

Constitution of Southern Cross Postgraduate Association Incorporated (SCPA)

ABN [91 233 499 176](#)

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Part 1 - Preliminary

1 NAME

The name of the association is the Southern Cross Postgraduate Association Incorporated hereinafter referred to as the association. Where abbreviated to the acronym “SCPA” this also means the association.

2 DEFINITIONS

(1) Unless the context or subject matter otherwise requires:

“annual fee”, “annual subscription fee” and “annual membership fee” all have the same meaning the fee according to rule 14(1).

“association” means the association whose members have adopted this Constitution.

“associate member” has the meaning defined in Part 2.

“constitution” means those rules for the operation of the association set out in this Constitution.

"Director-General" means the Director-General of the Department of Services, Technology and Administration (NSW).

“entrance fee” and “admission fee” have the same meaning the fee according to rule 14(2).

“member” has the meaning defined in Part 2.

“notice address” means the last address for a person as recorded in the records of the association and may include an electronic mail address.

“office-bearer” has the meaning defined in Part 3.

"ordinary committee member" means a member of the committee who is not an office-bearer of the association.

“ordinary member” has the meaning defined in Part 2.

“postgraduate student” means a person who:

- (a) satisfies the University’s postgraduate course of study enrolment criteria,
- (b) is enrolled in an accredited postgraduate course of study,
- (c) is a current postgraduate student, and
- (d) is identifiable by University’s student number register.

"postgraduate course of study" means a course of study that:

- (a) leads to one or more of the following higher education awards:
 - i. a graduate diploma;

- ii. a graduate certificate;
- iii. a master's degree;
- iv. a doctoral degree; and

(b) does not lead to any other higher education award.

“register” means the register of members of the association.

“rules” means the provisions of this Constitution and “Rule” means any one of them.

"secretary" means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

"special general meeting" means a general meeting of the association other than an annual general meeting.

"student" means a person enrolled as a candidate in a course leading to an accredited award of the University or enrolled in units which do not lead to an accredited award of the University.

“subordinate regulations” means any code of conduct, rules, bylaws, regulations or standards issued from time to time by the association under rule 20 and “subordinate regulation” means any one of them.

“subscription fee” means the fee according to rule 14(2).

"the Act" means the *associations Incorporation Act 2009*.

"the Regulation" means the *associations Incorporation Regulation 2010*.

“University” means Southern Cross University (SCU).

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

3 EFFECT OF THE CONSTITUTION

This Constitution will have effect as contract:

- (1) between the association and each member;
- (2) between the association and each committee member and office bearer; and
- (3) between a member and each other member,

under which each member agrees to observe and perform the rules so far as they apply to that member.

4 OBJECTS OF THE ASSOCIATION

The Objects of Southern Cross Postgraduate association Incorporated are to:-

- (1) Advance and defend the rights and interests of all postgraduate students enrolled at Southern Cross University; and
- (2) Achieve and maintain specific representation of postgraduate students on all official university bodies affecting the community of postgraduate students; and
- (3) Afford members of the association a recognised means of representation and advocacy both within and outside Southern Cross University, and a recognised means of communication between them and the University authorities; and
- (4) Provide a forum for discussion, debate and networking among postgraduate students enrolled at Southern Cross University; and
- (5) Organise professional and social functions for the community of postgraduate students; and
- (6) Provide relevant and appropriate services and facilities to postgraduate students enrolled at Southern Cross University;
- (7) Carry out research identifying the educational and other needs of postgraduate students and to report such research to members of the association; and
- (8) Publish in print or electronic format specific postgraduate information bulletins and a postgraduate magazine; and
- (9) Advance the reputation of research at Southern Cross University; and
- (10) Represent and advance the rich cultural diversity, and the according equity issues associated with, the postgraduate community of the university.

5 NON-PROFIT

Benefit the association

The income and property of the association must be applied solely for the benefit and promotion of the objects of the association as set out in this constitution and no part of the income or property will be:

- (1) paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the members; or
- (2) paid to committee members as fees or other remuneration or other benefit in money or money's worth.

