

Summary comparison of current and proposed Constitution UMGSA

Current	Subject	Proposed	Comments
-	Document manager table	Front cover	<p>We have included a tracking table on the front cover. We recommend you use this to develop an accurate history of any amendments or updates to the document.</p> <p>Please confirm the dates in the tracking table are correct and let us know if any other amendments have been made since incorporation so we can update the table for UMGSA.</p>
	Terminology		The AIR Act refers to the body having management of the Association as a “Committee”. However, we understand that UMGSA would prefer to use the term “GSA Board” and we have used this term throughout the document.
UMGSA			
-	Acknowledgement	Preliminary	We have included an acknowledgement of the traditional indigenous owners of the land.
1.2	Principal Purpose	1.3	No substantive change. We have incorporated the language used by the ACNC to refer to the charitable purpose of “advancing education”.
1.3	Financial year	1.4	The financial year remains as ending on 31 December.
1.4	Definitions	1.5	We have added definitions for important terms that are not defined in UMGSA’s current Constitution, such as the ACNC and the ACNC legislation. We have also included a definition for “staff member” to confirm that such a reference refers to staff of UMGSA.

2.1	Powers of Association	2.1	The Association is given all powers available to it under the AIR Act. We have not expressly listed these powers as it is not necessary to do so.
2.1	Not-for-profit	2.2	No substantive change.
2.2(c)	Application of income and property	2.2 (b)	No substantive change.
2.3	Authority to Trade	-	We have removed this provision as it refers to the old legislation and is no longer necessary.
MEMBERS			
3.1 & 3.4(3)	Membership – general	3.1	The AIR Act provides that there must be at least 5 Members at any given time – we have included this minimum in the Constitution. The rights of Members are not transferable and end when membership ceases.
3.1	Who is eligible to be a Member	3.2	This provision sets out the eligibility requirement for Members, including agreeing to sign UMGSA’s Code of Conduct.
-	Application for membership	3.3	A student is no longer automatically a Member upon enrolment. An “Eligible Person” may “opt in” via their enrolment form or apply to become a Member at a later date.
	Consideration of application	3.4	All applications made by an “Eligible Person” must be approved by the GSA Board.
-	New membership	3.5	A person becomes a Member from the date the the person signed their enrolment form or from the date the GSA Board approves the person’s Membership.
3.1(3)	Joining Fee and Annual Membership Fee	3.6	There is no Joining Fee or Annual Membership Fee payable under the proposed Constitution.

3.4	General rights of members	3.9	No substantive change.
3.8	Graduate Groups	3.9	Only Members may form Graduate Groups. However, membership of a graduate group is open to any person, subject to the Regulations.
3.2	Ceasing membership	3.10	No substantive change.
3.9	Register	3.12	No substantive change.
3.3	Disciplinary action	4	<p>We have included a detailed disciplinary action procedure to provide structure for this process. It provides for the establishment of a disciplinary subcommittee to hear the matter and determine what action (if any) to take against a Member. Notice of the disciplinary meeting must be provided to the Member concerned no more than 28 days and not less than 14 days before the meeting.</p> <p>The provision also provides for the right of appeal at a disciplinary appeal meeting (comprising the entire membership of UMGSA).</p> <p>The disciplinary action takes effect immediately after the vote has passed.</p> <p>The proposed Constitution does not provide for a Disputes Tribunal.</p> <p>If a Grievance Procedure has been initiated in respect of a dispute between a Member and the GSA Board, Representative Council or any subcommittee, the GSA Board, Representative Council or any subcommittee (as the case may be) must not take disciplinary action against a Member who initiated the Grievance Procedure, until the Grievance Procedure has been completed.</p>
3.7	Grievance procedure	5	<p>No substantive change. However, we have included a provision to make it clear that a grievance procedure cannot be initiated by a Member who is the subject of a disciplinary procedure until that procedure has been completed – in accordance with the AIR Act.</p> <p>If mediation does not resolve a dispute, the matter must be referred to the Dispute Settlement Centre of Victoria.</p>

