

Constitution

University of Melbourne Graduate
Student Association Inc.

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1. PRELIMINARY

1.1 Acknowledgment

UMGSA acknowledges the Australian Aboriginal people as the traditional custodians of the lands on which we live, learn and work, and pay our respects to Elders, past, present and emerging.

1.2 Name

The name of the incorporated association is "University of Melbourne Graduate Student Association Inc".

1.3 Purpose

The Purpose for which the Association is established is to advance education, including by:

- (a) advancing the interests and welfare of graduate students;
- (b) representing graduate students within the University and to the community;
- (c) promoting academic and professional support services for graduate students;
- (d) fostering a sense of community amongst graduate students;
- (e) striving for free and accessible quality government funded education;
- (f) supporting equity and the engagement of the diverse graduate student body in the life of the University; and
- (g) promoting the role of graduate students in addressing the challenges of the future and building a just and fair society.

1.4 Financial year

The financial year of the Association is each period of twelve months ending on 31 December.

1.5 Definitions

In this Constitution:

“**Academic Day**” has the meaning adopted by the University.

“**ACNC**” means the Australian Charities and Not-for-profits Commission.

“**ACNC Legislation**” means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012 (Cth)*.

“**Association**” means the association named in rule 1.2.

“Board Official” means a GSA Board member elected to hold the position of President, Vice President, General Secretary or Treasurer pursuant to rule 8.3.

“Chief Executive Officer” means that staff member appointed by the GSA Board pursuant to rule 11.

“Chairperson” of a general meeting or GSA Board meeting means the person chairing the meeting as required under rule 7.14.

“Constitution” means GSA’s governing document and is the Association’s rules for the purpose of the Act.

“disciplinary appeal meeting” means a meeting of the Members of the Association convened under 4.5(c).

“disciplinary meeting” means a meeting of the GSA Board convened for the purposes of rule 4.

“disciplinary subcommittee” means the subcommittee established pursuant to rule 4.2(a).

“Electoral Regulations” means regulations made by the Electoral Tribunal pursuant to rule 13.6(a).

“Eligible Person” means a person who meets the eligibility criteria set out in rule 3.2.

“Electoral Tribunal” means the body established pursuant to rule 13.

“Faculty” means every graduate school as recognised by the University.

“Faculty Council” means the subcommittee established pursuant to rule 10.

“Faculty Councillor” means a person elected or appointed to that position pursuant to rule 12.3 or 10.11.

“general meeting” means a meeting of the Members of the Association convened pursuant to rule 6 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting.

“Graduate Group” means a group established pursuant to rule 3.8.

“Graduate Representative” means any graduate student currently enrolled at the University who has engaged with GSA on a volunteer basis to complete a task or role with the purpose of representing the best interests of all or relevant graduate students.

“Grievance Procedure” means the process for resolving grievances pursuant to rule 5.

“General Secretary” means the person elected to the position of General Secretary pursuant to rule 8.3.

“graduate student” has the same meaning as in University Statute (being a person enrolled as a graduate student at the University).

“**GSA Board**” means the body responsible for the governance, strategy and management of the Association and is the committee for the purpose of the Act.

“**GSA Board meeting**” means a meeting of the GSA Board held pursuant to rule 7.13 or 7.16.

“**GSA Board member**” means a Member of the GSA Board elected or appointed under rule 7.7 or 7.12.

“**higher degree**” has the same meaning as in University Statute.

“**Member**” means a Member of the Association.

“**Member entitled to vote**” means any Member other than a Member whose membership rights have been suspended pursuant to rule 4.4(b)(ii)(B).

“**office holder**” has the same meaning given to that term in the Act.

“**poll**” means a vote cast in writing.

“**President**” means the person elected to the position of President pursuant to rule 8.3.

“**Purpose**” means the purpose set out in rule 1.3.

“**queer**” includes, but is not limited to, those who identify as gay, lesbian, bisexual, pansexual, asexual, genderqueer, trans, intersex or are same-sex attracted or sex/gender diverse.

“**Representative Council**” means the subcommittee established pursuant to rule 9 .

“**Representative Councillor**” means a person elected or appointed to that position pursuant to rule 9.8 or 9.12.

“**Returning Officer**” means the Returning Officer appointed by the Electoral Tribunal.

“**semester**” means a semester as prescribed by the University for the purposes of its academic programs made available to students.

“**SSAF**” means the Student Services and Amenities Fee levied by the *University under the Higher Education Legislation Amendment (Student Services and Amenities) Act 2001* (Cth).

“**special resolution**” means a resolution passed at a general meeting:

- (a) of which twenty one days’ notice specifying the intention to propose the resolution as a special resolution has been given pursuant to this Constitution and the Act; and
- (b) by a majority of not less than three fourths of the Members entitled to vote who are present in person at a general meeting.

“**Staff member**” means a paid staff member of University of Melbourne Graduate Student Association Inc.

“**Student**” has the same meaning as the definition under the *University of Melbourne Act 2009* (Vic).

“**the Act**” means the *Associations Incorporation Reform Act 2012* (Vic).

“**the Register**” means the Register of Members.

“**the Registrar**” means the Registrar of Incorporated Associations in Victoria.

“**Treasurer**” means the person elected to the position of Treasurer pursuant to rule 8.3.

“**UMGSA**” means University of Melbourne Graduate Student Association Inc, also referred to as “GSA”.

“**University**” means the University of Melbourne (ABN: 84 002 705 224).

“**Vice President**” means the person elected to the position of Vice President pursuant to rule 8.3.

“**woman**” means a person who identifies as a woman.

“**writing**” may be transmitted by post, email, facsimile or any other means of electronic transmission.

1.6 Interpretation

In this Constitution, unless expressly provided otherwise, reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments passed under it.

2. POWERS OF ASSOCIATION

2.1 Powers of Association

Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its Purpose.

2.2 Not-for-profit organisation

- (a) The income and property of the Association must be applied solely towards the Purpose.
- (b) If the Association receives an amount from the University, paid to the University as a SSAF, it may only apply that money for those purposes specified in section 19-38 of the *Higher Education Support Act 2003* (Cth) that are consistent with the Purpose.
- (c) No portion of the income or assets of the Association may be paid or transferred directly or indirectly to individual Members by way of profit in their capacity as Members.
- (d) This rule 2.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any GSA Board member to the extent permitted by law and this Constitution.

- (e) Despite rule 2.2(c) payment may be made in good faith to any Member:
 - (i) in return for any services actually rendered to the Association;
 - (ii) for goods supplied in the ordinary and usual way of business;
 - (iii) by way of interest on money borrowed from any Member at a rate not exceeding the rate for the time being fixed by the GSA Board; and
 - (iv) of reasonable and proper rent for premises demised or let by any Member.

3. MEMBERS

3.1 General

- (a) The Association must have at least five Members.
- (b) The rights of a Member are not transferable and end when membership ceases.

3.2 Eligibility

An individual is an Eligible Person provided they:

- (a) support the Purpose of the Association;
- (b) are enrolled or are enrolling as a graduate student at the University;
- (c) agree to abide by this Constitution;
- (d) agree to sign the Association's Code of Ethics and Conduct, as amended from time to time; and
- (e) have not previously been expelled as a Member of the Association.

