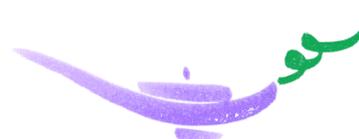


GRADUATE WOMEN VICTORIA

*Serving and empowering women through
education and advocacy*



Formerly Australian Federation of University Women Victoria

Registered Incorporated Association: AOO30910NABN: 65 475 228 451

STATEMENT OF PURPOSES AND RULES

Amended 16 October 2019

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Part 1 Preliminary

1 Name

- 1.1 The name of the Association is GRADUATE WOMEN VICTORIA (INCORPORATED).

2 Purposes

- 2.1 The purposes of Graduate Women Victoria are to promote the right of women and girls to accessible and affordable quality education in order to reach their full potential in private and public life;
- education as a means of influencing and benefiting society;
 - the recognition and protection of human rights;
 - peace, justice and equality.
- 2.2 To achieve these purposes, the Association will:
- conduct a scholarship program and other educational activities for women;
 - advocate for the protection and extension of women's rights and human rights generally in the public arena;
 - provide opportunities for graduate women to share knowledge and interests; and
 - co-operate with other organisations with similar aims, including Australian Graduate Women (AGW) and Graduate Women International (GWI).

3 Powers

The Association has:

- (a) the legal capacity and powers of an incorporated body, and
- (b) all the powers of an individual.

4 Definitions and Interpretations

- 4.1 In these rules, unless the contrary intention appears:

"Committee" means the Committee of Management of the Association.

"Financial year" means the year ending on the last day of June.

"General Meeting" means a general meeting of members convened in

accordance with Rule 15.

"Member" means a member of the Association.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 24.

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means the regulations under the Act.

- 4.2 In these Rules, a reference to the Secretary unless otherwise specified, is a reference to the Secretary of the Association (formerly the Public Officer) as defined in the *Associations Incorporation Reform Act 2012*.
- 4.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

5 Alteration of Statement of Purpose and Rules

- 5.1 These rules and the statement of purposes of the Association may be altered by a General Meeting of the Association called in accordance with clauses 14 or 16 below.
- 5.2 Notice of the proposed alteration to the rules and statement of purposes must be included in the notice for the meeting. The notice must also specify that it is intended that the alteration be proposed as a special resolution.
- 5.3 Proposed alterations to the rules and statement of purposes shall be determined in accordance with clause 15, except that a three quarters majority of the members voting shall be required for such alterations to be carried. Notification of the proposed alterations must be in the hands of the members at least 21 days before the date of the meeting.
- 5.4 The rules relating to eligibility to vote and for proxy votes as set out in clauses 6.6, 6.7, 21, and 26 shall apply to voting on proposed alterations to the rules and statement of purposes.
- 5.5 A poll may be requested on an alteration to the rules and statement of purposes as set out in clause 22.

Part 2 Membership

6 Eligibility

- 6.1 Subject to 7.1, members admitted under clause 6.2 shall be full financial members of Graduate Women Victoria.

- 6.2 Full financial membership shall be open to women of any nationality who meet one of the following criteria:
- (a) The academic qualifications for individual membership shall be study at an institution of higher or tertiary education or institution of comparable academic standing followed by the award of a degree or equivalent qualification .
 - (b) Admission to a postgraduate degree or diploma at an institution of higher or tertiary education or institution of comparable academic standing on the basis of appropriate professional or other experience or qualifications shall be deemed to have satisfied the requirements of (a).
- 6.3 Honorary Life membership may be conferred, at the discretion of the Committee, upon women who, being graduates, are deemed to have given signal service to women graduates.
- 6.4 Visiting Membership shall be open for a period not exceeding six months in each case to women who are full financial members of another Australian [association of graduate women](#).
- 6.6 [Associate](#) membership of GWV shall be open to students enrolled for courses which would qualify them for full membership upon completion.
- 6.7 Scholarship winners shall be honorary members of GWV for the year following receipt of the scholarship, bursary or prize.

7 Application for membership

- 7.1 A person who applies for and is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription payable under these rules.
- 7.2 An application by a person for membership of the Association:
- (a) shall be made in writing in the application form; and
 - (b) shall be lodged with the Membership Secretary of the Association.
- 7.3 Upon an application being received the Membership Secretary or her delegate
- (a) shall approve the application if the applicant meets the criteria set out in Clause 3; or
 - (b) refer the application to the Committee who shall determine whether to approve or reject the application
- 7.4 Upon approving an application the Membership Secretary or her delegate shall with as little delay as possible notify the applicant in writing that she is approved for membership of the Association, except that where an application has been referred to the Committee, the Membership Secretary shall notify

the applicant in writing of the Committee's decision to approve or disallow the application.