Exception

- (1) Nothing in this rule precludes:

- (a) payment in good faith of reasonable and proper remuneration to any committee member, office bearer or servant of the association or to any member in return for any services rendered to the association;
- (b) in the case of any committee member or office bearer who is engaged by the association as an executive office bearer, consultant or servant, any reasonable and proper remuneration for services provided to the association;
- (c) the repayment of reasonable out-of-pocket expenses, properly incurred by any office bearer.

Committee's prior approval

- (1) Any payment authorised under this rule may be made only with the prior written approval of the committee:
 - (a) for goods supplied in the ordinary and usual course of business;
 - (b) of interest at a reasonable commercial rate on money borrowed from any member;
 - (c) of reasonable commercial rent for premises demised, let or licensed by any member to the association;
 - (d) of remuneration to any office-bearers or servants of the association in return for any services rendered to the association in a professional or technical capacity, if the committee considers that the provision of the service is on reasonable commercial terms and such payment has the prior approval of the committee;
 - (e) of out-of-pocket or travel expenses incurred by an office-bearers in the performance of any duty as an office-bearers of the association where the amount payable does not exceed any amount previously approved by committee;
 - (f) of any salary or wage to an employee of the association where the terms of employment have been approved by committee.

6 DEDUCTIBLE GIFT RECIPIENT

If the endorsement of the association as a deductible gift recipient is revoked or the association's gift fund is dissolved, the following shall be transferred to another registered charity to which tax-deductible gifts can be made-any surplus:

- (a) gifts of money or property for the principle purpose of the association;
- (b) contributions made in relation to an eligible fundraising event held for the principle purpose of the association; and
- (c) money received by the association because of such gifts and contributions.

Part 2 - Membership

7 MEMBERSHIP GENERALLY

- (1) A person or entity shall not be admitted as a member of the association except as provided in this constitution.
- (2) The following persons and entities will be members of the association:
 - (a) Each person who is a member of the association as at the date on which this constitution becomes binding on the association; and
 - (b) Each person who, or entity which is admitted in accordance with this constitution, complies with this constitution and falls under one the categories of membership set out under rule 9.
- (3) “Member” generally means any person whose name appears in the Register as a member of the association subject to the qualifications of member categories in rule 9.

8 NOMINATION FOR MEMBERSHIP

- (1) In order to be admitted as an ordinary member, every applicant for membership must:
 - (a) complete and deliver to the association an application for membership in the form set out in Appendix 1 to this Constitution, and
 - (b) pay to the association the sum payable under this constitution by a member as entrance fee and annual subscription (if any) determined by the committee,
 - i. payment must accompany the application, or
 - ii. evidence of a completed payment by electronic banking,and
 - (c) must be lodged with the secretary of the association.
- (2) In order to be admitted as a member of any other type of the association, every applicant for membership must:
 - (a) complete and deliver to the association an application for membership in the form set out in Appendix 2 to this Constitution, and
 - (b) pay to the association the sum payable under this constitution by a member as entrance fee and annual subscription (if any) determined by the committee,
 - i. payment must accompany the application, or
 - ii. evidence of a completed payment by electronic banking,and
 - (c) must be lodged with the secretary of the association.
- (3) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (4) As soon as practicable after the committee makes that determination, the secretary must:

- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee does not approve the nomination, return to the nominee the payment (within the period of 28 days after the committee's determination the sum payable under this constitution by a member as entrance fee and annual subscription.
- (5) The secretary must on the committee's determination approving the nomination and on receipt of payment by the nominee of the amounts referred to in sub-rule 14(1) within the period of 28 days, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (6) Use of technology for nomination for membership
- (a) Any nomination for membership of the association in writing in the form set out in Appendix 1 or 1 to this constitution may be delivered or transmitted to the association in manners consistent with rule 55 (service of notices):
 - (i) by delivering it to the association personally, or
 - (ii) by sending it by pre-paid post to the address of the association, or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the association for giving or serving the notice, or
 - (iv) by sending it by email to the association's University email address.
 - (b) An email received by the association is taken to be signed by the person named as the sender.

9 MEMBERSHIP CATEGORIES

(1) Ordinary member

Any person who is a financial member of the association who is a postgraduate student of the University is entitled to hold any office and enjoy the privileges of the association.

(2) Associate member

Any person who is a financial member of the association but who is not a postgraduate student of the University shall not be eligible to vote and not eligible to hold any office but may otherwise enjoy the privileges of the association.

