



GCAP

GOLD COAST ASSOCIATION
OF POSTGRADUATES

Constitution

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1. Introductory provisions

1.1. Interpretation

- 1.1.1. In this Constitution:
- a. **Association** means Gold Coast Association of Postgraduates
 - b. **Board** means the constituted decision-making body of the association;
 - c. **Campus** means the Griffith University Gold Coast campus;
 - d. **General Manager** means the General Manager of the Student Guild;
 - e. **Postgraduate** means a student identified by the University as currently enrolled in postgraduate study;
 - f. **Regulations** means the Regulations of the association made pursuant to this Constitution;
 - g. **Simple majority** means more than 50%;
 - h. **Special resolution** means a resolution that is passed at a general meeting (including the annual general meeting) by the votes of at least 75% of the members who are present and voting;
 - i. **Student** means a student currently enrolled at the Griffith University Gold Coast;
 - j. **Student Guild** means the Griffith University Gold Coast Student Guild;
 - k. **University** means Griffith University Gold Coast campus;
- 1.1.2. A word or expression that is not defined in this Constitution is to be interpreted by the General Manager of the Student Guild.
- 1.1.3. Words in the singular shall include the plural, words in the plural shall include the singular and words importing the masculine gender shall include the feminine, and vice versa.

1.2. Name

- 1.2.1. The name of the association is **Gold Coast Association of Postgraduates**.

1.3. Legal status

- 1.3.1. The association is an associated body of the Griffith University Gold Coast Student Guild.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the association are:
- a. to enhance the academic, cultural, and social experience for students enrolled in postgraduate studies at the University;
 - b. to provide and promote support services for postgraduate students of the University;
 - c. to aid in the development of a postgraduate community;
 - d. to promote an inclusive campus for all;
 - e. to do all such things as are incidental or conducive to the attainment of any or all of the above objects.

2.2. Powers

- 2.2.1. Subject to this Constitution and any Regulations made pursuant to this Constitution, and for the purpose of achieving the objects of the association, the association has the powers assigned to it by the Student Guild.
- 2.2.2. The association shall use and apply its income and property solely in promotion of its objects and in the exercise of its powers.
- 2.2.3. No portion of the income and property of the association shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the association.

3. Membership

3.1. Classes of membership

- 3.1.1. The membership of the association consists of the following classes:
- a. Ordinary members:
 - i Ordinary membership of the association is open to postgraduate students of the University;
 - ii Ordinary members must be at least 18 years of age and support the objects, Regulations and codes of conduct of the association;
 - iii If an ordinary member is no longer eligible as per clause 3.1.1.a.i, he or she ceases to be an ordinary member;
 - iv Ordinary members are entitled to access the services, events, activities, and resources of the association;
 - v Ordinary members are entitled to attend, participate in discussion and debate, and vote at general meetings of the association;
 - vi Ordinary members are eligible for appointment to the Board.

- b. Honorary members:
 - i Honorary membership is open to persons who have rendered extraordinary and meritorious service to the association for an extended period as determined by the Board.
 - ii Honorary members must be at least 18 years of age, support the objects, Regulations and codes of conduct of the association and must be deemed by the Board to be of value to the association in pursuance of its objects.
 - iii Honorary members do not apply for membership; the Board bestows membership upon honorary members.
 - iv Honorary members are not entitled to vote at general meetings of the association.
 - v Honorary members are not eligible for appointment to the Board.
 - vi Honorary members are not required to pay an annual subscription.

3.1.2. The number of members in each class of membership is unlimited.

3.2. Application

3.2.1. An application for membership must be in the form decided by the Board.

3.3. Resignation from membership

3.3.1. A member may resign from the association by giving a written notice of resignation to the Secretary.

3.3.2. The resignation takes effect at:

- a. the time the notice is received by the Secretary; or
- b. if a later time is stated in the notice, the later time.

3.4. Termination of membership

3.4.1. The Board may terminate a member's membership if the member:

- a. is convicted of an indictable offence;
- b. does not comply with any of the provisions of this Constitution;
- c. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

3.4.2. Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.

3.4.3. If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary of the Board must give the member a written notice of the decision.