- 7.5 In any case where the application for membership was not accompanied by payment of the annual subscription as specified in the application form the Membership Secretary or her delegate shall when notifying the applicant that she has been accepted for membership request payment within the period of 30 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- 7.6 The Membership Secretary or her delegate shall, upon payment of the amount specified in the application form or as specified in sub-clause (5), notify the Secretary to enter the applicant's name in the register of members kept by her and, upon the name being so entered, the applicant becomes a member.
- 7.7 The Committee may, at any general meeting, nominate as a Life Member any person who, in the opinion of the Committee is worthy of that privilege. Upon such a nominee being approved by a two-thirds majority of the members present at the general meeting, the member becomes a Life Member.
- 7.8 A right, privilege or obligation of a person by reason of her membership of the Association
- (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of her membership whether by death or resignation or otherwise.

8 Annual subscription

- 8.1. The annual subscription for members shall be fixed by the members each year at a general meeting.
- 8.2 The full subscription amount as determined according to membership category shall be payable on being admitted a member of the Association, and thereafter annually on the first day of July, on which date the financial year shall begin.

9 Register of members

- 9.1 The Secretary must keep and maintain a register of members that includes—
- (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;

(iv) if the member is an associate member, a note to that effect;

(v) any other information determined by the Committee; and

(b) for each former member, the date of ceasing to be a member.

9.2 Any member may, at a reasonable time and free of charge, inspect the Register of members.

10 Resignation or cessation of membership

10.1 The Committee by a three-fourths majority of the whole Committee may cancel the membership of any member because of conduct prejudicial to the association or failure to comply with the constitution of the association. This cancellation shall come into effect 30 days after the decision.

10.2 Within 14 days, the Secretary shall notify the member of the intention to cancel her membership. On being notified of such cancellation, such member may, within 14 days, ask to be heard by the Committee. After hearing the member, the Committee may rescind or confirm its decision. If the decision is confirmed, it shall come into effect immediately.

10.3 The amount paid by the member as subscription for the current year shall be returned.

10.4 A member of the Association who has paid all moneys due and payable by her to the Association may resign from the Association by first giving one month's notice in writing of her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

10.5 Upon the expiration of a notice given under sub-clause (2), the Secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

10.6 A member who fails to pay any annual subscription by the date due for payment thereof:

(a) shall thereupon be suspended from membership of the Association; and

(b) shall, if the annual subscription is more than 12 months in arrears, cease to be a member.

10.7 Upon the expiration of the period referred to in sub-clause 10.6 (b), the Membership Secretary shall make in the register of members an entry recording the date on which the member in respect of whom the said period has expired, ceased to be a member.

11 Notices

11.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at her address shown

in the Register of Members.

- 11.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 11.3 If a member consents, notices may be sent by facsimile or electronic means.

12 Right to inspection of books

- 12.1 All accounts, books, securities and any other relevant documents of the Association, including the Minutes of general meetings, must be available for inspection free of charge by any member upon request.
- 12.2 A member may make a copy of accounts, books, securities and any other relevant documents of the Association, including the Minutes of general meetings.

13 Grievance procedure

- 13.1 The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the Association
- 13.2 The parties to the dispute must meet and discuss the matter if dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 13.3 If the parties are unable to resolve the dispute at a meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 13.4 The mediator must be -
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - (i) in the case of a dispute between a member and another member, a person appointed by the Central Committee;
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 13.5 A member of the Association can be a mediator.

13.6 The mediator cannot be a member who is a party to the dispute.

13.7 The parties must, in good faith, attempt to settle the dispute by mediation.

13.8 The mediator, in conducting the mediation, must -

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

13.9 The mediator must not determine the dispute.

13.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

Part 3 Meetings

14 Annual general meeting

14.1 The Association shall in each calendar year convene an annual general meeting of its members.

14.2 The Annual general meeting shall be held on such day within 5 months of the end of the financial year as the Committee determines.