3.3 Application for membership

- (a) An Eligible Person may apply for membership:
 - (i) via their enrolment form, when completing enrolment for a higher education award course (in which case the enrolment form must be signed by the graduate student); or
 - (ii) if they do not apply for membership at the time of enrolment, following enrolment by written application to the General Secretary.
- (b) All applications for membership must state that the person:
 - (i) wishes to become a Member of the Association;
 - (ii) supports the Purpose of the Association;
 - (iii) agrees to comply with this Constitution; and

- (iv) agrees to comply with the Association's Code of Ethics and Conduct.
- (c) The application must be signed (by wet or electronic signature) by the applicant.

3.4 Consideration of application

- (a) As soon as practicable after an application for membership is received, the GSA Board must decide by resolution whether to accept or reject the application.
- (b) All applications for membership made by Eligible Persons and consistent with rule 3.3(b) must be approved by the GSA Board.
- (c) The General Secretary must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (d) No reason need be given for the rejection of an application. No appeal is available to the rejected applicant.

3.5 New membership

- (a) If an application for membership is received in accordance with rule 3.3(a)(i) it is automatically accepted and:
 - (i) the General Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the Register; and
 - (ii) the applicant becomes a Member of the Association and is entitled to exercise their rights of membership from the date the person signed their enrolment form.
- (b) If an application for membership is received in accordance with rule 3.3(a)(ii) and is approved by the GSA Board:
 - (i) the resolution to accept the membership must be recorded in the minutes of the GSA Board meeting;
 - (ii) the General Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the Register; and
 - (iii) the applicant becomes a Member of the Association and is entitled to exercise their rights of membership from the date the GSA Board approves the person's membership.

3.6 No discrimination in provision of funded services

The Association may not discriminate on the basis of membership in relation to the provision of services funded in whole or in part by fees compulsorily imposed by the University as a not-academic fee.

3.7 General rights of Members

A Member of the Association has the right:

- (a) to vote;
- (b) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
- (c) to submit items of business for consideration at a general meeting;
- (d) to attend and be heard at general meetings; and
- (e) to have access to the minutes of general meetings, the Register, this Constitution and other documents of the Association as provided in rule 16.5.

3.8 Graduate Groups

- (a) Members may form Graduate Groups to promote student interaction, welfare, cohesion, academic life, special interests, faith, culture and professional development within the University's graduate student population.
- (b) Graduate Groups are to be constituted in accordance with, and must comply with, the Association's Governance Charter.

3.9 Ceasing membership

- (a) The membership of a person ceases when the person;
 - (i) ceases to be a graduate student;
 - (ii) resigns;
 - (iii) is expelled; or
 - (iv) dies.
- (b) If a person ceases to be a Member of the Association, the General Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Register.

3.10 Resigning as a Member

- (a) A Member may resign by notice in writing given to the Association.
- (b) A Member is taken to resign if:
 - (i) the General Secretary has made a written request to the Member to confirm that the Member wishes to remain a Member; and
 - (ii) the Member has not, within three months after receiving that request, confirmed in writing that they wish to remain a Member.

3.11 Register

The General Secretary must keep and maintain a Register that includes:

- (a) for each current Member:

- (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the email address last given by the Member;
 - (iv) the date of becoming a Member; and
 - (v) any other information determined by the GSA Board; and
- (b) for each former Member:
- (i) the Member's name and the date of ceasing to be a Member only.

4. DISCIPLINARY ACTION

4.1 General

- (a) The Association may take disciplinary action against a Member on the following grounds:
- (i) non-compliance with this Constitution, the Code of Ethics and Conduct or GSA Board policy;
 - (ii) conduct which is prejudicial to GSA; or
 - (iii) conduct which is inconsistent with the Purpose.
- (b) If a Grievance Procedure has been initiated in respect of a dispute between a Member and the GSA Board, Representative Council, Faculty Council or any subcommittee, the GSA Board must not take disciplinary action against a Member who initiated the Grievance Procedure, until the Grievance Procedure has been completed.

4.2 Disciplinary subcommittee

- (a) If the GSA Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member pursuant to rule 4.2(b), the GSA Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (b) The subcommittee will endeavour to commence a disciplinary process within twenty one working days from the date the dispute was reporting to the GSA Board in writing.
- (c) The Members of the disciplinary subcommittee:
- (i) may be GSA Board members, Members of the Association or anyone else; but
 - (ii) must not be biased against, or in favour of, the Member concerned.

4.3 Notice to Member

- (a) Before disciplinary action is taken against a Member, the General Secretary must give written notice to the Member:
 - (i) stating that the Association proposes to take disciplinary action against the Member;
 - (ii) stating the grounds for the proposed disciplinary action;
 - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action ("**the disciplinary meeting**");
 - (iv) advising the Member that they may do one or both of the following:
 - (A) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; and
 - (B) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (v) setting out the Member's appeal rights under rule 4.5.
- (b) The notice must be given no earlier than twenty eight days, and no later than fourteen days, before the disciplinary meeting is held.

4.4 Decision of disciplinary subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee must:
 - (i) give the Member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.
- (b) After complying with rule 4.4(a), the disciplinary subcommittee may:
 - (i) take no further action against the Member; or
 - (ii) subject to rule 4.4(c):
 - (A) reprimand the Member;
 - (B) suspend the membership rights of the Member for a specified period; or
 - (C) expel the Member from the Association.
- (c) The disciplinary subcommittee may not fine the Member.
- (d) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed and the resolution is communicated to the Member.

4.5 Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Association or reprimanded under rule 4.4 may give notice that they wish to appeal against the suspension or expulsion or reprimand.
- (b) The notice must be in writing and given:
 - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel or reprimand the person is taken; or
 - (ii) to the General Secretary not later than forty eight hours after the vote.
- (c) If a person has given notice under rule 4.5(b), a disciplinary appeal meeting must be convened by the GSA Board as soon as practicable, but in any event not later than twenty one days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) state:
 - (A) the name of the person against whom the disciplinary action has been taken;
 - (B) the grounds for taking that action; and
 - (C) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend, expel or reprimand the person should be upheld or revoked.

4.6 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting:
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the GSA Board must state the grounds for suspending, expelling or reprimanding the Member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been expelled or reprimanded must be given an opportunity to be heard.
- (b) After complying with rule 4.6(a), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend, expel or reprimand the person should be upheld or revoked.

- (c) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

5. GRIEVANCE PROCEDURE

GSA must follow the below Grievance Procedure.

- (a) The grievance procedure applies to disputes under this Constitution between:
 - (i) a Member and another Member;
 - (ii) a Member and the GSA Board, Representative Council, Faculty Council or any subcommittee; and
 - (iii) a Member and the Association.
- (b) A Member must not initiate a Grievance Procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

5.1 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen days of the dispute coming to the attention of each party.

5.2 Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required under rule 5.1, the parties must within ten days:
 - (i) notify the GSA Board of the dispute;
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a Member and another Member - a person appointed by the GSA Board; or
 - (B) if the dispute is between a Member and the GSA Board, the Representative Council or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the GSA Board may be a Member or former Member of the Association but in any case, must not be a person who:
 - (i) has a personal interest in the dispute; or

- (ii) is biased in favour of or against any party.

