;
 - (v) is convicted on indictment of an offence in the promotion, formation, or management of a body corporate or involving fraud or dishonesty;
 - (vi) is prohibited by the Act from holding office or continuing as a Director;
 - (vii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a protective jurisdiction law relating to mental health; or
 - (viii) is absent without permission of the Board from three (3) consecutive meetings of the Board, and the Board resolves that this constitutes resignation.

- (c) Should the Elected Directors or National President cease to be eligible under **clause 28.4(d)** they shall continue in their role and serve out the remainder of their term.
- (d) Excepting **clauses 30(b)(i) and 30(b)(vii)**, a vacating Director shall be responsible for ensuring all documents in their possession belonging to the Association are delivered to the Association Secretary within fourteen (14) days after vacating office.
- (e) Any vacancy created pursuant to **clause 30** shall be deemed a casual vacancy.

31 Filling of Vacancies on the Board

31.1 Appointed Directors

- (a) In the event of a casual vacancy occurring for an Appointed Director position, the Appointments Committee shall appoint a person to fill that vacancy pursuant to **clause 28.5(a)**.
- (b) Any Director appointed pursuant to **clause 31.1(a)** shall hold office for the balance of the term of the vacating Appointed Director.
- (c) Time served by a Director filling a casual vacancy pursuant to **clause 31.1(a)** shall not count towards a Director's maximum consecutive term on the Board as set out in **clause 28.7(a)**.

31.2 National President

- (a) In the event of a vacancy of the National President, the person who fills the National President's vacancy shall serve as National President for the balance of the vacating National President's term.
- (b) A vacancy referred to in **clause 31.2(a)** may remain vacant until the vacant National President position is filled pursuant to the Electoral Regulations.
- (c) Notwithstanding **clause 31.2(b)**, the National Representative Committee is entitled to appoint one of their number to fill the vacant National President position in an acting basis, until the role of National President is filled pursuant to the Electoral Regulations.

31.3 Elected Directors

- (a) In the event of casual vacancy occurring for an Elected Director position the Appointments Committee shall appoint a person to fill that vacancy.
- (b) Any Director appointed pursuant to **clause 31.3(a)** shall hold office for the balance of the term of the vacating Elected Director.
- (c) Time served by a Director filling a casual vacancy pursuant to **clause 31.3(a)** shall not count towards a Director's maximum consecutive term on the Board as set out in **clause 28.7(a)**.

31.4 NATSIPA Appointee

- (a) In the event of casual vacancy occurring for the NATSIPA Appointee position NATSIPA shall appoint a person to fill that vacancy.
- (b) A NATSIPA Appointee appointed pursuant to **clause 31.4(a)** shall hold office for the balance of the term of the vacating NATSIPA Appointee.
- (c) Time served by NATSIPA Appointee filling a casual vacancy pursuant to **clause 31.4(a)** shall not count towards the NATSIPA Appointee's maximum consecutive term on the Board as set out in **clause 28.7(a)**.

32 Acting Office Bearers

- (a) In the event of a vacancy occurring in the position of Chair, the Association Secretary shall assume office as acting Chair until the next meeting of the Board, at which time the Board shall elect a new Chair in accordance with **clause 28.8(a)(i)** for the balance of the term of the vacating Chair.
- (b) In the event of a vacancy occurring in the position of the Association Secretary, another Elected or Appointed Director who is not Chair shall be elected by the Directors at the next meeting of the Board and assume office as acting Association Secretary for the balance of the term of the vacating Association Secretary.
- (c) If any Office Bearer is temporarily absent or temporarily unable to perform their duties, the Board may authorise another eligible Director to act in the vacant position during the absence or inability of the Office Bearer.
- (d) Nothing in this **clause 32** permits any person to simultaneously hold more than one position of Office Bearer.

33 Alternate Directors

Alternate Directors shall not be permitted.

POWERS AND DUTIES OF DIRECTORS

34 Powers of Directors

The control, management and conduct of the Association shall be vested in the Board who shall exercise all such powers of the Association as are not by the Act, the ACNC Act, the ACNC Regulation, or this Constitution required to be exercised in any other manner.

35 Negotiable Instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, all requests or arrangements for electronic fund transfers and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two (2) people authorised by resolution of the Board to sign such instruments.