14.3 The Annual general meeting shall be specified as such in the notice convening it.

14.4 The ordinary business of the Annual general meeting shall be:-

- (a) to confirm the minutes of the last preceding Annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year,
- (c) to elect officers of the Association and the ordinary members of the Committee;
- (d) to receive and consider the financial statement submitted by the Association in accordance with section 30(3) of the Act
- (e) to fix the annual subscription.

14.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

14.6 The Annual General Meeting shall be in addition to any other general

meetings that may be held in the same year.

15 General meetings

- 15.1 The Committee shall, at its discretion, have power to call up to three general meetings in each calendar year.

16 Special general meetings

- 16.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association. Where, but for this sub-clause, more than 15 months would elapse between annual general meetings, the Committee shall convene a special general meeting before the expiration of that period.
- 16.2 The Committee shall on the requisition in writing of members representing not less than 5% of the total number of members convene a special general meeting of the Association.
- 16.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- 16.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 16.5 A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
- 16.6 All business that is transacted at a special general meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

17 Notice of general meeting

- 17.1 The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association cause to be sent to each member of the Association at her address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the

nature of the business to be transacted at the meeting, except that if any Special Resolution is to be put to the meeting the period of notice shall be at least 21 days.

- 17.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 17.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after receipt of the notice.

18 Quorum at general meetings

- 18.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 18.2 The lesser of 12 members or 25% of members (who are present in person or by proxy) constitute a quorum at a general meeting.
- 18.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case the meeting shall stand adjourned to the next scheduled meeting (unless another time and place is specified by the Chair at the time of the adjournment). Written notice in accordance with clause 11 shall be given to members of the time and place of the next scheduled meeting to which the inquorate meeting is adjourned and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 7) shall be a quorum.

19 Presiding at general meetings

- 19.1 The President, or in her absence, a Vice-President, shall preside at each general meeting of the Association.
- 19.2 If the President and Vice-Presidents are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

~~19.3 The Chair shall have a casting vote only.~~

20 Adjournments

- 20.1 The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took

place.

- 20.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjournment shall be given as in the case of the general meeting.
- 20.3 Except as provided in sub-clauses 20.1 and 20.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

21 Voting at general meetings

- 21.1 A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 21.2 Upon any question arising at a general meeting of the Association, a member has only one vote.
- 21.3 All votes shall be given personally or by proxy.
- 21.4 A member is not entitled to vote at any general meeting unless all moneys due and payable by her to the Association have been paid.
- 21.5 Each member shall be entitled to appoint another member as her proxy by notice in writing received by the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 21.6 Except as otherwise provided in these Rules, all voting shall be decided by a simple majority of those present and eligible to vote.

22 Poll at general meetings

- 22.1 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 22.2 A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

Part 4 Committee of Management

23 Role and powers

- 23.1 The affairs of the Association shall be managed by a Committee of Management, constituted as provided in sub-clause 24.3.
- 23.2 The Committee:-
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association;
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association;
 - (d) shall have the power to constitute an Executive Committee consisting of the Officers of the Association, and may delegate to that committee such powers as it thinks fit;
 - (e) shall have the power to make By-laws of the Association;
 - (f) shall have the power to constitute sub-committees and delegate to those committees such powers as it thinks fit; and at least one of the President, a Vice-President, the Secretary or the Treasurer shall be an ex officio member of all sub-committees set up under this sub-clause.

24 Composition of committee

- 24.1 The Officers of the Association shall be:-
- (a) a President
 - (b) a maximum of 3 2 Vice-Presidents, one of whom shall be the immediate Past President;
 - (c) a Treasurer;
 - (d) a Secretary;
 - (e) a Membership Secretary and
 - (f) a Scholarship ~~Secretary~~ Manager
- 24.2 In the event of a casual vacancy in any office referred to in sub-clause 24.1, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of her appointment.
- 24.3 Subject to section 23 of the Act, the Committee shall consist of:

- (a) the officers of the Association; and
- (b) a maximum of 10 ordinary members each of whom shall be elected at an annual general meeting of the Association; and
- (c) if desired by the Committee, a maximum of 3 members at any time, co-opted for specific purposes who shall serve at the committee's discretion.

24.4 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of her appointment.

25 Tenure

24.1 Each member of the Committee shall hold office until the annual general meeting next after her election, but is eligible for re-election subject to these Rules.

26 Election of officers and vacancy

26.1 Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:

(a) shall be made in writing, signed by two members of the Association and accompanied by the candidate's written consent (which may be endorsed on the form of nomination); and

(b) shall be delivered to the Secretary of the Association 14 days before the Annual general meeting.