(3) Affiliated association

Any association (other entity) which is a financial member of the association but which is not a postgraduate student shall not be eligible to vote and not eligible to hold any office but may otherwise enjoy the privileges of the association.

An association (other entity) desirous of becoming an affiliated association must apply in accordance with rule 8 (nomination for membership). Each affiliated association shall appoint or elect a delegate as their representative to meetings of the committee.

(4) Patron

The association may, at its discretion, elect a patron/s or vice patron/s of the association for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote and not eligible to hold any office but may otherwise enjoy the privileges of the association.

10 CESSATION OF MEMBERSHIP

- (1) A person or entity of any of the membership categories ceases to be a member of the association if the person or entity:
 - (a) is not a member, or
 - (b) is not a postgraduate student of the University, or
 - (c) dies, or
 - (d) is found to be of unsound mind, or
 - (e) resigns membership, or
 - (f) is expelled from the association, or
 - (g) fails to pay the annual membership fee under rule 14 (2) (fees and subscriptions) within 28 days after the fee is due.
- (2) A member of any type other than an ordinary member ceases to be a member of the association if the person or other entity:
 - (a) is not affiliated or reasonably connected with the University, or
 - (b) has a receiver or receiver and manager appointed, or enters into official management, administration or liquidation; or
 - (c) being a Corporation, has a petition for its winding up presented to a court having appropriate jurisdiction, or passes a resolution of its members for its winding up, or enters into a scheme of arrangement (not being merely for the purpose of amalgamation or reconstruction), or
 - (d) resigns membership, or
 - (e) is expelled from the association, or
 - (f) fails to pay the annual membership fee under rule 14(2) (fees and subscriptions) within 28 days after the fee is due.
- (3) The committee may reinstate the member on payment of all arrears if the committee thinks fit to do so.

11 CONTINUING RIGHTS, LIABILITIES ETC

Determination of members membership will not prejudice, lessen or affect the rights, duties, liabilities and obligations of the member whether they:

- (a) arise under these rules or otherwise; or
- (b) exist at the date of the termination or arise or crystallise after that date,
- (c) and in particular, (but without limitation) that termination will not relieve a member from any obligation to record account for or pay any levies or fees referred to in these rules.

12 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the association:

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

13 RESIGNATION OF MEMBERSHIP

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 28 days (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under sub-rule (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

14 REGISTER OF MEMBERS

- (1) An applicant for membership must provide in writing, any other information in addition to that contained in the application, as the committee require.
- (2) The public officer of the association must establish and maintain a register of members of the association specifying the:
 - (a) name,
 - (b) date of birth,
 - (c) postal or residential address,
 - (d) University email address, for ordinary members,
 - (e) non-University email address for other member categories where that member is not entitled to a University email address,
 - (f) student number, for ordinary members,
 - (g) ABN, or other identification number, for other member categories where that member is not entitled to a University student number,

of each person or entity who is a member of the association together with

- (a) the date on which the person or entity became a member, and
 - (b) the date on which the person or entity ceased to be a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's business address.

- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied, subject to any privacy laws and the privacy policy of the association then current.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection, subject to any privacy laws and the privacy policy of the association then current.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

15 FEES AND SUBSCRIPTIONS

- (1) A member of the association must, on application or admission to membership, pay to the association a fee of \$1, the "entrance fee" and "admission fee", or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under sub-rule (1), a member of the association must pay to the association an annual membership fee of \$2, the "annual fee", "annual subscription fee" and "annual membership fee", or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year-on becoming a member and before 1 July in each succeeding calendar year.

16 MEMBERS' LIABILITIES

The liability of a member of the association 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, unpaid by the member in respect of membership of the association as required by rule 15 (fees and subscriptions).

17 RESOLUTION OF DISPUTES

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

18 DISCIPLINING OF MEMBERS

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, suspend the member from the association or expel the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the suspension or expulsion is warranted in the circumstances.
- (5) If the committee suspends or expels a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 19.
- (6) The suspension or expulsion does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 19,

whichever is the later.