36 Conferment of Powers

- (a) The Board may when required empower a Director or other person with powers exercisable under this Constitution by the Board as it may think fit for purposes, under terms and conditions and with restrictions as it may think expedient.
- (b) Powers conferred under **clause 36** may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

DIRECTORS' DISCLOSURE OF INTEREST

37 Contracts

- (a) The Association may enter into contracts or arrangements with other companies

or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.

- (b) Any interest of a Director must be dealt with in accordance with the provisions of the relevant legislation, being either:

- (i) the Act; or
- (ii) the ACNC Regulation,

which shall include disclosing an interest and having the Association Secretary record all declarations in the minutes of the relevant meeting.

- (c) Subject to **clause 37(b)**, a Director who has an interest in a contract or arrangement made by the Association and has disclosed this interest to the Board may:

- (i) not be present while the matter is being considered at a meeting, if the majority of the remainder of the Directors Present so resolve;
- (ii) not vote on the matter;
- (iii) still be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (iv) not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (v) not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

- (d) A Director's failure to make disclosure under this **clause 37** does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.

- (e) A general notice given to the Board by a Director that the Director is an officer, a member of, or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Association and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

PROCEEDINGS OF DIRECTORS

38 Meetings of Directors

- (a) The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks fit, provided that the Board must meet not fewer than six (6) times each calendar year.
 - (b) The Chair or any three (3) Directors may at any time, and the Association Secretary upon such request shall, convene a meeting of the Board by giving at least twenty-four(24) hours' notice of the meeting to all Directors, provided that the Director or Association Secretary must have used his or her best endeavours to ensure that the notice was properly served and received.
 - (c) Notice of a meeting of the Board need not be in writing.
 - (d) Subject to **clause 37(e)**, a Board meeting may be convened or held using any
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technology consented to by a majority of Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.

- (e) The particular technology used to convene or hold a Board meeting, pursuant to **clause 37(d)**, must be available and accessible to all Directors who wish to attend the Board meeting.
- (f) All resolutions of the Directors passed at a meeting of the Board where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors. Attendance by a Director at a meeting of Directors waives any objection which that Director may have to a failure to give notice of the meeting.
- (g) The Board shall be entitled to hold all Board meetings as *in camera* sessions but may invite any person as an attendee to any part of the meeting for any purpose.

39 Quorum

- (a) The quorum necessary for the transaction of the Board's business is five (5).
- (b) A quorum must be present at all times during the meeting.
- (c) A Director who is disqualified from voting on a matter pursuant to **clause 37** shall be counted in the quorum despite that disqualification.

40 Chairperson

- (a) The Chair of the Board shall, if present, preside as Chairperson of every meeting of the Board.
- (b) If a meeting of Board is held and the Chair is:
 - (i) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
 - (ii) if present, does not wish to chair the meeting,then the Association Secretary shall preside as Chairperson. If the Association Secretary is:
 - (iii) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
 - (iv) if present, does not wish to chair the meeting,then the other Appointed Directors present must elect one of their number to be Chairperson of the meeting.

41 Voting

- (a) A resolution of the Board must be passed by a majority of votes of the Directors Present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors Present will for all purposes be taken to be a determination of the Board.
 - (b) Each Director shall have one (1) vote.
 - (c) In case of an equality of votes at a meeting of the Board, the vote shall resolved in the negative.
 - (d) No Director shall be entitled to appoint another Director as their proxy nor be entitled to
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appoint any person as an alternate, substitute, or deputy to act as a Director in their place or role.

42 Resolutions by Directors

- (a) The Board may pass a resolution without a Board meeting being held if a majority of the total number of Directors sign a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures can be contained in more than one document.
- (b) An email transmission which is received by the Association and which purports to have been sent by a Director shall for the purposes of this **clause 42** be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Association.
- (c) A vote made by a Director using an online voting platform operated or commissioned by the Association shall for the purposes of this **clause 42** be taken to be in writing and signed by that Director at the time the vote was received by the online voting platform.

43 Committee

43.1 Committees

- (a) The Board shall form and delegate any of its powers to the following Committees, consisting of such Directors and other persons as it thinks fit and may from time to time revoke any such powers delegated:
 - (i) National Representative Committee;
 - (ii) Appointments Committee;
 - (iii) Disciplinary Committee; and
 - (iv) any other Committee that the Board sees fit.
- (b) The Board has the power to require any Committee to have all decisions made by that Committee ratified by the Board, subject to **clause 43.2(s)**.
- (c) A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- (d) The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution, subject to anything to the contrary contained in this **clause 43**.
- (e) Minutes of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and this Constitution to be made entered and signed. A copy of such Committee minutes shall be tabled at the next Board meeting.
- (f) If a member of a Committee should:
 - (i) require a period of absence from the Committee of greater than ninety (90) days;
 - (ii) fail to attend three (3) Committee meetings within twelve (12) months; or
 - (iii) have a period of absence from the Committee of under ninety (90) days without the approval of the Chair of the Board,

then the Board shall have the power to resolve that this constitutes resignation from the relevant Committee.