3.5. Appeal against termination of membership

- 3.5.1. A member whose membership has been terminated may give the Secretary written notice of their intention to appeal against the decision.
- 3.5.2. A notice of intention to appeal must be given to the Secretary within seven days after the member receives written notice of the decision.
- 3.5.3. If the Secretary receives a notice of intention to appeal, the Secretary must, within 14 days after receiving the notice, call a general meeting to decide the appeal.
- 3.5.4. The general meeting to decide an appeal must be held within 28 days after the Secretary receives the notice of intention to appeal.
- 3.5.5. At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- 3.5.6. The Board and the members of the Board who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
- 3.5.7. An appeal must be decided by a simple majority vote of the members present and voting at the meeting.

3.6. Register of members

- 3.6.1. The Board must keep a register of members of the association.
- 3.6.2. The register must include:
 - a. the full name and student number of the member;
 - b. the date of admission as a member;
 - c. the date of death or time of resignation of the member;
 - d. details about the termination or reinstatement of membership;
 - e. any other particulars the Board decides.

3.7. Prohibition on use of information on register of members

- 3.7.1. A member of the association must not:
 - a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes;
 - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

4. The Board and subcommittees

4.1. Membership of the Board

- 4.1.1. The Board of the association consists of:
 - a. President;
 - b. Vice President;
 - c. Secretary;
 - d. Director of Events;
 - e. Director of Funding and Awards;
 - f. Director of Communications;
 - g. Director of Equity;
 - h. Student Guild President.
- 4.1.2. The Secretary and Student Guild President are not eligible to vote at Board meetings of the association.
- 4.1.3. A member of the Board, other than the Secretary and the Student Guild President, must be a member of the association.
- 4.1.4. A member may hold a maximum of one Board position.
- 4.1.5. The positions of Director of Events, Director of Funding and Awards, Director of Communications and Director of Equity may be shared under the following conditions:
 - a. No more than two people may share a position;
 - b. There remains one vote per position;
 - c. Clause 4.3.4 applies to the appointment of shared Board positions.
- 4.1.6. A member of the association may be appointed to a casual vacancy on the Board under clause 4.7.

4.2. The Secretary

- 4.2.1. The Secretary shall be appointed by the General Manager of the Student Guild.
- 4.2.2. The Secretary's functions include, but are not limited to:
 - a. calling meetings of the association, including preparing notices of meetings and of the business to be conducted at the meetings in consultation with the Board;
 - b. keeping minutes of each meeting;
 - c. keeping copies of all correspondence and other documents relating to the association;
 - d. maintaining the register of members of the association.

4.3. Appointing the Board

- 4.3.1. The Secretary will chair an appointment committee.
- 4.3.2. The appointment committee will:
 - a. consist of people knowledgeable of the objects, powers and activities of the association;
 - b. consist of people recommended by the Secretary and approved by the Board;
 - c. not include any person seeking an appointment as a member of the Board of the association;
 - d. as much as possible, be representative of the membership of the association;
 - e. contain a minimum of three and a maximum of five people.
- 4.3.3. The appointment committee will call for nominations at least 14 days prior to the close of nominations.
- 4.3.4. The Secretary will distribute selection criteria and details of the nomination process for candidates seeking appointment to the Board when calling for nominations.
- 4.3.5. The appointment committee will appoint all members of the Board.
- 4.3.6. The appointments are to be completed prior to the annual general meeting of the association.
- 4.3.7. Candidates must make and give a written statement that they are eligible for appointment to the Board.
- 4.3.8. A person is not eligible to be appointed as a member of the Board if:
 - a. the person has been convicted:
 - i on indictment; or
 - ii summarily and sentenced to imprisonment, other than in default of payment of a fine; and
 - iii the rehabilitation period in relation to the conviction has not expired; or
 - b. under the *Bankruptcy Act 1966 (Cwlth)* or the law of an external territory or another country, the person is an undischarged bankrupt; or
 - c. the person has executed a deed of arrangement under the *Bankruptcy Act 1966 (Cwlth)*, part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
 - d. the person's creditors have accepted a composition under the *Bankruptcy Act 1966 (Cwlth)*, part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition; or
 - e. the person appears on any Australian register of persons who are disqualified from managing a corporation or being a responsible person for a legal entity; or
 - f. the person is under the age of 18 years.

- 4.3.9. In this section, rehabilitation period has the meaning given in the Criminal Law (Rehabilitation of Offenders) Act 1986.

4.4. Board member terms

- 4.4.1. Each Board member holds office for a one-year term from 1 July to 30 June in the following year.
- 4.4.2. At 30 June each year, the members of the Board must retire from office, but are eligible, on nomination, for re-appointment.