5.3 Mediation process

- (a) The mediator to the dispute, in conducting the mediation, must:
 - (i) give each party an opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

5.4 Failure to resolve dispute by mediation

- (a) If the mediation process does not resolve the dispute, the matter must be referred to the Dispute Settlement Centre of Victoria.
- (b) Only after the matter has been considered by the Dispute Settlement Centre of Victoria may the parties seek to resolve the dispute in accordance with the Act or otherwise at law.

6. GENERAL MEETINGS OF THE ASSOCIATION

6.1 Annual general meetings

- (a) The GSA Board must convene an annual general meeting of the Association to be held within the final four weeks of the first semester.
- (b) The GSA Board may determine the date, time and place of the annual general meeting provided it is held on an Academic Day.
- (c) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then; and
 - (ii) to receive and consider:
 - (A) the annual report of the GSA Board on the activities of the Association during the preceding financial year; and
 - (B) the financial statements of the Association for the preceding financial year submitted by the GSA Board in accordance with Part 7 of the Act.
- (e) The annual general meeting may also conduct any other business of which notice has been given pursuant to this Constitution.

6.2 Special general meetings

- (a) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The GSA Board may convene a special general meeting whenever it thinks fit but must hold the special general meeting on an Academic Day.

6.3 Referenda

The GSA Board may defer to the Members any decision within GSA Board powers as it sees fit, for final determination by a majority of Members, as required from time to time.

6.4 Special general meeting held at request of Members

- (a) The GSA Board must convene a special general meeting if a request to do so is made pursuant to rule 6.4(b) by at least one per cent of the total number of Members.
- (b) A request for a special general meeting must:
 - (i) be in writing;
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed;
 - (iii) include the names and signatures of the Members requesting the meeting; and
 - (iv) be given to the General Secretary.
- (c) If the GSA Board does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by Members under rule 6.4(a):
 - (i) must be held within three months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the Members convening a special general meeting under rule 6.4(c).

6.5 Notice of general meetings

- (a) The General Secretary (or, in the case of a special general meeting convened under rule 6.4(c), the Members convening the meeting) must give to each Member of the Association:
 - (i) at least twenty one days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

- (ii) at least fourteen days' notice of a general meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a special resolution is to be proposed:
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a special resolution.
- (c) A Member desiring to bring any business before a general meeting may give notice of that business in writing, to the General Secretary, who must include that business in the notice calling the next general meeting after the receipt of the notice.
- (d) This rule does not apply to a disciplinary appeal meeting.

6.6 Proxies

Proxy voting is not permitted.

6.7 Use of technology at general meetings

- (a) A Member who is not physically present at a general meeting may participate in the meeting by the use of technology that allows that Member and the other Members present at the meeting to clearly and simultaneously communicate with each other, subject to the prior registration with the GSA Board.
- (b) A Member permitted to participate in a general meeting via technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

6.8 Quorum at general meeting

- (a) No business may be conducted at a general meeting unless a quorum of Members is present.
- (b) The quorum for a general meeting is the presence of twenty five Members entitled to vote.
- (c) If a quorum is not present within thirty minutes after the notified commencement time of a general meeting:
 - (i) in the case of a meeting convened by, or at the request of, Members under rule 6.4, the meeting must be dissolved; or
 - (ii) in any other case:

- (A) the meeting must be adjourned to a date not more than twenty one days after the adjournment; and
 - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within thirty minutes after the time to which a general meeting has been adjourned under rule 6.8(c)(ii), the Members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

6.9 Adjournment of general meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting rule 6.9(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen days or more, in which case notice of the meeting must be given pursuant to rule 6.5.

6.10 Voting at general meeting

- (a) On any question arising at a general meeting:
 - (i) subject to rule 6.10(c), each Member who is entitled to vote has one vote;
 - (ii) Members may vote personally or as permitted under rule 6.7; and
 - (iii) except in the case of a special resolution or a vote under rule 4.6(c), the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting does not have a second or “casting” vote and the motion will be lost.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 4.6.

6.11 Determining whether resolution carried

- (a) Subject to rule 6.11(b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost; and

an entry to that effect in the minutes of the meeting is proof of that fact.
- (b) If a poll is demanded by at least fifteen or more Members on any question:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

6.12 Minutes of general meeting

- (a) The GSA Board must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the financial statements submitted to the Members pursuant to rule 6.1(d)(ii)(B);
 - (ii) the certificate signed by two GSA Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

6.13 Regulation of the meetings

- (a) The Chairperson has discretion to regulate the conduct of general meetings, subject to this Constitution, GSA Board policy and resolution of the Members at the meeting.

- (b) The Chairperson of a general meeting should provide a reasonable opportunity for Members to ask questions of the GSA Board, and any of the GSA Board members. In all cases, the Chairperson should have regard to the following in determining what is reasonable:
- (i) the purpose of the meeting;
 - (ii) the time available at the meeting, and the need to ensure that there is sufficient time allocated to conduct the business included in the notice of meeting;
 - (iii) the desirability of the meeting closing on-time;
 - (iv) the relevance of the questions being asked to the business included in the notice of the meeting;
 - (v) the relevance of the questions being asked to the meeting as a whole and whether the matters being raised could be more appropriately addressed in another forum;
 - (vi) the most appropriate person(s) or entities to whom the questions should be addressed;
 - (vii) the desirability of ensuring that Members have an adequate opportunity to raise concerns about the governance of the Association; and
 - (viii) any other matter considered relevant by the Chairperson.

7. GSA BOARD

The business of GSA must be managed by or under the direction of the GSA Board. All duties of the GSA Board will be informed and supported by the Representative Council, Faculty Council, Graduate Representatives, Graduate Groups and staff members. This will be undertaken through meaningful and regular collaboration and consultation.

7.1 Role and powers

- (a) The GSA Board is responsible for:
- (i) fulfilling the legal obligations of the Association and ensuring it is properly administered in accordance with all relevant laws, and regulatory requirements;
 - (ii) adopting and revoking policies for the general conduct and management of the Association;
 - (iii) the governance functions of the Association, as set out in the Association's Role of GSA Board Policy, as amended from time to time;
 - (iv) ensuring compliance with the objectives, purposes and values of the Association's strategic plan and with its Constitution;

- (v) establishing strong organisational governance – setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them;
 - (vi) leading strategic planning – reviewing and approving strategic direction and initiatives;
 - (vii) financial management – reviewing and approving budgets and annual financial statements, reporting to funding bodies, and monitoring the financial performance of the Association to ensure its solvency, financial strength and positive performance;
 - (viii) delegation and determining organisational structure – setting and maintaining a framework of delegation and internal control;
 - (ix) leadership selection – selecting, evaluating and managing the performance of the Chief Executive Officer;
 - (x) remuneration setting - determining the remuneration policy for staff members and senior management;
 - (xi) succession planning – planning for the GSA Board, Chief Executive Officer and succession of senior management;
 - (xii) risk management - reviewing and monitoring the effectiveness of Association’s risk management and compliance; agreeing or ratifying all policies and decisions on matters which might create significant risk to the Association, financially or otherwise;
 - (xiii) dispute management – dealing with and managing conflicts that may arise within the Association, including conflicts arising between GSA Board members, staff members, the Chief Executive Officer, Members, volunteers, or graduates;
 - (xiv) undertaking relevant and strategic stakeholder engagement work; and
 - (xv) any other matters as prescribed in this Constitution.
- (b) The GSA Board may exercise all the powers of the Association except those powers that are required by this Constitution or the Act to be exercised by Members at general meetings of the Association.