26.2 Any full members unable to attend the forthcoming meeting may obtain ballot papers on application to the Secretary. All such ballot papers, duly marked, shall be in the hands of the Secretary before the day of the meeting.

26.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual general meeting.

26.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

26.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

26.6 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual general meeting in such usual and proper manner as the Chair may direct

26.7 A member may be nominated for and elected to more than one position but

shall have only one vote at Committee meetings.

26.8 For the purposes of these rules, the office of an Officer of the Association or of an ordinary member of the Committee becomes vacant if the Officer or member

(a) ceases to be a member of the Association, or

(b) resigns her office by notice in writing given to the Secretary.

In addition, for the purposes of these rules, the office of an Officer of the Association or of any ordinary member of the Committee becomes vacant at the discretion of the Committee if the Officer or member

(c) becomes insolvent under administration within the meaning of the Corporations Act 2001 (Cth.), or

(d) fails to attend three consecutive and properly constituted Committee meetings, without leave of the Committee.

27 Proceedings of the Committee

27.1 The Committee shall meet at least 4 times in each year at such place and such times as the Committee shall determine.

27.2 Special meetings of the Committee may be convened by the President or by any 5 of the members of the Committee.

27.3 Notice shall be given to members of the Committee of any special meetings specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

27.4 Any 6 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

27.5 No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned a time and place agreed by the a majority of those members of the Committee who are present unless the meeting was a special meeting in which case it lapses.

27.6 At meetings of the Committee:

(a) the President or in her absence a Vice-President shall preside; or

(b) if the President or Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

27.7 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined by a show of hands or, if demanded by a member, by a poll taken in such manner as the person

presiding at the meeting may determine.

- 27.8 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote.
- 27.9 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to her at a reasonable time before the meeting or by sending it by pre-paid post addressed to her at her usual or last known place of abode at least two business days before the date of the meeting. With the consent of the member, notices may be delivered by facsimile or electronic means.
- 27.10 Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.
- 27.11 The contemporaneous linking together by telephone or other electronic means of a number of the members of the Committee sufficient to constitute a quorum, constitutes a meeting of the Committee and all the provisions in these rules relating to meetings of the members of the Committee apply, so far as they can and with such changes as are necessary, to meetings of the Committee by telephone or other electronic means. A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chair of the meeting of the Committee provided that at least one of the members of the Committee involved was at that place for the duration of the meeting.

28 Minutes of Meetings

- 28.1 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

29 Branches

- 29.1 At the discretion of the Committee, branches of the Association may be established in suburban or country centres.
- 29.2 Such branches shall be known as the Graduate Women Victoria (...Branch).
- 29.3 Each branch shall have power to make by-laws dealing with questions of purely local government but, in matters affecting this Association as a whole, will observe the rules laid down in this document.
- 29.4 Each branch may nominate a representative to the Committee. Such representatives, who shall have no voting power, shall hold office for a period of two years. In the event of a vacancy occurring during the year, the branch

concerned shall have the power to fill such vacancy until the next Annual General Meeting.

- 29.5 The Committee at its discretion may allocate to Branches a portion of the membership fees for Branch use.

Part 5 Financial matters and winding up

30 Management of Funds

- 30.1 The Treasurer of the Association must:

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of receipts and expenditure connected with the activities of the Association

- 30.2 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee shall determine.

- 30.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of those nominated by the Central Committee. The Committee shall usually nominate for this purpose the President, Secretary, Treasurer and a maximum of two committee members appointed by the Committee.

31. Endowment Fund

- 31.1 The Association shall maintain, augment and control the Endowment Fund, the income of which shall be used for educational purposes in the interest of graduate women as may from time to time be determined by the Committee.

- 31.2 The Endowment Fund shall be invested by and dealt with as directed by resolution of the Committee (of which an entry in the Minute Book shall be conclusive evidence).

- 31.3 The Association may from time to time by resolution of the Committee determine the amount of the Endowment Fund to be transferred to the Graduate Women Victoria Scholarship Fund of the Australian Communities Foundation Extension Fund.

32 Disposal of assets

- 32.1 (a) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (b) Subrule (1) does not prevent the Association from paying a member—
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—
- if this is done in good faith on terms no more favourable than if the member was not a member.

33 Winding up

- 33.1 If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to the Graduate Women Victoria sub fund with the Australian Communities Foundation and/or to some other institution or institutions having purposes similar to the purposes of the Association