4.5. Board powers

- 4.5.1. Subject to this Constitution or a resolution of the members of the association carried at a general meeting, the Board has the general control and management of the administration of the affairs of the association and may exercise the powers of the association in furtherance of its objects.
- 4.5.2. Subject to the approval of the General Manager of the Student Guild, the Board has authority to interpret the meaning of this Constitution and any matters relating to the association on which the Constitution is silent.

4.6. Duties of Board members

- 4.6.1. Board members shall carry out the duties described by this Constitution and any Regulations made pursuant to this Constitution to the satisfaction of the Board.
- 4.6.2. Board members must at all times act with due care, diligence and honesty in the best interests of the association.

4.7. Vacancies on the Board

- 4.7.1. A casual vacancy on the Board shall be deemed to occur if a Board member:
- a. resigns from office;
 - b. is no longer eligible to be a member of the association;
 - c. is no longer eligible to be a member of the Board under clause 4.3.8;
 - d. dies;
 - e. is absent from three consecutive meetings of the Board without leave of the Board;
 - f. is removed from office by a resolution of the Board as per clause 4.8.
- 4.7.2. If a casual vacancy on the Board occurs, the continuing members of the Board may appoint another member of the association to fill the vacancy for the remainder of the term of office.
- 4.7.3. The continuing members of the Board may act despite a casual vacancy on the Board.
- 4.7.4. However, if the number of Board members is less than the number fixed under clause 5.2.1 as a quorum of the Board, the continuing members may act only to:

- a. increase the number of Board members to the number required for a quorum;
- b. call a general meeting of the association.

4.8. Resignation or removal of a Board member

- 4.8.1. A member of the Board may resign from office by giving written notice of resignation to the Secretary. Such resignation shall take effect at:
 - a. the time the notice is received by the Secretary; or
 - b. if a later time is stated in the notice and is approved by the Board, the later time.
- 4.8.2. A member of the Board may be removed from office at a general meeting of the association if a simple majority of the members present and voting at the meeting vote in favour of removing the member.
- 4.8.3. A Board member may be removed from office by the passing of a resolution at a general meeting if the Board member:
 - a. contravenes or fails to comply with any of the provisions of this Constitution and any Regulations made pursuant to this Constitution;
 - b. wilfully performs an act that might endanger the safety or health of a person, or damage or destroy any property of the association, the Student Guild or the University;
 - c. wilfully performs an act that might disrupt any activity of the association or be detrimental to the association;
 - d. is in violation of the student charter of the University;
 - e. makes a frivolous or vexatious complaint against a Board member under this section.
- 4.8.4. Before a vote of members is taken about removing the Board member from office:
 - a. The allegation against the member must be presented and described;
 - b. The member must be given a full and fair opportunity to show why he or she should not be removed from office.
- 4.8.5. A Board member has no right of appeal against the Board member's removal from office under this clause.

4.9. Acts not affected by defects or disqualifications

- 4.9.1. An act performed by the Board, a subcommittee or a person acting under the direction of the Board is taken to have been validly performed.
- 4.9.2. Clause 4.9.1 applies even if the act was performed when:
 - a. there was a defect in the appointment of a member of the Board, subcommittee or person acting under the direction of the Board;
 - b. there was an informality or irregularity in the appointment of a Board member, subcommittee member or person acting under the direction of the Board.

4.10. Appointment and meetings of subcommittees

- 4.10.1. The Board may appoint one or more subcommittees consisting of members of the association considered appropriate by the Board to assist in the conduct of the association's operations.
- 4.10.2. A member of the subcommittee who is not a member of the Board is not entitled to vote at Board meetings.
- 4.10.3. A subcommittee may elect a chairperson of its meetings.
- 4.10.4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 4.10.5. A subcommittee may meet and adjourn as it considers appropriate.
- 4.10.6. A question arising at a subcommittee meeting is to be decided by a simple majority vote of the members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.