7.2 GSA Board members are not employees

GSA Board members are not employees of the Association and are not entitled to benefits resulting from employment.

7.3 Honoraria

- (a) GSA Board members will be paid an honorarium to be determined by the Members at a general meeting provided they have signed:
 - (i) the Association’s Code of Ethics and Conduct; and
 - (ii) a position description, which:

- (A) outlines the expectations and duties of their role; and
 - (B) states their acknowledgement that they are not an employee and are therefore not entitled to benefits resulting from employment.
- (b) The General Secretary may request proof of enrolment to confirm that a GSA Board member is entitled to receive an honorarium.
 - (c) A GSA Board member must notify the General Secretary in writing if they cease to be a student within five working days of the cessation.

7.4 Delegation and subcommittees

- (a) The GSA Board may delegate any of its powers and functions, other than:
 - (i) this power of delegation; or
 - (ii) a duty imposed on the GSA Board by the Act or any other law;
 to a GSA Board member, staff member or any subcommittee.
- (b) Delegations may be made subject to any conditions the GSA Board sees fit.
- (c) The GSA Board may revoke a delegation wholly or in part.
- (d) Subject to the terms of this Constitution:
 - (i) the GSA Board may establish subcommittees (other than the Faculty Council and Representative Council); and
 - (ii) subcommittees (other than the Faculty Council and Representative Council) may consist of such persons and operate with such terms of reference the GSA Board considers appropriate.

7.5 Composition of the GSA Board

- (a) The GSA Board will consist of eight Members, as follows:
 - (i) four Board Official positions, being the:
 - (A) President;
 - (B) Vice President;
 - (C) General Secretary; and
 - (D) Treasurer; and
 - (ii) four ordinary GSA Board members.
- (b) At least fifty per cent of the GSA Board members must be women.

- (c) The annual general meeting may by resolution increase the number of ordinary GSA Board members for the following year.

7.6 Eligibility

- (a) A person is eligible to be elected as a GSA Board member if the person:
 - (i) supports the Purpose;
 - (ii) is a Member;
 - (iii) is not currently and has not been within the past twelve months:
 - (A) a staff member of the Association; or
 - (B) a member of the governing body or a staff member of any organisation (other than the Association) listed in schedule four of the University of Melbourne Council Regulation from time to time; and
 - (iv) is not disqualified:
 - (A) from managing a corporation by the *Corporations Act 2001* (Cth); or
 - (B) from being a GSA Board member by the ACNC Commissioner under the provisions of the ACNC Legislation.
- (b) Rule 7.6(a)(iv)(B):
 - (i) will only apply if the Association is registered with the ACNC, and the ACNC Legislation operates to disqualify the person; and
 - (ii) in any event, will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.
- (c) The General Secretary is responsible for identifying whether a person is disqualified under this Rule, to the extent applicable. The General Secretary must:
 - (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, elected as a GSA Board member; and
 - (ii) must obtain a declaration from each GSA Board member to the effect that they are not disqualified under this rule, and that they will notify the General Secretary as soon as possible in the event that they become disqualified.

7.7 Election

GSA Board members (other than those appointed pursuant to rule 7.12) must be elected by the graduate students at a general election conducted in accordance with rule 12.3.

7.8 Term of office

- (a) GSA Board members elected at a general election pursuant to rule 12.3(a) hold office for the period:
 - (i) commencing at the conclusion of the annual general meeting following their election; and
 - (ii) expiring at the conclusion of the second annual general meeting following their election, unless a casual vacancy arises earlier in accordance with rule 7.11.
- (b) GSA Board members appointed to fill a casual vacancy pursuant to rule 7.12 hold office from the period:
 - (i) commencing on the date of their appointment; and
 - (ii) expiring at the conclusion of the first annual general meeting following their appointment, unless a casual vacancy arises earlier pursuant to rule 7.11.
- (c) A GSA Board member elected pursuant to rule 12.3(a) may be re-elected for one further term only. An appointment to fill a casual vacancy will not count as a term for the purpose of this rule.

7.9 Removal of a GSA Board member

- (a) A GSA Board member may only be removed from office by special resolution at a general meeting.
- (b) Before a general meeting is called by the GSA Board for the purpose of removing a GSA Board member, the GSA Board must have considered alternative disciplinary action, including a written warning or motion of censure.
- (c) When a general meeting is called for the purpose of removing a GSA Board member, the General Secretary must also give written notice to the GSA Board member:
 - (i) stating that a resolution to remove the GSA Board member will be considered by the Members;
 - (ii) stating the grounds for the proposed removal;
 - (iii) specifying the date, place and time of the general meeting at which the special resolution will be considered;
 - (iv) advising the GSA Board member that they may do one or both of the following:
 - (A) attend the general meeting; and
 - (B) make representations in writing to the General Secretary or President (not exceeding one thousand words) and request that the representations be provided to the Members.

- (d) The GSA Board is not required to provide any representations prepared by a GSA Board member pursuant to rule 7.9(c)(iv)(B) to the Members that are defamatory, offensive or abusive.

7.10 General Duties

- (a) The Act imposes duties on office holders, which office holders should be aware of and comply with, including the duty to:
 - (i) act with reasonable care and diligence;
 - (ii) act honestly and fairly in the best interests of the Association and for its Purpose;
 - (iii) disclose conflicts of interest;
 - (iv) ensure that the financial affairs of the Association are managed responsibly;
 - (v) not misuse their position or information they gain as an office holder; and
 - (vi) not allow the Association to operate while it is insolvent.
- (b) In addition to the duties imposed by the Act, the Association must comply with its duties under the ACNC Legislation, so far as the ACNC Legislation applies.

7.11 Ceasing to be a GSA Board member

- (a) A GSA Board member may resign from the GSA Board by written notice addressed to the GSA Board.
- (b) A person ceases to be a GSA Board member, and a casual vacancy is created, if they:
 - (i) resign;
 - (ii) die;
 - (iii) cease to meet the eligibility requirements in rule 7.6;
 - (iv) are removed from office pursuant to rule 7.9;
 - (v) fail to attend three GSA Board meetings in a twelve month period (other than urgent GSA Board meetings pursuant to rule 7.16) without leave of absence under rule 7.23;
 - (vi) fail to acknowledge receipt of GSA's on-boarding correspondence in writing within one month of receiving the correspondence;
 - (vii) are convicted of an indictable offence; or
 - (viii) otherwise cease to be a GSA Board member by operation of section 78 of the Act.

7.12 Filling casual vacancies

- (a) The GSA Board may fill a position on the GSA Board that has become vacant pursuant to rule 7.11(b) or was not filled at the last election.
- (b) If a position on the GSA Board falls vacant:
 - (i) up to and including sixty days after a general election - the position must be filled by a count back of the votes at that general election; or
 - (ii) more than sixty days after a general election:
 - (A) the GSA Board must within sixty days appoint a Member to fill the position until the conclusion of the first annual general meeting following their appointment; or
 - (B) if the vacancy results in there being less than five GSA Board members, the GSA Board must call a by-election expressly for the purpose of electing additional GSA Board members.
- (c) The GSA Board may continue to act despite any vacancy in its Membership.

