



CONSTITUTION

ADELAIDE UNIVERSITY POSTGRADUATE STUDENTS' ASSOCIATION INCORPORATED

5 May 2005

**CONSTITUTION OF THE ADELAIDE UNIVERSITY
POSTGRADUATE STUDENTS' ASSOCIATION INCORPORATED**

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CONSTITUTION OF THE ADELAIDE UNIVERSITY POSTGRADUATE STUDENTS' ASSOCIATION INCORPORATED

1. NAME

- 1.1. The name of the Incorporated Association is Adelaide University Postgraduate Students' Association Incorporated referred to herein as the Association.

2. DEFINITIONS

- 2.1. In this Constitution, unless the contrary intention appears:

Academic day means any day on which lectures are scheduled to be conducted by the University;

Act means the Associations Incorporation Act, 1985;

AUU means the Adelaide University Union;

Commission means the Corporate Affairs Commission;

Council means the governing Council of the Association;

Member means a member of the Association;

Postgraduate Student means any student currently enrolled in courses that require the prior completion of a University degree and includes Honours students;

Regulations means the regulations of the Association made by the Council in accordance with Rule 26;

Special Council Resolution means a resolution of Council approved by two thirds of the voting members present;

University means the University of Adelaide.

3. OBJECTS AND PURPOSE

- 3.1. Purpose:

3.1.1. to monitor and ensure the welfare of Postgraduate Students in the University and to encourage and assist the University in the provision of student services;

3.1.2. to foster awareness and understanding of the interests of Postgraduate Students in the University and to encourage and assist the University in improving the quality of postgraduate education at the University.

- 3.2. Objects:

- 3.2.1. Membership

representation

- (a) to represent students enrolled for postgraduate courses of study at the University and members of the Association;

advocacy and promotion

- (b) to provide an independent voice for, and promote the interests of, the postgraduate community of the University;

- (c) to promote and defend the rights of all Members to education on the basis of equality, without regard to race, colour, sex, sexuality, age, disability, economic circumstances, political, religious or ideological conviction, or national or social origin;
- (d) to maintain and improve the collective and individual welfare of the Members of the Association;

pursue objects

- (e) to communicate, liaise and co-operate with the University's various departments and student organisations and with community bodies within or outside the University thus furthering the interests of Postgraduate Students and ensuring effective lobbying and understanding of issues relevant to Postgraduate Students;
- (f) to do all within its powers to initiate and achieve policy objectives to further these objects;

social and intellectual life

- (g) to promote the social and intellectual life of the Members of the Association;

communication

- (h) to disseminate information of interest to Members of the Association, or in the interests of the Members of the Association;

amenities and services

- (i) to obtain amenities and services for students enrolled for postgraduate courses of study in the University and for Members of the Association.

3.2.2. Association:

independence

- (a) to promote and defend the principle the Association should be autonomous and free from political interference;

promote Association

- (b) to ensure that the existence of the Association is made relevant and known to all students, particularly Postgraduate students (including Honours students);

support activities

- (c) to provide financial and organisational support for activities and programs relevant or incidental towards the achievement of the Association objectives;

improvement

- (d) to maintain and improve the structure, facilities and working environment within the Association;

maintain relevance

- (e) to promote and maintain the relevance, purpose and direction of the Association by making education, welfare and research the strong building blocks of the Association;

incidental

- (f) to do all such other things as are conducive or incidental to the attainment of the above functions and objects or any of them.

4. POWERS

- 4.1. The Association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

- 5.1. All Postgraduate Students who qualify as members of the AUU shall be deemed ordinary Members of the Association.
- 5.2. The Council shall have the power to create additional membership classes from time to time by Regulation.
- 5.3. Only ordinary Members of the Association may stand for election to any office of the Association or be eligible to vote in any election of the Association or at any meeting of the Association.

6. SUBSCRIPTIONS

- 6.1. The subscription fees for each class for membership shall be such sum, as the ordinary Members shall determine from time to time in general meeting.
- 6.2. In such an event, the subscription fees of each class of membership shall be payable annually on 31 March or at such other time as the Council shall determine from time to time.
- 6.3. Any Member whose subscription fees are outstanding for more than 3 months after the due date for payment shall cease to be a Member of the Association, provided always that the Council may reinstate such a person's membership on such terms as it thinks fit.

7. RESIGNATION

- 7.1. A member, other than an ordinary Member, may resign from membership of the Association by giving written notice thereof to the Council of the Association. Any Member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the Association.