43.2 National Representative Committee

- (a) The NRC will lead the Association's Representation and campaigns functions.
- (b) The NRC is empowered to develop and approve Association Representation policies, engage in Representation activities where relevant to the interests of Graduate Students and coordinate related events and activities.
- (c) The Board may determine which powers to delegate to the NRC on top of the powers which are stated in **clauses 43.2(a) and 43.2(b)**, and may revoke such additional delegations.
- (d) Election of individuals to the NRC shall occur pursuant to the process and timing set out in the Electoral Regulations.
- (e) Individuals who are elected to the NRC must be endorsed by their Constituent Organisation.
- (f) The NRC may set up and abolish working groups, comprising both NRC members and other appropriate individuals (subject to **clause 43.2(j)**), and may elect or end the appointment of a portfolio chair for each working group.
- (g) There shall be no less than seven (7) available positions on the NRC with specific numbers and roles to be determined by the Board.
- (h) The NRC must always at least include the positions of:
 - (i) National President;
 - (ii) National Vice President;
 - (iii) NATSIPA Appointee;
 - (iv) Women's Officer;
 - (v) International Officer;
 - (vi) Queer Officer;
 - (vii) Disabilities Officer; and
 - (viii) Regional Officer
- (i) Persons occupying positions on the NRC:
 - (i) shall represent the students who identify to the group to which their position belongs;
 - (ii) shall seek to achieve the objectives of the Association;
 - (iii) shall comply with the Association Policy Book;
 - (iv) must not wilfully act in any way or manner that the Board determines is liable to bring, or has brought, the Association into disrepute through their activities or inactivity or in any way or manner determined by the Board to be prejudicial or detrimental to the interests or pursuit of the objects of the Association;
 - (v) must not wilfully refuse or neglect to adhere to any provisions of this Constitution or the regulations of the Association; and
 - (vi) other than the National President and the NATSIPA Appointee, may be removed from their position by the Board according to the same process as for the removal of Directors pursuant to **clauses 29.2 and 29.3**. Such a removal shall be a casual vacancy and shall be dealt with in the same

manner as a casual vacancy for the position of National President in
clause 31.2(c);

- (j) The election of a person to the NRC will coincide with an AGM, unless a casual election is held pursuant to the Electoral Regulations.
- (k) NRC members shall serve terms of one (1) year each on the NRC (unless appointed through a casual election). A term of an NRC member shall conclude at the AGM which is approximately one (1) year after their election. NRC members may be re-elected for further terms of one (1) year each, and there is no maximum number of terms that an NRC member may serve.
- (l) The term of NRC members appointed via the casual election process will expire at the next AGM.
- (m) The National President must, on election to that position, agree to be a Director, in accordance with **clause 28.3(a)(ii)**, otherwise they are not entitled to be the National President.
- (n) The National President shall preside over all meetings of the NRC. If the National President is not present at a meeting of the Council or does not wish to preside over the meeting, then the following people shall preside over the meeting in the order of availability set out below:
 - (i) National Vice-President; or
 - (ii) another NRC member elected by the NRC members present at the meeting.
- (o) If there is a vacancy for an NRC position, that position will remain vacant until an election is held pursuant to the Electoral Regulations. However, if three (3) or more NRC positions are vacant at one time, then a casual election shall be held pursuant to the Electoral Regulations.
- (p) The NRC must hold meetings at least six (6) times per year during semesters.
- (q) At least one (1) week's written notice of all NRC meetings shall be given to each NRC member and posted on the Association's website, for the benefit of Members.
- (r) In case of an equality of votes at a meeting of the NRC, the person presiding over the meeting is not entitled to a casting vote in addition to a deliberative vote.
- (s) The Board may only veto decisions which are delegated to the NRC if those decisions would:
 - (i) be contrary to the Objects;
 - (ii) cause the Directors to breach their duties; or
 - (iii) not be in the best interests of the Association.