19 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 18, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

- (3) On receipt of a notice from a member under sub-rule (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under sub-rule (3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The committee

20 POWERS OF THE COMMITTEE

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association;
- (d) may administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- (e) fix the manner in which such banking accounts shall be operated upon, subject to rule 51 (funds management), providing the committee passes all payments;
- (f) fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- (g) adjudicate on all matters brought before it which in any way affect the association;
- (h) cause minutes to be made of all proceedings at meetings of the committee and general meetings of members;
- (i) make, amend and rescind rulings and rules;
- (j) may at their discretion employ a person or persons to carry out certain duties required by the association, at salaries or remunerations for such period of time, as may be deemed necessary;
- (k) appoint an officer/s or agent of the committee to have custody of the association's records, documents and securities; and

- (l) despite any delegation, is and remains responsible for the employment and review of employees of the association, and for any contracts, MOUs or any other documents between the association and any other party, person or organisation.

21 COMPOSITION AND MEMBERSHIP OF COMMITTEE

- (1) The committee is to consist of the office-bearers of the association each of whom is to be elected at the annual general meeting of the association under rule 22.
- (2) The total number of committee members must not be less than 4.
- (3) The office-bearers of the association are as follows:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) No paid staff member of the association may be a member of the committee.
- (6) A committee member of this association may not also be a committee member of any other University student association.
- (7) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election..

Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least three (3) ordinary committee members, each of whom is to be elected at the annual general meeting of the association under [rule22](#).
- (2) The total number of committee members is to be 7.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to two (2) offices (other than both the president and vice-president offices).

(5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

22 ELECTION OF COMMITTEE MEMBERS

- (1) Nominations of candidates for election as office-bearers or as ordinary committee members of the association:
 - (a) must be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 48 hours before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer of the association must be a member of the association.

23 PRESIDENT

- (1) It is the duty of the president to:
 - (a) preside over the meetings of the committee and association, and ensure that the business of such meetings is conducted in a timely and efficient manner; and
 - (b) act as the principal spokesperson for the association, unless otherwise delegated by the committee to another member of the committee, and
 - (c) initiate business that is appropriate for action by the association; and
 - (d) act on behalf of the committee, be the liaison between the association's employees and the committee, unless otherwise delegated by the committee to another member of the committee.

24 VICE-PRESIDENT

It is the duty of the vice-president to deputise for the President in their absence.

25 SECRETARY

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

26 TREASURER

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

27 CASUAL VACANCIES

- (1) The office of a committee member becomes vacant if:
 - (a) required by the law;
 - (b) the committee member ceases to satisfy the membership criteria according to Part 2;
 - (c) the committee member is removed under these rules;
 - (d) the committee member dies or becomes mentally incapacitated;
 - (e) the committee member resigns or ceases to be a member;
 - (f) the committee member is absent from committee meetings for at least two months without the consent of the other committee members;
 - (g) the committee member becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit
 - (h) the committee member is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) the committee member is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth; or

- (j) the committee member holds any other office of profit under the association without the consent of the association in general meeting.
- (2) Where a vacancy in the office of a committee member occurs:
 - (a) the remaining committee members may continue to act;
 - (b) the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment; and
 - (c) if the number of remaining committee members is insufficient to constitute a quorum, committee members may act only for the purpose of increasing the number of committee members to that required to constitute a quorum or to convene a general meeting.

28 REMOVAL OF COMMITTEE MEMBERS

- (1) The association in general meeting may by resolution remove any member of the committee from the office of committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in sub-rule (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

29 COMMITTEE MEETINGS AND QUORUM

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any three (3) members of the committee entitled to vote on any motion that may be moved by the meeting constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) A quorum of committee members must be present throughout each committee meeting. If a quorum is not present at any time the meeting is not validly convened but without affecting the validity of any business conducted before the absence of a quorum occurs.
- (7) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

30 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

31 VOTING AND DECISIONS

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

- (2) 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 29 (5), the committee may act despite any vacancy on the committee.
- (4) All things done by committee meetings or by a sub-committee appointed by the committee or by any person acting as a committee member will be valid even though it subsequently becomes known:
 - (a) that there were some defect in the appointment of a person to be a committee member or a member of the committee, or to act as a committee member; or
 - (b) that the person appointed was disqualified.
- (5) Circulating resolutions of the association

Resolutions

- (a) The committee members of the association may pass a resolution without a committee members' meeting being held if all the committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Copies

- (b) Separate copies of a document may be used for signing by committee members if the wording of the resolution and statement is identical in each copy.