8. EXPULSION OF A MEMBER

- 8.1. Subject to giving a Member an opportunity to be heard or to make a written submission, the Council may resolve to expel a Member, other than an ordinary Member, upon a charge of misconduct detrimental to the interests of the Association.
- 8.2. Particulars of the charge shall be communicated to the Member at least 1 calendar month before the meeting of the Council at which the matter will be determined.
- 8.3. The determination of the Council shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to sub-rule 8.4, cease to be a Member 14 days after the Council has communicated its determination to the Member.

- 8.4. It shall be open to a Member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or public officer of the Association within 14 days after the determination of the Council has been communicated to the Member.
- 8.5. In the event of an appeal under sub-rule 8.4 the appellant's membership of the Association shall not be terminated unless the determination of the Council to expel the Member is upheld by the Members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Council is upheld.

9. THE COUNCIL

- 9.1. The affairs of the Association shall be managed and controlled exclusively by its Council which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by this Constitution or by Regulation required to be done by the Association in some other way.
- 9.2. The Council shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.
- 9.3. The Executive
- 9.3.1. The Executive shall comprise President, Vice-President, Secretary, Treasurer and Women's Officer.
- 9.3.2. The Executive shall meet whenever deemed necessary by the President.
- 9.3.3. At Executive Meetings three members shall constitute a quorum.
- 9.4. The Executive shall be responsible for carrying out the everyday business of the Association, and shall meet whenever decisions or actions must occur between Council meetings but there is no prior resolution; in which case they shall report such decisions or actions retrospectively to the next Council meeting.
- 9.5. The Executive shall have power to apply properties belonging to the Association and to open and operate banking accounts for the furtherance, promotion and execution of the objects of the Association subject to the ratification of the Council.
- 9.6. The Council
- 9.6.1. The Council shall comprise the President; Vice-President; Secretary; Treasurer; Women's Officer and
- up to ten (10) other Members who may (but not necessarily) be elected or appointed to represent an equity category such as:
- (a) an Aboriginal and Torres Strait Islander body;
 - (b) an overseas student body;
 - (c) student bodies of other campuses or teaching hospitals of the University of Adelaide;
- or other equity groups as may be determined from year to year by the Council.

- 9.6.2. The Council shall be elected pursuant to Rule 10 of this Constitution.
- 9.6.3. All postgraduate departmental or school representatives, and may attend meetings, report and contribute to discussions, but not vote on Council resolutions, if invited by the President.
- 9.7. The Council at the time of adoption of this Constitution will complete their elected term of office as if they had been elected in accordance with this Constitution.
- 9.8. All voting members of Council shall have one vote.
- 9.9. The term of office for elected officials shall be the term of office from the end of the first Council meeting following the election, and no later than 30 days following the election, to the end of the first Council meeting following the next election. This period should be approximately, but not necessarily exactly, one year.
- 9.10. In the period following the conclusion of annual elections and the completion of the incumbent office bearer's term of office the newly-elected office bearers shall be non-voting members of the Council.
- 9.11. The Council may by Regulation provide for the establishment composition and function of Standing Committees to assist in the conduct of the affairs of the Association.. The current Regulations for Standing Committees are set out in the Schedule to this Constitution.
- 9.12. The Council may fill casual vacancies in the Executive by the appointment of Council Members and may fill casual vacancies on Council by the appointment of ordinary Members.

10. ELECTIONS

- 10.1. The Association's Officers who comprise the Executive and other Council Members shall be elected at annual elections, which shall be held in May each year, starting from May 2006 in accordance with Regulations made by Council for that purpose.
- 10.2. The current Regulations for conducting elections are set out in the Schedule to this Constitution.

11. DISQUALIFICATION OF COUNCIL MEMBERS

- 11.1. The office of Council member shall become vacant if a Council member:
 - 11.1.1. is disqualified by the Act;
 - 11.1.2. ceases to be a member of the Association;
 - 11.1.3. is permanently incapacitated by ill health;
 - 11.1.4. is absent without consent of the Council for more than three consecutive Council meetings, or more than three Council meetings in a calendar year;
 - 11.1.5. resigns in writing to the President of the Association; or
 - 11.1.6. is dismissed by resolution of the Council if convicted of fraud or a similar offence that reflects on their capacity to honestly and adequately perform their duties under this Constitution.