43.3 National President

- (a) In addition to their powers, duties, and obligations as a Director of the Board, and subject to the Board's direction, the National President:
 - (i) shall act as the Chief Executive Officer of the Association and be the national representative of the Association;
 - (ii) may delegate to an officer, employee, or any other person a power or function delegated to the National President, but that power or function may not be further delegated. Any act or thing done or suffered by the delegated employee or officer acting in the exercise of a delegation under

this **clause 43.3** has the same force and effect as it would have if it had been done or suffered by the President;

- (iii) must not willfully act in any way or manner that the Board determines is liable to bring, or has brought, the Association into disrepute through their activities or inactivity or in any way or manner determined by the Board to be prejudicial or detrimental to the interests or pursuit of the objects of the Association;
 - (iv) must not willfully refuse or neglect to adhere to any provisions of this Constitution or the regulations of the Association.
- (b) During leaves of absence the National President may nominate an acting National President.

43.4 Appointments Committee

- (a) The Appointments Committee shall consist of the following persons:
- (i) Chair of the Board;
 - (ii) National President; and
 - (iii) two (2) Delegates of two different Voting Members.
- (b) The Chair of the Board shall preside over all meetings of the Appointments Committee, if present.
- (c) If the Chair of the Board is not present at a meeting or is unwilling to chair the meeting, then the other Appointments Committee members present shall elect another one of their number to preside over the meeting.

43.5 Disciplinary Committee

- (a) A Disciplinary Committee shall be established whenever required under **clause 15(a)** for each separate Disciplinary Resolution.
- (b) The Disciplinary Committee shall be an independent panel of experts and consist of at least four (4) natural persons, including at least:
- (i) two (2) persons who are Delegates of an independent Voting Member; and
 - (ii) two (2) persons independent of the Association.
- (c) The Board shall appoint one person from the Committee to be chairperson.
- (d) The Disciplinary Committee may seek advice from any relevant source.

44 Validation of Acts of Directors

All acts done:

- (a) at any meeting of the Board; or
- (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

MINUTES

45 Minutes

- (a) The Board must cause minutes to be kept in such a manner as is required by the Act for the purposes of recording:
 - (i) the names of the Directors Present at each meeting of the Board and of Directors Present at each meeting of any Committee;
 - (ii) all orders, resolutions and proceedings of general meetings and of meetings of the Board and of Committees; and
 - (iii) such matters as are required by the Act to be recorded in the record books of the Association including without limitation all declarations made or notices given by any Director of his or her interest in any contract or proposed contract or the holding of any registered address or property whereby any conflict of duty or interest may arise.
- (b) Such minutes shall be signed by the Chairperson of the meeting, or the Chairperson of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.
- (c) Subject to the Act, the Board shall determine whether Members are permitted to inspect minutes of meetings of the Board, including the terms on which access will be granted.

BY-LAWS AND REGULATIONS

46 By-Laws and Regulations

- (a) The Board may from time to time make such By-Laws or Regulations as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, operations, finances, interests, effects and property and to amend and repeal those By-Laws from time to time.
- (b) All By-Laws and Regulations must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution.
- (c) When in force, a By-Law or Regulation is binding on all Members and has the same effect as this Constitution.
- (d) Subject to **clause 46(e)**, the Board will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws and Regulations, and amendments and repeals thereof.
- (e) The Board will provide Members with reasonable notice of any proposed changes to the By-Laws regarding the:
 - (i) eligibility requirements for Membership classes; and
 - (ii) voting rights of a Membership class,

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before the changes being implemented.

- (f) All changes to Regulations that affect the manner of election of any Board member or NRC member must be ratified at a General Meeting prior to being enacted.

EXECUTION OF DOCUMENTS

47 Execution of Documents

- (a) Without limiting the manner in which the Association may execute any contract, including as permitted under section 38 of the Act, the Association may execute any agreement, deed or other document by two (2) Directors signing the same.

ACCOUNTS AND INSPECTION OF RECORDS

48 Accounts and Inspection

The Board shall:

- (a) cause proper financial records to be kept and must, where required by the Act, distribute copies of the financial reports of the Association and a Directors' report in accordance with the requirements of the Act, and the ACNC Act and ACNC Regulation;
- (b) where required by the Act, cause the financial records to be audited by a properly qualified auditor; and
- (c) from time to time, subject to the Act, determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them will be open to the inspection of Members.