4.4	Annual general meetings	6.1	No substantive change.
4.1(1)	Referenda	6.3	No substantive change. We have separated out this provision for clarity.
4.2(4)a)	Special general meetings held at request of Members	6.4	No substantive change.
4.2	Notice of general meetings	6.5	No substantive change.
4.3(6) & 5.12 (5)	Proxies	6.6	The proposed Constitution does not permit proxy votes.
9.2	Use of technology	6.7	A Member may only attend a general meeting via the use of technology if they have obtained prior registration with the GSA Board.
4.3(3)	Quorum at general meetings	6.8	The quorum for general meetings is 25 Members entitled to vote.
4.3(4) & 5.12	Adjournment of general meetings	6.9	No substantive change.
3.4(1)(d)	Voting at general meetings	6.10	Each Member entitled to vote has one vote. If votes cast on a matter in a general meeting are equal, the Chairperson does not have an additional "casting" vote and the motion will be lost.
-	Determining whether resolution carried	6.11	A poll may be demanded by at least 15 Members at a general meeting. Please let us know if UMGSA would like to increase this number.
GSA Board			
5.2	Role and powers	7.1	The GSA Board is responsible for the governance of UMGSA. Key GSA Board responsibilities are listed in this provision which will be complemented by UMGSA's Role of GSA Board Policy.
-	GSA Board - not employees	7.2	GSA Board members and Board Officials are not employees of the

			Association and are not entitled to benefits resulting from employment.
5.15(8)	Honoraria	7.2	GSA Board members and Board Officials will be paid an honorarium to be determined by the Members at a general meeting.
5.4(1)	Regulations	7.4	The GSA Board has the power to make Regulations concerning any matter in furtherance of its Principal Purpose. In the event that a procedure or resolution of the Representative Council, Faculty Council or any other subcommittee is inconsistent with GSA Board Regulations, the Regulations will prevail to the extent of the inconsistency.
5.4(3)	Policies	7.5	The GSA Board has the power to make policies which state the Association's position on matters affecting graduate students.
5.9 & 5.16	Delegation and subcommittees	7.6	The GSA Board may delegate any of its powers or functions. However, it is the GSA Board that remains legally responsible for those duties being properly carried out. The GSA Board may establish subcommittees as it sees fit
5.1	Composition of GSA Board	7.5	The GSA Board will consist of four Board Official positions (President, Vice President, General Secretary and Treasurer) and four ordinary GSA Board member positions. At least 50 per cent of the GSA Board members must be women.
-	Eligibility	7.6	The eligibility criteria for GSA Board members are set out in this provision. A staff member is no eligible to be a GSA Board member.
7.3	Election	7.9	GSA Board members and Office Bearers are elected by the Members at a general election.
5.1(2)	Term of office	7.10	A GSA Board member (elected by the Members) holds office for a term of three years. A person filling a casual vacancy will hold office until the conclusion of the first annual general meeting following their appointment.
-	Removal of an GSA Board	7.11	A GSA Board member may be removed by special resolution of the Members.

	members		
5.3(4)	General duties	7.12	We have listed key duties of the GSA Board members under the AIR Act and the ACNC legislation.
5.15(4)	Ceasing to be an GSA Board members	7.13	The ways in which a person ceases to be a GSA Board member are listed in this provision. This includes failing to attend three GSA Board meetings without a leave of absence in a twelve-month period.
8.4(2)	Filling casual vacancies	7.14	Casual vacancies must be filled by either a count back of votes or appointment of a Member by the GSA Board. If the vacancy results in the GSA Board having less than five members, an election must be called expressly for the purpose of electing additional GSA Board members. Vacancies must be filled within 60 days.
5.15	GSA Board meetings	7.15	No substantive change. However, we have included reference to UMGSA's Sick and Emergency Policy.
5.13	Chairperson	7.16	No substantive change. The President is to act as chairperson.
5.10(3)	Notice of GSA Board meetings	7.17	7 days' notice must be given to every GSA Board members of a GSA Board meeting.
5.11	Urgent meetings	7.18	The GSA Board may hold a GSA Board meeting without providing 7 days' notice in cases of urgency.
5.15(1)	Use of technology	7.19	GSA Board members are permitted to attend meetings via the use of technology (for example, Skype or teleconference).
5.12(1)	Quorum at GSA Board meetings	7.20	A quorum for GSA Board meetings is a majority of the GSA Board members.
5.12	Voting at GSA Board meetings	7.21	If the votes cast at a GSA Board meeting on a matter are equal, the Chairperson does not have an additional "casting" vote and the motion will be lost.