12. PROCEEDINGS OF COUNCIL

- 12.1. The Council shall meet at least once every month from February to November inclusive and be called by the President. Notwithstanding, Council may decide to call meetings on non-academic days.
- 12.2. Questions arising at any meeting shall be decided by a majority of votes of Council members present, and in the event of equality of votes the Chair shall have a casting vote in addition to a deliberative vote.
- 12.3. A quorum for a meeting of the Council shall be a majority of the total number of voting Council members holding office at the time of the meeting of Council.
- 12.4. Proxy and absentee votes shall not be accepted at any meeting of Council.
- 12.5. A member of the Council having a pecuniary interest in a contract with the Association must disclose that interest to the Council as required by the Act, and shall not vote with respect to that contract.

13. FINANCIAL PERIOD

- 13.1. The financial planning and reporting of the Association shall be based on a calendar year ending on 31 December in each year.

14. BORROWING POWERS

- 14.1. Subject to this Rule, the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Council sees fit, and may secure the repayment thereof by charging the property of the Association.
- 14.2. Subject to section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Council from time to time.

15. AMENDMENT OF THE CONSTITUTION

- 15.1. Subject to approval by a referendum, post-ballot or email of the Members of the Association, this Constitution may be altered (including an alteration to name), or be rescinded and replaced by a substituted Constitution. A two-thirds majority of majority of the Ordinary Members, provided that the number of votes cast includes at least thirty Ordinary Members or one quarter of the Membership, whichever is less. Such an alteration shall be registered with the Commission as required by the Act.
- 15.2. The registered Constitution shall bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- 15.3. A referendum to change the Constitution shall be called by the President if:
 - 15.3.1. the Council so resolves;
 - 15.3.2. fifty (50) members of the Association petition the President in writing to call a referendum.
- 15.4. The resolution or the petition shall be addressed to the President and state the exact form of the motions to be decided by referendum.
- 15.5. The Council may make Regulations for the conduct of referenda.

16. THE SEAL

- 16.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 16.2. The seal shall not be used without the express authorisation of the Council, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by any two members of the Council.
- 16.3. The seal shall be kept in the custody of the Secretary or such other person as the Council may from time to time decide.

17. MEETINGS

- 17.1. The Council may call a special general meeting of the Association at any time during the designated academic periods in a University of Adelaide year, and shall call an annual general meeting in accordance with the Act. The President shall be responsible for ensuring all procedures are completed in accordance with the Constitution and Regulations.
- 17.2. The annual general meeting shall be held within 5 months after the end of the Association's financial year.
- 17.3. Upon a requisition in writing of not less than **fifty (50)** ordinary Members of the Association, the Council shall within seven (7) academic days of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 17.4. Every requisition for a special general meeting shall be signed by the ordinary Members making the same and shall state the purpose of the meeting.
- 17.5. If a special general meeting is not convened within seven (7) academic days as required by sub-rule 17.3, the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Council, and for this purpose the Council shall ensure that the requisitionists are supplied free of charge with particulars of Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 17.6. Subject to sub-rule 17.7 at least three (3) academic days notice of any general meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Council and the auditors, the appointment of auditors, and any other business requiring consideration by the Association in general meeting.
- 17.7. Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) academic days prior to the date of the meeting.
- 17.8. A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of Members, or by e-mailing it to e-mail address appearing in register of Members or by placing the notice in the Association's magazine and posting in on its website.

18. PROCEEDINGS AT MEETINGS

- 18.1. **Thirty (30)** Members present personally shall constitute a quorum at any general meeting.

- 18.2. If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- 18.3. The President of the Council or if there shall be no President, then the Vice-President of the Council or in their absence, or on their declining to take, or retiring from the chair, one of the Council members chosen by meeting shall preside as Chair at every general meeting of the Association.
- 18.4. If there is no such Chair or Vice-Chair present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the Chair.
- 18.5. The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 18.6. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- 18.7. At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chair of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 18.8. If a poll is demanded by the Chair of the meeting or by three or more Members, it shall be taken in such manner as the Chair directs. The results of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the Members who being entitled to do so vote personally at the meeting is required.
- 18.9. A poll demanded on the election of a Chair of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.
- 18.10. The Council may make Regulations on the general proceedings at meetings of its Members.

19. MINUTES

- 19.1. Proper minutes of all proceedings of meetings of the Association and of meetings of the Council, shall be entered within 1 month after the relevant meeting in minute books kept for the purpose.
- 19.2. The minutes kept pursuant to this rule shall be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting.
- 19.3. Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

20. VOTING RIGHTS

- 20.1. Subject to this Constitution each Member present in person shall be entitled to one vote.