NOTICES

49 Service of Notices

- (a) A notice may be given by the Association to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Association for the giving of notices; or
 - (iii) sending it to the electronic address supplied by the Member to the Association for the giving of notices.
- (b) Any Member who has not left at or sent to the registered address their address or email address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- (c) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the third day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.

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- (d) Where a notice is sent by electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the Business Day after it is sent.
- (e) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer to that effect shall be conclusive evidence of service.

AMENDMENTS

50 Amendments

This Constitution may only be amended by Special Resolution of the Members.

COMMON SEAL

51 Common Seal

The Association shall not have a common seal.

WINDING UP

52 Winding Up

- (a) If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed among Members, but will be given or transferred to the an appropriate organisation, so long as that organisation has:
 - (i) objects which are similar to the Objects and is charitable;
 - (ii) a constitution which requires its income and property to be applied in promoting its objects; and
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Association by **clause 5.3(b)**.
 - (b) To the extent that **clause 52(a)** does not apply, if any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed among Members, but will be given or transferred to another institution(s) or corporation(s) which has:
 - (i) objects which are similar to the Objects;
 - (ii) a constitution which requires its income and property to be applied in promoting its objects; and
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Association by **clause 5.3(b)**.
 - (c) The liability of a constituent organisation to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association is limited to the amount (if any) by the constituent organisation to the Association.
 - (d) The identity of the corporation(s) or institution(s) referred to in **clause 52(b)** is to be determined by a Special Resolution of the Members at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of Victoria for determination.
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INDEMNITY**53 Indemnity**

To the extent permitted by law, every Officer (and former Officer) of the Association shall be indemnified out of the funds of the Association against all costs, expenses and liabilities incurred as such an Association or employee (or former Association or employee). However, no such Association (or former Association) shall be indemnified out of the funds of the Association under this clause unless:

- (a) it is in respect of a liability to another person (other than the Association or a related body corporate to the Association) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

54 Payment of Indemnity Policy Premium

- (a) To the extent permitted by law, the Association may at the discretion of the Board enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Association against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
 - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Association; or
 - (ii) a contravention of section 83 of the Act.
- (b) The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- (c) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his or her actions or omissions then the Association shall not be required to indemnify the Officer under **clause 53** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

55 Indemnity to Continue

The indemnity granted by the Association contained in **clauses 53 and 54** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring before the date of the deletion or modification.

TRANSITION ARRANGEMENTS**56 Transitional Arrangements**

- (a) Subject to the Act and any other relevant law these Transitional Arrangements
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supersede and override any other provision of this Constitution.

- (b) This Constitution shall enter force in 2019 after being approved by Special Resolution at a general meeting of the Council of Australian Postgraduate Associations Inc.
- (c) All officers, including those officers not mentioned in **clause 43.2(h)**, who held office before this Constitution entered force shall continue in office until the expiry of their terms and shall immediately become members of the National Representative Committee.
- (d) The President of CAPA, being Natasha Abrahams, shall immediately become the National President and serve in that office until the expiry of her original term at the 31st of December 2019..
- (e) After this Constitution enters force there shall be an election for all Elected Director positions, conducted by the General Secretary in a manner consistent with this Constitution.
- (f) Upon the approval of this Constitution, council shall elect 6 Directors to serve as an interim board until the next Annual General Meeting. A Director elected in accordance with this clause shall not have such a term count towards the three (3) consecutive term limit. Any appointments made by a board convened under this clause shall also expire at the next Annual General Meeting.
- (g) At the Annual General Meeting, Of the six (6) Directors elected at the first Annual General meeting after this Constitution enters force, the three (3) who are elected first shall serve terms of two (2) years and the remaining three (3) shall serve terms of one (1) year. In both cases this shall count as having served a whole term and the restriction on serving only up to three (3) consecutive terms shall apply. For the avoidance of doubt, this shall mean that half of the Elected Directors elected shall only be eligible to serve on the Board for up to five (5) consecutive years.
- (h) Organisations that were Affiliate Members before this Constitution entered force shall immediately become Constituent Members.
- (i) Organisations that were Associate Members or Graduate Research School Members before this Constitution entered force shall remain in their respective membership category.
- (j) Any person who was a committee member for the purposes of the Act just before the adoption of this Constitution in 2019, will cease being a committee member for the purposes of the Act immediately upon the adoption of this Constitution.
- (k) All regulations, policies, or rules of the Association which were in force before the adoption of this Constitution and which are not inconsistent with the provisions of this Constitution shall remain in force until the proper authority determines to repeal them.