I certify that this is a true copy of the original document. Dated 02-06-2021

Lodged in the office of the
Commissioner for
Consumer Protection on the

16 SEP 2019

Graduate Women WA
Graduate Women (WA) Inc.

# CONSTITUTION

*of*

# GRADUATE WOMEN (WA) Incorporated.

**Amended June 2019**

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At the Special General Meeting held on 27 June 2019 the amended Constitution was put to the vote and accepted by all members present, there was no opposition and no one abstained.

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1.0 NAME OF ASSOCIATION

The Association shall be called Graduate Women (WA) Incorporated (referred to in these Rules as 'the Association' or 'GWWA').

2.0 OBJECTS

The objects of the Association are:

(a) to act as an organisation which affords opportunity for the expression of opinion and for concerted action by graduate women in the furtherance of education, scholarship and research;
(b) to promote the advancement and education of women and girls;
(c) to provide financial assistance for women and girls to advance their education;
(d) to encourage the full application of their knowledge and skills to the problems which arise at all levels of public life, and to encourage their participation in the solving of these problems.

3.0 PROPERTY AND INCOME

3.1 The property and income of the association shall be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.

3.2 With approval of a General Meeting, members may be reimbursed for expenditure incurred at the request of the committee.

4.0 POWERS

The Association shall have the following powers:
(a) to purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto;
(b) to erect any building or structure and improve, repair, pull down and rebuild buildings and other structures which are acquired by or vested in the Association;
(c) to sell, exchange, lease, mortgage, hire or dispose of or turn to account or otherwise deal with all or any part of the real or personal property of the Association;
(d) to borrow, raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures or grant mortgages, charges or any kind of security upon, or charge all or any of, the property, real or personal, both present and future, of the Association and to redeem or pay off any existing or future security;
(e) to invest and deal with the moneys of the Association not immediately required for the purpose of the Association in such manner as may from time to time be determined;
(f) to do all such other things as are incidental or conducive to the attainment of its objects.

5.0 BRANCHES

The Association may establish branches in Western Australia.

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6.0 MEMBERSHIP

6.1 The academic qualifications for 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, diploma or equivalent qualification which meets the provisions of the Australian Qualifications Framework (as amended).

6.2 Membership of the Association shall consist of:
(a) Ordinary Members, who shall be those members of the Association who pay the ~~a~~nnual subscription of the Association;
(b) Ordinary Members Emeritae, who shall have and enjoy the privileges and rights of Ordinary Members and shall pay a reduced annual subscription.

6.3 The title of Ordinary Member Emerita may be conferred on an Ordinary member as a mark of appreciation for exceptional service rendered to the Association on the recommendation of the committee by a unanimous vote of its members present and voting and confirmed by the Annual General Meeting.

6.4 On receiving an application for membership from a woman eligible according to Article 6.1 the committee shall advise her of the subscription payable and upon payment of the prescribed sum she shall become an Ordinary Member.

6.5 A woman ceases to be a member when any of the following takes place:
(a) she dies;
(b) she resigns from the Association by giving notice to the Honorary Secretary;
(c) her subscription is unpaid by the date of the Annual General Meeting;
(d) she is expelled from the Association under Article 22.

7.0 REGISTER OF MEMBERS

7.1 The Secretary or a member appointed by the committee to act in her place shall keep and maintain a register of Members.
7.2 The Register of members shall include each member's name and a residential, postal or email address.
7.3 The Register shall be kept at the residence of the Secretary or at a place determined by the committee.
7.4 A member is entitled to inspect the register and may make a copy of, or take an extract from the register but has no right to remove the register for that purpose.

8.0 SUBSCRIPTIONS

8.1 Ordinary Members shall pay an annual subscription which shall become due and payable at the commencement of each financial year.
8.2 The amount of the subscription shall from time to time be recommended by the committee and any proposal for alteration shall be put to the vote at an Annual General Meeting, an Ordinary General Meeting or a Special General Meeting, of which proposal 21 days' notice

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shall be given to members, such notice setting out the full text of the alteration.

9.0 MEETINGS

9.1 The Annual General Meeting of the Association shall be held in the month of October in each year. Twenty-eight days' notice in writing of the time and place of the meeting shall be given to members. The business of the meeting shall be:

a) to receive the reports of the President, Secretary and Treasurer respectively;

b) to receive the Report of the Auditor or the Report of the Reviewer, as appropriate, on the financial position of the Association for the year then ended.

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c)(i) to appoint an Auditor to audit the Association's financial statements for the relevant financial year; or

(c)(ii) if a majority of the members present resolve not to appoint an Auditor, to appoint a Reviewer to review the Association's financial statements for the relevant financial year;

(d) to elect the committee;

(e) to deal with any business of which due notice has been given.