When the resolution is passed

- (c) The resolution is passed when the last committee member signs.

Note: Passage of a resolution under this rule must be recorded in the association's minute books.

32 EXECUTION OF DOCUMENTS

The association executes a document if the document is signed by:

- (1) two committee members; or
- (2) one committee member where authorised by resolution of a committee meeting; or
- (3) the committee member and the public officer, where the public officer is not a member of the association and is a lawyer.

33 PROCEEDINGS OF THE COMMITTEE

Use of technology

Any committee meeting may be conducted at more than one venue by using any technology that gives each committee member reasonable opportunity to participate in the meeting and permits each committee member present to hear and be heard by each of the other committee members present.

Part 4 - General meetings

34 ANNUAL GENERAL MEETINGS-HOLDING OF

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

35 ANNUAL GENERAL MEETINGS-CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the association is, subject to the Act and to rule 33, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

36 SPECIAL GENERAL MEETINGS-CALLING OF

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the

members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in sub-rule (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

37 NOTICE

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-rule (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 35(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

38 QUORUM FOR GENERAL MEETINGS

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Seven members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

39 PRESIDING MEMBER

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

40 ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

41 MAKING OF DECISIONS

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot-a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

42 SPECIAL RESOLUTIONS

A special resolution may only be passed by the association in accordance with section 39 of the Act.

43 VOTING

- (1) On any question arising at a general meeting of the association a member has one vote only.

- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

44 PROXY VOTES NOT PERMITTED

Proxy voting must not be undertaken at or in respect of a general meeting.

45 POSTAL BALLOTS

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under rule 19).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

46 INSURANCE

- (1) The association may effect and maintain insurance.
- (2) To the extent permitted by law, the association may ensure or pay any premiums on a policy of insurance for a committee member or office bearer of the association against any liability for which the association indemnifies the committee member or office bearer under rule 47.

47 INDEMNITY AGAINST LIABILITY

To the extent permitted by law, the association may indemnify every person who is, or has been, a committee member or office bearer of the association against:

- (a) any liability incurred by them in their capacity as committee member or office bearer, to a person other than the association, except where the liability relates to a wilful breach of duty or a contravention of the *Corporations Act* 2001, sections 181 to 184;
- (b) any liability for legal costs expenses incurred by them in defending any proceedings in which judgement is given in their favour; or
- (c) any liability for legal costs or expenses incurred by them in defending any proceedings in which they are acquitted or the court grants relief in their favour.

48 RESOLUTION TO GRANT INDEMNITY

The committee member may vote in favour of a resolution that the association grant an indemnity pursuant to rule 47, take insurance will pay premiums on an insurance policy pursuant to rule 46 even though the committee member is a direct and material interest in the outcome of the resolution.

49 FUNDS-SOURCE

- (1) The funds of the association are to be derived from:
 - (a) entrance fees and annual subscriptions of members,
 - (b) grants from the University,
 - (c) contracts with the University to provide services,
 - (d) donations, and
 - (e) subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Grants and contracts are anticipated and understood to be associated with and comply with the Student Services and Amenities Fee (SSAF) generated by a levy on students according to the *Higher Education Support Act 2003* (HESA).

50 FUNDS-MANAGEMENT

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All payment transactions, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) persons authorised to do so by the committee and whose names are recorded in the association's register of authorised signatories for funds-management.
- (3) The authorised signatories referred to in sub-rule (2) above must include a minimum of one committee member and a maximum of one employee. For clarity, two authorised committee members satisfy the requirement.
- (4) "Signed" for the purposes of funds-management includes a system of electronic commerce, electronic funds transfer, provided by an Australian authorised deposit taking institution that supports multiple (minimum of two (2)) electronic signatures / authorisations and provides immediate verifiable or auditable reporting.
- (5) The association in general meeting may by resolution adopt Funds-Management rules, so long as those rules do not abrogate sub-rule (2).