7.13 GSA Board meetings

- (a) The GSA Board must meet at least eight times in each year at the dates, times and places determined by the GSA Board.
- (b) The GSA Board must make a regular schedule of meetings for each semester before the first Academic Day of each semester.
- (c) The General Secretary must display the times and dates of GSA Board meetings on the Association's website.
- (d) Notice of each GSA Board meeting must be given to each GSA Board member, in such manner as the GSA Board considers appropriate.
- (e) The GSA Board may regulate its meetings as it sees fit, subject to rule 7.13.
- (f) A GSA Board member, pursuant to the Association's Sick and Emergency Policy, who is unable to attend a GSA Board meeting, must notify the General Secretary of their apology prior to the commencement of the meeting.

7.14 Chairperson

- (a) Subject to rule 7.14(b), the President or, in the President's absence, the Vice President is the Chairperson for any general meetings and GSA Board meetings.
- (b) If the President and the Vice President are both absent, or are unable to preside, the Chairperson of the meeting must be:

- (i) in the case of a general meeting - a Member elected by the other Members present; or
- (ii) in the case of a GSA Board meeting - a GSA Board member elected by the other GSA Board members present.

7.15 Notice of GSA Board meeting

- (a) The General Secretary is to provide each GSA Board member with at least seven days' notice prior to the meeting.
- (b) Notice may be given of more than one meeting at the same time.
- (c) The Notice must state the date, time and place of the meeting.
- (d) If a special GSA Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

7.16 Urgent meetings

- (a) Urgent meetings may be held without providing notice pursuant to rule 7.15(a) if as much notice as practical is given to each GSA Board member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by a majority of the GSA Board.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

7.17 Use of technology

- (a) A GSA Board member who is not physically present at a GSA Board meeting may participate in the meeting by the use of technology that allows that GSA Board member and the GSA Board members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A GSA Board member participating in a GSA Board meeting as permitted under rule 7.17(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

7.18 Quorum at GSA Board meetings

- (a) No business may be conducted at a GSA Board meeting unless a quorum is present.
- (b) The quorum for a GSA Board meeting is the presence (in person or as permitted under rule 7.17) of a majority of the GSA Board members.
- (c) If a quorum is not present within thirty minutes after the notified commencement time of the GSA Board meeting, the meeting lapses.

7.19 Voting at GSA Board meetings

- (a) On any question arising at a GSA Board meeting, each GSA Board member present at the meeting has one vote.
- (b) A motion is carried if a majority of GSA Board members present at the meeting vote in favour of the motion.
- (c) If votes are divided equally on a question, the Chairperson of the meeting will not have a second or “casting” vote and the motion will be lost.

7.20 Determining whether resolution carried

- (a) Subject to rule 6.11(b), the Chairperson of a GSA Board meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost; and

an entry to that effect in the minutes of the meeting is proof of that fact.
- (b) If a poll is demanded by five or more GSA Board members on any question:
 - (i) the poll must be taken before the close of the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.

7.21 Minutes of meeting

- (a) The GSA Board must ensure that minutes are taken and kept of each GSA Board meeting.
- (b) The minutes must record the following:
 - (i) the names of the GSA Board members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any material personal interests disclosed pursuant to the Act and the ACNC Legislation.

7.22 Validity

Any act or thing done or suffered, or purporting to have been done or suffered, by the GSA Board or by a subcommittee appointed by the GSA Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the GSA Board or subcommittee.

7.23 Leave of absence

- (a) The GSA Board pursuant to the Association's Leave of Absence Policy may grant a GSA Board member leave of absence from GSA Board meetings for:
 - (i) a cumulative period not exceeding ninety days; and/or
 - (ii) up to three meetings;
 within a twelve-month period.
- (b) The GSA Board will consider any request for a leave of absence at its next scheduled meeting (unless there are extenuating circumstances) as agreed by the GSA Board.
- (c) Leave of absence may not be granted retroactively (unless there are extenuating circumstances (as agreed by the GSA Board) which warrant retroactive approval.
- (d) The GSA Board may:
 - (i) suspend the honoraria of a GSA Board member who has been granted a leave of absence; and
 - (ii) appoint a new GSA Board member to act in their place.
- (e) A GSA Board member on an approved leave of absence:
 - (i) is not counted for the purpose of forming a quorum;
 - (ii) is not counted for the purpose of passing resolutions without meetings pursuant to rule 7.24;
 - (iii) will be recorded in the GSA Board minutes as on an approved leave of absence;
 - (iv) will not receive minutes but will have access to previous minutes upon their return; and
 - (v) will be recorded as being on an approved leave of absence in GSA's Annual Report.

7.24 Passing resolutions without meetings

- (a) A GSA Board resolution may be passed without a meeting if all of the GSA Board members entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.

- (b) The resolution is passed at the time when the last GSA Board member necessary to constitute unanimous consent in favour of the resolution signs.
- (c) For the purpose of this rule:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means;
 - (iii) separate copies of the notice may be signed; and
 - (iv) the resolution fails if it has not achieved unanimous consent within seventy two hours after the notice was given.
- (d) Resolutions without meetings made pursuant to this rule must be ratified and recorded in the minutes of the next GSA Board meeting.

7.25 Conflict of interest

- (a) A GSA Board member who has a material personal interest in a matter being considered at a GSA Board meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:
 - (i) to the GSA Board - as soon as the GSA Board member becomes aware of the interest; and
 - (ii) to the Members - at the next general meeting.
- (b) The GSA Board member:
 - (i) must not be present while the matter is being considered at the GSA Board meeting; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the GSA Board member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the GSA Board member has in common with all, or a substantial proportion of, the Members.

8. BOARD OFFICIALS

8.1 Roles and responsibilities of Board Officials

The roles and responsibilities of the Board Officials are as follows:

- (a) **General**
 - (i) Each Board Official must provide a written report to GSA Board meetings which includes all actions taken in their role as Board Official.

- (i) Board Officials must perform any other duties as set out in the Association's Governance Charter.

(b) **President**

The President's responsibilities include, but are not limited to:

- (i) ensuring the implementation of decisions by general meetings, GSA Board, Representative Council, Faculty Council and other governing bodies;
- (ii) coordinating liaison with external bodies;
- (iii) conducting official correspondence and acting as spokesperson for the Association;
- (iv) acting as publisher of the Association;
- (v) chairing all meetings of the Association, subject to rule 7.14;
- (vi) keeping a register of graduate student interactions with the Association; and
- (vii) any other duties stipulated by the GSA Board.

(c) **Vice President**

The Vice President's responsibilities include, but are not limited to:

- (i) assisting the President as required; and
- (ii) in the absence of the President, fulfilling the duties of the President as Acting President.