5.12(4)	Determining whether resolution carried	7.22	A poll may be demanded by five Members.
9.3	Validity	7.24	No substantive change.
5.15 & 5.16	Leave of absence	7.25	We have included reference to UMGSA's Leave of Absence Policy.
5.14	Resolutions without meetings	7.26	No substantive change.
-	Conflict of interest	7.27	We have included a provision relating to conflict of interest.
BOARD OFFICIALS			
7.4 & 7.5	Roles and responsibilities of Board Officials	8.1	The roles and responsibilities of Board Officials are outlined in this provision. We have included the Board Official role of Treasurer.
7.7	Other Board Official roles	8.2	We have removed the provisions for Research Education Officer and associate office bearers.
7.1(2)	Eligibility	8.3	Only GSA Board members are eligible to be Board Officials.
6.2(3)	Election	8.4	Board Officials are elected by the GSA Board from among the GSA Board members.
7.8(3)	Term of office	8.5	A Board Official holds office for a term of one year.
REPRESENTATIVE COUNCIL			
6.1 (2)	Representative Council	9.1	The GSA Board must establish a Representative Council. The purpose of the Representative Council is to advise the GSA Board and advocate on behalf of graduates and the portfolios they represent. Key responsibilities of the Representative Council are listed in this provision.
-	Representative Councillors – not employees	9.2	Representative Councillors and Office Bearers are not employees of the Association and are not entitled to benefits resulting from employment.

-	Honoraria	9.3	Representative Councillors will be paid an honorarium to be determined by the Members at a general meeting.
6.1(3)(b)	Procedures	9.4	The Representative Council may determine procedures which provide for the means by and manner in which the Association's operations are to be carried out.
6.2(1)	Composition of Representative Council	9.6	The Representative Council will consist of at least 8 and up to 15 Office Bearers. Each Office Bearer is responsible for representing a portfolio as determined on a yearly basis by GSA Board Regulation.
-	Eligibility	9.7	A GSA Board member is not eligible to be a Representative Councillor.
6.2(3)	Election	9.8	Representative Councillors are directly elected to an Office Bearer position by the Members at a general election.
6.2(2)	Term of office	9.9	A Representative Councillor holds office for a term of three years. A person filling a casual vacancy will hold office until the conclusion of the first annual general meeting following their appointment
6.2(4)	Ceasing to be a Representative Councillors	9.10	The ways in which a person ceases to be a Representative Councillor are listed in this provision. This includes removal by unanimous decision of the GSA Board.
6.2(5)	Filing casual vacancies	9.9	The Representative Council must fill a causal vacancy within 60 days of the position coming vacant
5.10	Representative Council meetings	9.10	The Representative Council must meet at least eight times a year.
FACULTY COUNCIL			
-	Faculty Council	10	The GSA Board must establish a Faculty Council. The role of the Faculty Council is to advise the GSA Board and the Representative Council about service delivery, representation and policy work. The Faculty Council will

			consist of two Members from each faculty, elected by students from their Faculty in accordance with GSA Board Regulation.
CHIEF EXECUTIVE OFFICER			
-	Chief Executive Officer	11	The Chief Executive Officer is to be appointed by the GSA Board. The Chief Executive Office may attend and speak at GSA Board meetings but may not vote.
NOMINATIONS AND ELECTIONS			
7.3(3)	Nominations	12.1	Nominations for GSA Board members and Representative Councillors close at close of business 7 days before the date of election. Nominations (if any) for casual vacancies close at close of business one day before the date of election.
7.3	Elections	12.2	No substantive change.
ELECTORAL TRIBUNAL			
Div 2	Electoral Tribunal	13	No substantive change.
RETURNING OFFICER			
Div 3	Returning Officer	14	No substantive change.
FINANCIAL MATTERS			
10.5	Financial records	15.3	These must be prepared in accordance with the AIR Act and the ACNC legislation.
10.5	Financial statements	15.4	These must be prepared in accordance with the AIR Act and the ACNC legislation.
GENERAL MATTERS			

11.2	Common seal	16.1	No substantive change.
-	Execution of documents	16.2	A document may be executed by the signature of two GSA Board members, one of whom must be the President or the General Secretary.
11.3	Winding up and cancellation	16.6	No substantive change.
9.4	Alterations of Constitution	16.8	The Constitution may only be altered by special resolution.
TRANSITIONAL PROVISIONS			
12.1	GSA Board members	17	<p>GSA Board members appointed prior to the adoption of the proposed Constitution will continue in office until the first general election following the adoption of the proposed Constitution.</p> <p>The term of office of half of the GSA Board members (selected by lot) elected at the first general election following the adoption of the proposed Constitution will expire at the conclusion of the second annual general meeting following their elections (unless a causal vacancy arises). This will ensure overlapping terms and assist in retaining institutional memory.</p>