(6) Reserves**Make reserve**

(a) The committee may:

- (i) write off from the association's earnings any amount for loss or depreciation of any property;
- (ii) set-aside any amount of the associations profits,

as a reserve fund to meet contingencies or for repairing, improving and or maintaining any of the association's property and/or for any other purposes which are conducive to the interests of the association.

Deal with reserve

(b) The committee may:

- (i) invest, lend or dispose of any reserved amounts in any way;
- (ii) deal with, very and dispose of any amounts or parts of them for the benefit of the association;
- (iii) divide the reserve fund into special funds; and all
- (iv) employ the assets constituting the reserve fund in the business of the association and without being bound to keep the same separate from other assets.

51 CHANGE OF NAME, OBJECTS AND CONSTITUTION

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

52 CUSTODY OF BOOKS ETC

Except as otherwise provided by this constitution, the register of members must be kept in New South Wales:

- (a) at the main premises of the association, or
- (b) at the association's official address.

53 INSPECTION OF BOOKS ETC

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

- (2) A member of the association may obtain a copy of any of the documents referred to in sub-rule (1) on payment of a fee of not more than \$1 for each page copied.

54 SERVICE OF NOTICES

Form of notice

- (1) Any notice or other communication in connection with this Constitution must be in writing and signed by the person giving the notice in be addressed to the notice address of the person to whom it is to be given.

Time of delivery

- (2) The notice or other communication will be deemed to be received:
- (a) in the case of a posted letter, on the third day after posting;
 - (b) in the case of delivery by generally recognised overnight courier, on the second day after dispatch with that carrier;
 - (c) in the case of personal delivery, on the date of delivery;
 - (d) in the case of a facsimile transmission, at the time recorded on the transmission report from the machine from which the facsimile was sent; or
 - (e) in the case of transmission by electronic mail, on the business day after it is sent. This method of service is effective only if the medium's report states that it was sent in full and without error in the message is not rejected or undeliverable as evidenced by a message to that effect received by the sender.

55 FINANCIAL YEAR

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31December.

Appendix1 Application for membership of association

(Rule 8 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Southern Cross Postgraduate Association Incorporated (incorporated under the *associations Incorporation Act2009 (NSW)*)

ABN [91 233 499 176](#)

I,

[full name of applicant]

[date of birth]

of

[postal or residential address]

[University email address, for ordinary members]

[student number, for ordinary members]

[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

Signature of applicant

Date:

I,

[full name]

a member of the association, nominate the applicant for membership of the association.

Signature of proposer

Date:

I,

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

Signature of seconder

Date:

Appendix 2 Application for membership of association

(Rule 8 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Southern Cross Postgraduate Association Incorporated (incorporated under the *associations Incorporation Act 2009 (NSW)*)

ABN [91 233 499 176](#)

I/We,

[full name of applicant]

of

[postal or residential address]

[affiliation or reasonable connection with the University]

[University email address, for ordinary members]

[non-University email address for other member categories where that member is not entitled to a University email address]

[University number]

[ABN, or other identification number, for other member categories where that member is not entitled to a University student number]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

Signature of applicant

Date:

I,

[full name]

a member of the association, nominate the applicant for membership of the association.

Signature of proposer

Date:

I,

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

Signature of seconder

Date:

Form A Postal ballot paper

[Associations Incorporation Regulation 2010](#) (Schedule 3, rule 3 (3))

Note:

Before completing this ballot paper, please read the “How to vote” section below.

Name of association: **Southern Cross Postgraduate Association Incorporated (SCPA)**

ABN [91 233 499 176](#)

Ballot of members to determine the following proposal:

.....
.....
.....

Do you support the above proposal? (Please write YES or NO in the box)

The ballot will close at [time] on [date].

How to vote

- (1) Read these directions and the ballot paper carefully.
- (2) If:
 - (a) you are in favour of the proposal—write the word “YES” in the box provided above,
or
 - (b) you are not in favour of the proposal—write the word “NO” in the box provided above.
- (3) After marking the ballot paper, fold it and place it in the inner envelope provided and seal the envelope. Then place the inner envelope in the envelope addressed to the returning officer.
- (4) Forward this envelope either by post or personal delivery so as to reach the returning officer not later than the time and date set out above.
- (5) Unless the ballot paper is marked as indicated in 3 above and the details referred to in 2 above are completed in full, your vote may be rejected as informal.