(d) **General Secretary**

The General Secretary's responsibilities include, but are not limited to:

- (i) maintaining the Register pursuant to rule 3.11;
- (ii) making appropriate arrangements for the custody of all books, documents and securities of the Association;
- (i) performing any other duty or function imposed on the General Secretary by this Constitution, GSA Board policy or the Association's Governance Charter;
- (ii) overseeing the Association's management and liaising between the Chief Executive Officer, the GSA Board, Representative Council and Faculty Council; and
- (iii) ensuring GSA Board members are not disqualified pursuant to rule 7.6(a)(iv).

(e) **Treasurer**

The Treasurer's responsibilities include, but are not limited to:

- (i) arranging the collection and receipt of all moneys due to the Association and arranging for all payments authorised by the Association, the GSA Board, the Representative Council and the Faculty Council to be made from the Association's funds;
- (ii) ensuring all monies received are paid into the Association's bank account within five working days after receipt;
- (iii) ensuring accurate and timely financial information is provided to the GSA Board;
- (iv) ensuring funds are managed pursuant to rule 15.2;
- (v) ensuring cheques are signed pursuant to rule 15.2(c);
- (vi) ensuring the financial records of the Association are kept in accordance with the Act;
- (vii) coordinating the preparation of the financial statements of the Association and their certification by the GSA Board prior to their submission to the annual general meeting of the Association; and
- (viii) ensuring at least one other GSA Board member has access to the accounts and financial records of the Association.

8.2 Other Board Officials

- (a) The GSA Board may establish, amend or dissolve other Board Official positions necessary to carry out the Purpose of the Association.
- (b) The Association's Governance Charter must specify the:
 - (i) name of the Board Official position;
 - (ii) role and responsibilities of the Board Official position;
 - (iii) qualification(s) necessary (if any) to hold the Board Official position; and
 - (iv) level of remuneration by honorarium for the Board Official position.
- (c) All GSA Board members must be given seven days' notice, including the full wording of the proposed change, of any proposal to make, amend or repeal a Board Official position.
- (d) Other Board Official positions may be held jointly by two people.

8.3 Election

- (a) Board Officials will be elected by the GSA Board members from among the GSA Board members within one week of the annual general meeting.
- (b) If more than one GSA Board member nominates for a Board Official position, an election must be held by secret ballot.

- (c) A separate ballot must be held for each position to be elected in the order as follows:
 - (i) President;
 - (ii) General Secretary;
 - (iii) Vice President; and
 - (iv) Treasurer.

8.4 Term of office

- (a) A Board Official elected pursuant to rule 8.3 holds office for the period:
 - (i) commencing at the conclusion of the GSA Board meeting at which they are elected; and
 - (ii) expiring at the conclusion of the GSA Board meeting at which the following year's Board Officials are elected, unless:
 - (A) a casual vacancy in the Board Official position on the GSA Board arises sooner in accordance with rule 7.11;
 - (B) the individual resigns as a Board Official; or
 - (C) the individual is removed from their office by resolution of the GSA Board.
- (b) A Board Official who ceases to hold office pursuant to rule 8.4(a)(ii)(B) or 8.4(a)(ii)(C) may continue to be a GSA Board member.
- (c) A Board Official may be re-elected for one further term only.

8.5 General Secretary

- (a) The position of General Secretary must not remain vacant for any period exceeding fourteen days.
- (b) A person may not be appointed to the position of General Secretary unless the person:
 - (i) consents to being appointed as General Secretary; and
 - (ii) is resident in Australia.
- (c) The General Secretary must give to the Registrar notice of their appointment within fourteen days after the appointment.

9. REPRESENTATIVE COUNCIL

The GSA Board must establish a subcommittee to be known as the Representative Council.

9.1 Role and powers

The Representative Council does not have governance duties, its role is to advise the GSA Board and advocate on behalf of graduates and the portfolios they represent.

9.2 Eligibility

- (a) A person is eligible to be elected as a Representative Councillor if the person:
 - (i) supports the Purpose;
 - (ii) is a Member; and
 - (iii) is not a GSA Board member or Faculty Councillor.
- (b) The GSA Board may set qualifications and/or eligibility requirements for Representative Councillors representing particular constituencies, including, but not limited to:
 - (i) women;
 - (ii) queer students;
 - (iii) international students;
 - (iv) indigenous students; or
 - (v) students with a disability.

9.3 Representative Councillors are not employees

Representative Councillors are not employees of the Association and are not entitled to benefits resulting from employment.

9.4 Honoraria

- (a) Representative Councillors will be paid an honorarium to be determined by the Members at a general meeting provided they have signed:
 - (i) the Association's Code of Ethics and Conduct; and
 - (ii) a position description, which:
 - (A) outlines the expectations and duties of their role; and
 - (B) states their acknowledgement that they are not an employee and are therefore not entitled to benefits resulting from employment.
- (b) The General Secretary may request proof of enrolment to confirm that a Representative Councillor is entitled to receive an honorarium.
- (c) A Representative Councillor must notify the General Secretary in writing if they cease to be a student within five working days of the cessation.

9.5 Procedures

The Representative Council may, subject to the Association's Governance Charter and approval by the GSA Board, make procedures for the operation of the Representative Council.

9.6 Delegation and subcommittees

- (a) The Representative Council may establish, reconstitute and dissolve subcommittees as it sees fit.
- (b) The Representative Council may delegate any of its powers to subcommittees as it sees fit.

9.7 Composition of Representative Council

- (a) The Representative Council will consist of at least eight and up to fifteen Representative Councillors.
- (b) Each Representative Councillor is responsible for representing a portfolio as determined on a yearly basis by the GSA Board.
- (c) The discontinuance of a Representative Councillor position by the GSA Board will take effect at the conclusion of the first annual general following the GSA Board's decision to do so, or upon ceasing to be a Representative Councillor pursuant to rule 9.10, whichever is sooner.
- (d) Subject to rules 9.7(c) and 9.10, the GSA Board cannot remove a Representative Councillor from their portfolio once it has been filled until the completion of the Representative Councillor's term.
- (e) A person may hold only one Representative Councillor position at a time.
- (f) A Representative Councillor position may not be held jointly by two people.

9.8 Election

- (a) Representative Councillors (other than those appointed pursuant to rule 9.12) must be directly elected to a portfolio by the graduate students at a general election in accordance with rule 12.3.
- (b) Pursuant to rule 9.2(b), the GSA Board may determine annually the restrictions (if any) on voting in elections for Representative Councillors representing particular constituencies.

9.9 Term of office

- (a) Representative Councillors elected at a general election pursuant to rule 12.3 hold office for the period:
 - (i) commencing at the conclusion of the annual general meeting following their election; and

- (ii) expiring at the conclusion of the first annual general meeting following their election, unless a casual vacancy arises pursuant to rule 9.10.
- (b) Representative Councillors appointed to fill a casual vacancy pursuant to rule 9.12 hold office for the period:
 - (i) commencing on the date of appointment; and
 - (ii) expiring at the conclusion of the first annual general meeting following their appointment, unless a casual vacancy arises earlier pursuant to rule 9.10.
- (c) A Representative Councillor elected pursuant to rule 12.3 may be re-elected for one further term only. An appointment to fill a casual vacancy will not count as a term for the purpose of this rule.