5. Board meetings

5.1. Meetings of the Board

- 5.1.1. Subject to this clause, the Board must meet at least once per semester, or as frequently as it considers appropriate.
- 5.1.2. The Board may decide how a meeting is to be called.
- 5.1.3. The President is to preside as chairperson at a Board meeting.
- 5.1.4. If there is no President or if the President is not present within 30 minutes after the time fixed for a Board meeting, the Vice President shall preside as chairperson.
- 5.1.5. If both the President and Vice President are not present within 30 minutes after the time fixed for a Board meeting, the Board members present may elect one of their number to preside as chairperson at the meeting.
- 5.1.6. Notice of a meeting is to be given in the way decided by the Board.
- 5.1.7. The Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
 - a. A Board member who participates in the meeting as mentioned in clause 5.1.7 is taken to be present at the meeting.
- 5.1.8. A question arising at a Board meeting is to be decided by a simple majority vote of the members of the Board present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 5.1.9. A member of the Board must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does have an interest in the contract or proposed contract, the interest must be declared and the member

must not participate in discussion or debate about the contract or proposed contract.

5.2. Quorum for, and adjournment of, Board meetings

- 5.2.1. At a Board meeting, more than 50% of the members appointed to the Board form a quorum.
- 5.2.2. If there is no quorum within 30 minutes after the time fixed for a Board meeting:
 - a. the meeting is to be adjourned for at least one day;
 - b. the members of the Board who are present are to decide the day, time and place of the adjourned meeting.
- 5.2.3. If, at an adjourned meeting mentioned in clause 5.2.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

5.3. Extraordinary meeting of Board

- 5.3.1. If the Secretary receives a written request signed by at least 33% of the members of the Board, the Secretary must call an extraordinary meeting of the Board by giving each member of the Board notice of the meeting within seven days after the Secretary receives the request.
- 5.3.2. If the Secretary is unable or unwilling to call the extraordinary meeting of the Board, the President must call the meeting.
- 5.3.3. A request for an extraordinary meeting must state:
 - a. why the extraordinary meeting is called;
 - b. the business to be conducted at the meeting.
- 5.3.4. A notice of an extraordinary meeting must state:
 - a. the day, time and place of the meeting;
 - b. the business to be conducted at the meeting.
- 5.3.5. Only the business listed on the notice of an extraordinary meeting of the Board may be conducted at the meeting.
- 5.3.6. An extraordinary meeting of the Board must be held within 14 days after notice of the meeting is given to members of the Board.

5.4. Minutes of Board meetings

- 5.4.1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are kept.
- 5.4.2. To confirm the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

5.5. Resolutions of Board without meeting

- 5.5.1. A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 5.5.2. A resolution mentioned in clause 5.5.1 may consist of several documents in like form.

6. Meetings of members

6.1. Annual general meetings

- 6.1.1. The association's annual general meeting must be held on or before 30 June of each year.

6.2. Business to be conducted at annual general meetings

- 6.2.1. The following business must be conducted at each annual general meeting of the association:
 - a. receiving a report from the association's President;
 - b. receiving a report from the association's Secretary;
 - c. presenting the financial statements for the last reportable financial year;
 - d. presenting the appointed members of the Board;
 - e. any other business submitted by a member at least seven days prior to the annual general meeting.

6.3. Notice of general meetings

- 6.3.1. The Secretary may call a general meeting of the association.
- 6.3.2. The Secretary must give at least 14 days notice of the meeting to each member of the association.
- 6.3.3. If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 6.3.4. The Board may decide the way in which the notice is to be given.
- 6.3.5. However, notice of the following meetings must be given in writing:
 - a. a meeting called to hear and decide an appeal against the Board's decision to terminate a member's membership of the association;
 - b. a meeting called to hear and decide a proposed special resolution of the association.
- 6.3.6. Notice of a general meeting must:
 - a. state the place, day, and time of the meeting;
 - b. state the business to be conducted at the meeting;
 - c. include a call for general business.

6.4. Special general meetings

- 6.4.1. The Secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
 - a. being directed to call the meeting by the Board;
 - b. being given a written request signed by the greater of 20 members or 5% of total membership;
 - c. being given a written notice of an intention to appeal against the decision of the Board to terminate a member's membership.
- 6.4.2. A request mentioned in clause 6.4.1.b must state:
 - a. why the special general meeting is being called;
 - b. the business to be conducted at the meeting.
- 6.4.3. A special general meeting must be held within 28 days after the Secretary:
 - a. is directed to call the meeting by the Board;
 - b. is given the written request mentioned in clause 6.4.1.b;
 - c. is given the written notice of an intention to appeal mentioned in clause 6.4.1.c.
- 6.4.4. If the Secretary is unable or unwilling to call the special general meeting, the President must call the meeting.
- 6.4.5. Only the business listed on the notice of a special general meeting may be conducted at the meeting.