20.2. Proxy votes will not be accepted at any meeting

21. ACCOUNTS

21.1. The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

21.2. The Council shall cause all the financial affairs of the Association to be audited annually by an independent registered Auditor. If the Council fails to perform this duty the AUU Board shall arrange an audit of the Association's affairs. The Association shall meet any expense incurred by the AUU when acting in accordance with this Rule.

21.3. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the Members of the Association or relatives of such Members, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any Member of the Association in return for any services actually rendered to the Association or reasonable and proper rental for premises let to the Association by any Member of the Association.

21.4. The Council may make Regulations for the conduct of financial affairs of the Association.

22. AFFILIATION

22.1. The Association shall be affiliated with:

- (a) Adelaide University Union (AUU);
- (b) Council of Australian Postgraduate Associations (CAPA).

22.2. Council members may propose affiliation with an organisation at any Council meeting held during normal academic term times. The proposal must be supported by a submission of not less than fifty (50) Members. Such proposal will be held over until a subsequent Council meeting held not less than 30 days from the date of the first proposal during which time Council will widely publicise the proposal and invite submissions from all members. At the subsequent meeting which will consider the proposal a Special Council Resolution is required to adopt the proposal.

22.3. Council members may propose disaffiliation with an organisation in the same manner as for affiliation as set out in 22.2.

23. FREEDOM OF INFORMATION

23.1. Any Member of the Association may examine and make copies of any of the Association's records except in camera minutes, correspondence relating to in camera minutes, confidential employee records and any other document declared confidential by a resolution of Council.

23.2. The procedures to be followed in order to examine and make copies of Association records are as follows:

23.2.1. the Member seeking access shall apply in writing to the President;

23.2.2. if the requested records are not in camera minutes, correspondence relating to in camera minutes, confidential employee records or a document declared confidential by a Council resolution, the President shall provide the requested

records for examination and/or copying within five working days of receipt of the request;

23.2.3. notwithstanding sub-rule 23.2.2, the President may delay access to any record of the Association until the end of the next Council meeting, if s/he believes the records requested refer to a matter which may be considered by the Council to be confidential.

23.3. If the President delays access under sub-rule 23.2.3 s/he shall communicate this in writing to the Member requesting the information within five working days of receipt of the request.

23.4. The Council and individual Council members may examine any record kept by the Association, during office hours except for confidential employee records.

24. WINDING UP

24.1. The Association may be wound up in the manner provided for in the Act.

25. APPLICATION OF SURPLUS ASSETS

25.1. If upon winding up of the Association there remains any property of the Association after payment of all debts and legal liabilities, this shall be transferred to such charity or authority or institution having similar objects to the Association as determined by the Members at the time of winding up.

26. REGULATIONS

26.1. The Council may make such Regulations as it deems worthwhile for the effective functioning of the Association and may change such Regulations from time to time. This Constitution shall have precedence over any Regulations in the event of a conflict.

26.2. The procedure for making Regulations is as follows:

26.2.1. a Regulation must be proposed by a Special Council Resolution ;

26.2.2. the resolution to create and/or amend a Regulation must begin with the words “Regarding the power granted in Clause 26 of the AUPGSA Constitution concerning Regulations, this Council resolves...” and conclude with the words, “...and authorises the President to alter the Master Copy accordingly.”

26.2.3. the proposed Regulation must then lie on the table of the Council and must be posted on the Association’s website;

26.2.4. at its next regular meeting, or at a subsequent regular or special meeting, the Council must, by resolution supported by a simple majority of members present, confirm the Regulation (with such amendment, if any, as it may approve in the same manner), or disallow it. Any amendment deemed to be substantial by the Council must lie on the table and be posted as before until the next meeting of the Council.

26.3. A Regulation made in accordance with this clause will apply from the date concurred on by the Council or from such subsequent date as specified in the Regulation.

26.4. Correction of typographical errors, changes in punctuation, numbering, formatting, and the maintenance of cross-references and history are all considered to be purely administrative alterations, and may be performed by the President, without requiring a

resolution of Council. The President must notify the Council of any such changes made to the Master Copy.

- 26.5. Without limiting the generality of the foregoing the Council may make Regulations dealing with:
 - 26.5.1. Conduct of Elections and Referenda;
 - 26.5.2. Officers;
 - 26.5.3. Honoraria;
 - 26.5.4. Standing Committees;
 - 26.5.5. Conduct of Financial Affairs;
 - 26.5.6. Conduct of General Meetings;
 - 26.5.7. The conduct of Members' meeting and Council meetings;
 - 26.5.8. The establishment and conduct of standing committees of Council.