9.10 Ceasing to be a Representative Councillor

- (a) A Representative Councillor may resign from the Representative Council by written notice addressed to the GSA Board.
- (b) A person ceases to be a Representative Councillor, and a casual vacancy is created, if they;
 - (i) resign;
 - (ii) die;
 - (iii) cease to meet the eligibility requirements in rule 9.2(a);
 - (iv) become a GSA Board member;
 - (v) are removed by special resolution of the Members;
 - (vi) are removed from office pursuant to rule 9.11 by unanimous decision of the GSA Board, provided seven days' written notice of the proposed dismissal has been sent to all Representative Councillors;
 - (vii) fail to attend three Representative Council meetings in a twelve-month period (other than urgent Representative Council meetings) without leave of absence pursuant to rule 9.14;
 - (viii) fail to acknowledge receipt of GSA's on-boarding correspondence in writing within one month of receiving the correspondence ; or
 - (ix) are convicted of an indictable offence.

9.11 Removal of a Representative Councillor

- (a) A Representative Councillor may be removed from office, at the discretion of the GSA Board, by:
 - (i) unanimous decision of the GSA Board pursuant to rule 9.10(b)(vi); or

- (ii) special resolution at a general meeting.
- (b) Before a decision to remove (or proposal that the Members remove) a Representative Councillor is made, the GSA Board must have considered alternative disciplinary action, including a written warning, motion of censure and/or suspension.
- (c) When a GSA Board meeting or general meeting is called for the purpose of removing a Representative Councillor, the General Secretary must give written notice to the Representative Councillor:
 - (i) stating that a resolution to remove the Representative Councillor will be considered by the GSA Board or the Members (as the case requires);
 - (ii) stating the grounds for the proposed removal;
 - (iii) specifying the date, place and time of the GSA Board meeting or general meeting at which the matter will be considered;
 - (iv) advising the Representative Councillor that they may do one or more of the following:
 - (A) attend the GSA Board meeting or general meeting; and
 - (B) make representations in writing to the General Secretary or President (not exceeding one thousand words); and
 - (C) request that the representations be provided to the GSA Board or Members.
- (d) The GSA Board is not required to provide any representations prepared by a Representative Councillor pursuant to rule 9.11(c)(iv)(C) to the Members that are defamatory, offensive or abusive.

9.12 Filling casual vacancies

- (a) The Representative Council may fill a position on the Representative Council that has become vacant pursuant to rule 9.10 or was not filled at the last election.
- (b) If a position on the Representative Council falls vacant:
 - (i) up to and including sixty days after a general election - the position must be filled by a count back of the votes at that general election; or
 - (ii) more than sixty days after a general election:
 - (A) the Representative Council must within sixty days appoint a Member to fill the position until the conclusion of the first annual general meeting following their appointment; or
 - (B) if the vacancy results in there being less than five Representative Council members, the GSA Board must

call a by-election expressly for the purpose of electing additional Representative Council members.

- (c) The Representative Council may continue to act despite any vacancy in its membership.

9.13 Representative Council meetings

- (a) The Representative Council must meet at least eight times per year.
- (b) The President, or a GSA Board delegate, must chair all Representative Council meetings.
- (c) Meetings of the Representative Council must be conducted in accordance with rules 7.13 to 7.25, save that:
 - (i) rules 7.13(a), 7.14, 7.21(b)(iv) and 7.25(a)(ii) do not apply;
 - (ii) the words "GSA Board member" will be substituted for "Representative Councillor"; and
 - (iii) the words "GSA Board" will be substituted for "Representative Council".

9.14 Leave of absence

- (a) The Representative Council pursuant to the Association's Leave of Absence Policy may, subject to the approval of the GSA Board, grant a Representative Councillor leave of absence from Representative Council meetings for:
 - (i) a cumulative period not exceeding ninety days; and/or
 - (ii) up to three meetings;
 within a twelve-month period.
- (b) The Representative Council will consider any request for a leave of absence at its next scheduled meeting (unless there are extenuating circumstances (as agreed by the GSA Board).
- (c) Leave of absence may not be granted retroactively (unless there are extenuating circumstances (as agreed by the GSA Board) which warrant retroactive approval.
- (d) The GSA Board may:
 - (i) suspend the honoraria of a Representative Councillor who has been granted a leave of absence; and
 - (ii) appoint a new Representative Councillor to act in their place.
- (e) A Representative Councillor on an approved leave of absence:
 - (i) is not counted for the purpose of forming a quorum;

- (ii) will be recorded in the Representative Council minutes as on an approved leave of absence; and
- (iii) will not receive minutes but will have access to previous minutes upon their return.

10. FACULTY COUNCIL

The GSA Board must establish a subcommittee to be known as the Faculty Council.

10.1 Role and powers

The Faculty Council does not have governance duties. Its purpose is to advise the GSA Board and Representative Council about service delivery, representation and policy work and any other duties delegated by the GSA Board.

10.2 Composition of Faculty Council

The Faculty Council must consist of:

- (a) at least nine and up to fifteen Faculty Councillors; and
- (b) preferably, at least one Faculty Councillor from each faculty.

10.3 Eligibility

A person is eligible to be elected as a Faculty Councillor if the person:

- (a) supports the Purpose;
- (b) is a Member; and
- (c) is not a GSA Board member or Representative Councillor.

10.4 Election

Faculty Councillors (other than those appointed pursuant to rule 10.10(a)) must be elected by the graduate students at a general election conducted in accordance with rule 12.3.

10.5 Faculty Councillors are not employees

Faculty Councillors are not employees of the Association and are not entitled to benefits resulting from employment.

10.6 Honoraria

- (a) Faculty Councillors will be paid an honorarium to be determined by the Members at a general meeting provided they have signed:
 - (i) the Association's Code of Ethics and Conduct; and
 - (ii) a position description, which:
 - (A) outlines the expectations and duties of their role; and

- (B) states their acknowledgement that they are not an employee and are therefore not entitled to benefits resulting from employment.
- (b) The General Secretary may request proof of enrolment to confirm that a Faculty Councillor is entitled to receive an honorarium.
- (c) A Faculty Councillor must notify the General Secretary in writing if they cease to be a student within five working days of the cessation.

10.7 Procedures

The Faculty Council may, subject to the Association's Governance Charter and approval by the GSA Board, make procedures for the operation of the Faculty Council.

10.8 Term of office

- (a) Faculty Councillors elected at a general meeting pursuant to rule 12.3 hold office for the period:
 - (i) commencing at the conclusion of the annual general meeting following their election; and
 - (ii) expiring at the conclusion of the first annual general meeting following their election, unless a casual vacancy arises pursuant to rule 9.10.
- (b) Faculty Councillors appointed to fill a casual vacancy pursuant to rule 9.12 hold office for the period:
 - (i) commencing on the date of appointment; and
 - (ii) expiring at the conclusion of the first annual general meeting following their appointment unless a casual vacancy arises earlier pursuant to rule 9.10.
- (c) A Faculty Councillor elected pursuant to rule 12.3 may be re-elected for one further term only. An appointment to fill a casual vacancy will not count as a term for the purpose of this rule.