6.5. Quorum for, and adjournment of, general meetings

- 6.5.1. At a general meeting, the fewer of 25 members or 10% of total membership shall form a quorum.
- 6.5.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 6.5.3. If quorum lapses at any point during a general meeting, the meeting will be suspended for 30 minutes.
- 6.5.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the association under clause 6.4.1.b, or after such a meeting is suspended under clause 6.5.3, the meeting lapses.
- 6.5.5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the association, or after such a meeting is suspended under clause 6.5.3:
 - a. the meeting is to be adjourned for at least seven days;
 - b. the Board is to decide the day, time and place of the adjourned meeting.
- 6.5.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- 6.5.7. If a meeting is adjourned under clause 6.5.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 6.5.8. The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless the meeting is adjourned for more than 30 days.
- 6.5.9. If the meeting is adjourned for more than 30 days, notice of the adjourned meeting must be given in the same way as notice was given for the original meeting.

6.6. Procedure at general meetings

- 6.6.1. At each general meeting:
 - a. the President is to preside as chairperson;
 - b. If there is no President or if the President is not present within 30 minutes after the time fixed for a general meeting, the Vice President shall preside as chairperson;
 - c. If both the President and Vice President are not present within 30 minutes after the time fixed for a general meeting, the members present may elect one of their number to preside as chairperson at the meeting;
 - d. the chairperson must conduct the meeting in a proper and orderly way.

6.7. Voting at general meetings

- 6.7.1. A question, matter or resolution arising at a general meeting, other than a special resolution, is to be decided by a simple majority vote of members present and voting and, if the votes are equal, the chairperson has a casting vote.
- 6.7.2. Each member present at a general meeting is entitled to one vote.
- 6.7.3. Proxies are not permitted.
- 6.7.4. The method of voting is to be decided by the Board.
- 6.7.5. However, if a simple majority of the members present demand a secret ballot, voting must be by secret ballot.
- 6.7.6. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 6.7.7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

6.8. Minutes of general meetings

- 6.8.1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are kept.
- 6.8.2. To confirm the accuracy of the minutes, the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.

- 6.8.3. If asked by a member of the association, the Secretary must, within 28 days after the request is made, make the minutes for a particular general meeting available to the member.

7. Constitution and Regulations

7.1. Alteration to Constitution

- 7.1.1. This Constitution may be amended by a special resolution carried at a general meeting.
- 7.1.2. However, an amendment is valid only if it is approved by the General Manager of the Student Guild.
- 7.1.3. Notice of amendments to the Constitution must be distributed to members at least seven days prior to the general meeting at which the Constitution is to be amended, except where:
- a. The amendment is not substantive (e.g., correcting a typographical error);
 - b. The amendment clarifies but does not change the meaning of the Constitution.
- 7.1.4. Amendments to the Constitution proposed under clauses 7.1.3.a and 7.1.3.b do not require notice.

7.2. Regulations

- 7.2.1. The Board may make, amend or repeal Regulations, not inconsistent with this Constitution, for the internal management of the association.
- 7.2.2. This Constitution prevails if any regulation is inconsistent with this Constitution.

8. Finance and administration

8.1. Financial year

- 8.1.1. The financial year of the association is 1 January to 31 December in each year.

8.2. Funds and accounts

- 8.2.1. All assets of the association shall be held by the Student Guild.
- 8.2.2. The income and property of the association must be used solely in promoting its objects and exercising its powers.
- 8.2.3. At the beginning of each financial year, the Board shall create an operational budget for approval by the Student Guild.
- 8.2.4. The Board shall keep such accounting and associated records as shall correctly record and explain all financial transactions of the association.

8.3. Documents and records

- 8.3.1. The Secretary must ensure the safe custody of all documents and records of the association.
- 8.3.2. If asked by a member of the association, the Secretary must, within 28 days after the request is made, make any documents or records of the association, other than confidential documents and records, available to the member.
- 8.3.3. Documents and records deemed to be confidential are:
 - a. in camera minutes and any documents related to in camera minutes;
 - b. commercial-in-confidence materials;
 - c. any other document or record declared confidential by a resolution of the Board.

8.4. Dissolution

- 8.4.1. If upon winding up or dissolution of the association there remains, after satisfaction of all its debts and liabilities, any income or property whatsoever, the same shall not be paid or distributed among the members of the association, but shall be distributed to the Student Guild.