9.2 The Secretary shall call an Ordinary General Meeting or a Special General Meeting whenever required by the President or the Committee, or upon the written request of not less than ten percent of ordinary members or three members of the committee, such written request to state the business proposed to be dealt with at that meeting, which may include any matter raised from the floor by a member present. An Ordinary General Meeting shall deal first with business of which notice has been given to the members by the Secretary and then with any matter raised from the floor by a member present.

9.3 Fourteen days' notice in writing stating the date, time and place of any Ordinary General Meeting and the proposed business to be discussed at that meeting shall be given to all members.

9.4 The Secretary or, in the case of an Ordinary General Meeting convened under Article 8.2, the members convening the meeting must give to each member at least 21 days' notice if a special resolution is to be proposed at the meeting.

9.5 The Secretary shall call a Special General Meeting whenever required by the President or the Committee, or upon the written request of not less than ten percent of the members or three committee members, such written request to state the business proposed to be dealt with at that meeting.

9.6 Twenty-one days' notice in writing stating the date, time and place of any Special General Meeting and the proposed business to be discussed at that meeting shall be given to all members.

9.7 At any Annual, Ordinary or Special General Meeting a quorum shall consist of 10% of the membership as at the date of the meeting.

9.8 At any General Meeting each member present in person may hold one proxy vote for another member provided that written Notice has been given to the Secretary seven days beforehand.

9.9 There shall be held no fewer than two General Meetings each year including the Annual General Meeting.

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10.0 COMMITTEE

10.1 The conduct of the business affairs of the Association shall be vested in a Committee.

10.2 The Committee shall consist of the following officers and members elected at the Annual General Meeting:

a) the President;
b) the Vice-President;
c) the Honorary Secretary;
d) the Honorary Treasurer;
e) four other members of whom at least one shall have graduated within the past ten years;
f) the Immediate Past President , ex officio, who shall be a member of the Committee only for the first year after she ceases to hold the office of President;
g) one representative from each branch of the Association, as elected by the respective branch.

10.3 Officers and members of the Committee shall be elected for a term of one year and shall be eligible for re-election provided that no person shall hold the office of President for more than three consecutive years.

10.4 The Committee shall have power to fill casual vacancies.

10.5 A branch may appoint any member of the Association to be an alternate to the elected representative appointed to the Committee.

10.6 A woman ceases to be a member of committee when any of the following takes place:
(a) she dies;
(b) she resigns from the committee by giving notice to the Honorary Secretary;
(c) she is absent from three consecutive committee meetings without leave;
(d) her subscription is unpaid by the date of the Annual General Meeting;
(e) she loses mental capacity; or
(f) she is removed from her position by resolution of a General Meeting following determination of a dispute according to Article 22.

10.7 A quorum at any committee meeting shall be five members, one of whom shall be the President,
the Vice-President, the Secretary or the Treasurer.

10.8 The Committee may appoint such sub-committees as it considers necessary and may delegate any of its powers to such sub-committee subject to the following:

(a) the President, ex officio, shall be a member of each sub-committee; and
(b) each sub-committee shall be responsible to and shall report to the committee.

10.9 A member of a sub-committee who is absent for three consecutive meetings without leave of absence shall cease to be a member of the sub-committee, and shall be notified by the President in writing to that effect.

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11.0 POWERS OF THE COMMITTEE

11.1 The approval of the members of the Association by Special Resolution in Annual or Special General Meeting shall be required for the exercise of any of the following powers:

(a) the borrowing of any moneys whether by debentures or otherwise the repayment of which is intended to be secured by mortgage charge or other security over the assets of the Association;
(b) the purchase or sale of any land or interest in land;
(c) the leasing or taking on lease of any property for a period exceeding twelve months (provided that such approval shall be not required merely for an extension of an existing lease which does not exceed a period of twelve months);
(d) the purchase or sale of any personal property or the entering into any contracts or arrangements where the value of the transaction exceeds ten thousand dollars;
(e) the allocation of funds in excess of ten thousand dollars.

11.2 Subject to 11.1 and subject to the Constitution all powers of the Association may be exercised by the Committee and without limiting the foregoing the Committee shall have power to do the following:

(a) make such by-laws as may be necessary for the management of their own proceedings and of the Association provided that no by-laws shall be made which are inconsistent with this Constitution and that they be ratified at the next Annual or Special General Meeting;
(b) engage and dismiss employees of the Association and exercise such administrative powers as may be necessary for carrying out the objects of the Association in accordance with the Constitution; construe the Constitution for all purposes, such construction to be final until rescinded by an Annual, General or Special General Meeting.

12.0 PROCEDURE

12.1 Annual, General or Special General and Committee Meetings of the Association shall be presided over by the President or ~~a~~ Vice-President or in their absence by a member appointed as the Chair by the meeting.

12.2 At all Meetings voting shall be either by a show of hands or by ballot.

12.3 Only financial Ordinary Members and Members Emeritae shall be eligible to vote at meetings or stand for election and office.

12.4 The decision of the Chair on all questions of order and procedure shall be final.

12.5 The Chair shall have both a deliberative and a casting vote.

12.6 Minutes shall be taken of proceedings of all Annual, General and Special General Meetings and Committee Meetings of the Association and such minutes shall be read and confirmed at the following Annual, General or Special General Meeting or Committee Meeting, respectively.

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13.0 EXECUTING DOCUMENTS AND COMMON SEAL

13.1 The Association may execute a document without using a common seal if the document is signed by any two of the following:

(a) the President;
(b) the Secretary;
(c) the Treasurer;
(d) the Vice-President.

14.0 ASSOCIATIONS' INCORPORATION ACT

It shall be the duty of the committee to see that the provisions of the Associations' Incorporation Act 2015 (as amended) are complied with and that the benefit of incorporation under that Act is maintained.

15.0 FINANCE

15.1 The Association shall open an account or accounts in the name of the Association with a financial institution from which expenditures on behalf of the Association shall be made and into which all funds received by the Association shall be promptly deposited.

15.2 Subject to any restrictions imposed by these Articles or by a General Meeting, the committee may approve expenditure on behalf of the Association.

15.3 All cheques, electronic payments, and other negotiable instruments of the Association must be signed by two committee members appointed by the committee.

15.4 For the purposes of the accounts the financial year shall commence on 1st July and terminate on 30th June.

15.5 The Treasurer shall prepare an annual statement of accounts to present to the committee for endorsement.

16.0 USE OF NAME

Publications, printed documents, submissions and appeals shall be issued in the name of Graduate Women (WA) Incorporated only by a resolution of the committee.

17.0 NEWSLETTER

The Association shall publish a newsletter from time to time which shall be sent electronically to each member or, if a member requests, by post.

18.0 ALTERATION OF CONSTITUTION

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18.1 The Constitution may be amended from time to time provided that notice of any proposed amendment shall be given in writing to an Annual or Special General Meeting and shall be placed on the agenda of the next Annual or Special General Meeting.

18.2 The full text of the proposed amendment shall be incorporated in the Notice calling the meeting.

18.3 No amendment to the Constitution shall be made except by a special resolution carried by at least three-fourths of the financial members present and voting.

19.0 DISSOLUTION

19.1 The Association may be dissolved by a special resolution at a Special General Meeting called for that purpose.

19.2 Six weeks' notice of such a Meeting shall be given to members in writing stating the time and place of the meeting and the object of calling it.

19.3 A special resolution calling for the dissolution of the Association shall be carried by a majority of at least three-fourths of the financial members present and voting.

19.4 In the event of the special resolution calling for the dissolution being carried, the assets of the Association after the satisfaction of all its debts and liabilities shall be given or transferred to some other incorporated association in Western Australia which has objects similar to the objects of the Association and which prohibits the distribution of its income and property among its members.

19.5 Allocation of the assets under subclause 19.4 shall be determined by the special resolution of the members when authorising and directing the Committee under section 24(1) of the Associations Incorporations Act 2015 to prepare a distribution plan of the surplus property of the Association.

20.0 NOTICES

Any Notice may be sent to any member at any one of her addresses entered in the register of members for the time being and such notice shall be deemed to have been given to and received by such member for any purpose required by the Constitution at the time when the Notice would be delivered in the ordinary course of post or, if sent electronically, at the time that it was sent.

21.0 CUSTODY OF RECORDS

21.1 Subject to 21.2, the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
21.2 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
21.3 Articles 21.1 and 21.2 have effect except as otherwise decided by the committee.
21.4 The books of the Association must be retained for at least 7 years.

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21.5 A member is entitled to inspect the books and records. The member may make a copy of, or take an extract from, the books or records but has no right to remove the records for the purpose.

22.0 RESOLVING DISPUTES

22.1 This procedure applies to disputes:
(a) between members; or
(b) between one or more members and the Association.

22.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

22.3 If after 14 days a resolution has not been achieved the parties to the dispute shall so report to the committee of the Association which shall appoint an external mediator.

22.4 The costs of any mediator so appointed and all other reasonable costs shall be paid in equal parts by the parties to the dispute.

22.5. If a dispute cannot be resolved under this procedure
(a) the association ; or
(b) a member of the association involved in the dispute, may make an application to the State Administrative Tribunal to have the dispute determined by that Tribunal.

22.6 The parties to the dispute shall from time to time report the outcome to the committee which shall take action required by the terms of the resolution or determination.