10.9 Ceasing to be a Faculty Councillor

- (a) A Faculty Councillor may resign from the Faculty Council by written notice addressed to the GSA Board.
- (b) A person ceases to be a Faculty Councillor, and a casual vacancy is created, if they:
 - (i) resign;
 - (i) die;
 - (ii) cease to be a Member;
 - (iii) become a GSA Board member or Representative Councillor;

- (iv) are removed by special resolution of the Members;
- (v) are removed from office by unanimous decision of the GSA Board, provided seven days' written notice of the proposed dismissal has been sent to all Faculty Councillors;
- (vi) fail to attend three Faculty Council meetings in a twelve-month period without leave of absence under rule 10.14;
- (vii) fail to acknowledge receipt of GSA's on-boarding correspondence in writing within one month of receiving the correspondence; or
- (viii) are convicted of an indictable offence.

10.10 Removal of a Faculty Councillor

- (a) A Faculty Councillor may be removed from office, at the discretion of the GSA Board by:
 - (i) unanimous decision of the GSA Board pursuant to rule 10.9(b)(v); or
 - (ii) by special resolution at a general meeting.
- (b) Before a decision to remove (or proposal that the Members remove) a Faculty Councillor is made, the GSA Board must have considered alternative disciplinary action, including a written warning, motion of censure and/or suspension.
- (c) When a GSA Board meeting or general meeting is called for the purpose of removing a Faculty Councillor, the General Secretary must give written notice to the Faculty Councillor:
 - (i) stating that a resolution to remove the Faculty Councillor will be considered by the GSA Board or the Members (as the case requires);
 - (ii) stating the grounds for the proposed removal;
 - (iii) specifying the date, place and time of the GSA Board meeting or general meeting at which the matter will be considered;
 - (iv) advising the Faculty Councillor that they may do one or more of the following:
 - (A) attend the GSA Board or general meeting; and
 - (B) make representations in writing to the General Secretary or President (not exceeding one thousand words); and
 - (C) request that the representations be provided to the GSA Board or Members.
- (d) The GSA Board is not required to provide any representations prepared by a Faculty Councillor pursuant to rule 10.10(c)(iv)(B) to the Members that are defamatory, offensive or abusive.

10.11 Filling casual vacancies

- (a) The Faculty Council may fill a position on the Faculty Council that has become vacant pursuant to rule 10.9 or was not filled at the last election.
- (b) If a position on the Faculty Council falls vacant:
 - (i) up to and including sixty days after a general election - the position must be filled by a count back of the votes at that general election; or
 - (ii) more than sixty days after a general election:
 - (A) the Faculty Council must within sixty days appoint a Member to fill the position until the conclusion of the first annual general meeting following their appointment; or
 - (B) if the vacancy results in there being less than five Faculty Councillors, the GSA Board must call a by-election expressly for the purpose of electing additional Faculty Councillors.
- (c) The Representative Council may continue to act despite any vacancy in its membership.

10.12 Delegation and subcommittees

- (a) The Faculty Council may establish, reconstitute and dissolve subcommittees as it sees fit.
- (b) The Faculty Council may delegate any of its powers to subcommittees as it sees fit.

10.13 Faculty Council meetings

- (a) The Faculty Council must meet at least eight times per year.
- (b) The Vice-President, or a GSA Board delegate, must chair all Faculty Council meetings.
- (c) Meetings of the Faculty Council must be conducted in accordance with rules 7.13 to 7.25, save that:
 - (i) rules 7.13(a), 7.14, 7.21(b)(iv) and 7.25(a)(ii) do not apply;
 - (ii) the words "GSA Board member" will be substituted for "Faculty Councillor"; and
 - (iii) the words "GSA Board" will be substituted for "Faculty Council".

10.14 Leave of absence

- (a) The Faculty Council pursuant to GSA's Leave of Absence Policy may, subject to the approval of the GSA Board, grant a Faculty Councillor leave of absence from Faculty Council meetings for:
 - (i) a cumulative period not exceeding ninety days; and/or

- (ii) up to three meetings;
within a twelve-month period.
- (b) The Faculty Council will consider any request for a leave of absence at its next scheduled meeting (unless there are extenuating circumstances as agreed by the GSA Board).
- (c) Leave of absence may not be granted retroactively (unless there are extenuating circumstances as agreed by the GSA Board,) which warrant retroactive approval.
- (d) The GSA Board may:
 - (i) suspend the honoraria of a Faculty Councillor who has been granted a leave of absence; and
 - (ii) appoint a new Faculty Councillor to act in their place.
- (e) A Faculty Councillor on an approved leave of absence:
 - (i) is not counted for the purpose of forming a quorum;
 - (ii) will be recorded in the Faculty Council minutes as on an approved leave of absence; and
 - (iii) will not receive minutes but will have access to previous minutes upon their return.

11. CHIEF EXECUTIVE OFFICER

- (a) The GSA Board must appoint a Chief Executive Officer.
- (b) The appointment may be for the period, at the remuneration and on the conditions that the GSA Board thinks fit.
- (c) The Chief Executive Officer has delegated authority to manage the day-to-day operations of the Association.
- (d) The GSA Board may remove the Chief Executive Officer at any time, subject to any contract between the Association and the Chief Executive Officer.
- (e) The Chief Executive Officer may attend and speak at GSA Board meetings, Representative Council meetings, Faculty Council meetings and any other subcommittee meetings but cannot vote.

12. NOMINATIONS AND ELECTIONS

12.1 Eligibility

- (a) Only Members are eligible to stand in elections.
- (b) Members are not eligible to stand in an election unless, at the time nominations close:
 - (i) their name appears in the Register as a current Member of GSA; and

- (ii) their expected graduation date is at least six months after the date of their nomination.

12.2 Nominations

- (a) Nominations for election to the GSA Board, Representative Council and Faculty Council:
 - (i) open three weeks before the date of an election; and
 - (ii) close at close of business two weeks before the date of the election.
- (b) All nominations must be submitted in writing to the Returning Officer.

12.3 Elections

- (a) All GSA Board members, Representative Councillors and Faculty Councillors are elected by the graduate students at a general election.
- (b) A general election will be held each year in first semester, within the first eight weeks of first semester and must be completed at least two weeks prior to the annual general meeting.
- (c) All elections must be:
 - (i) held by secret ballot;
 - (ii) held pursuant to the Electoral Regulations; and
 - (iii) regulated by the Electoral Tribunal.
- (d) There must be a separate ballot for GSA Board members, Representative Councillors and Faculty Councillors.

13. ELECTORAL TRIBUNAL

There must be an Electoral Tribunal, consisting of three Members.

13.1 Control of elections

All elections held under this Constitution must be regulated by the Electoral Tribunal.

13.2 Qualifications for Electoral Tribunal Members

Each Member of the Electoral Tribunal must:

- (a) have been admitted to practice as a barrister and solicitor of the Supreme Court of Victoria at the date of their appointment; and
- (b) not have stood for election in an election for a student body at the University in the ten years prior to their appointment.

13.3 Appointment of Tribunal Members

Electoral Tribunal Members must be appointed as follows:

- (a) one Member will be appointed by the Vice-Chancellor;
- (b) one Member will be appointed by the Dean of Melbourne Law School; and
- (c) one Member will be appointed by the GSA Board.

13.4 Chair

The Electoral Tribunal must appoint one of its members as Chair, who will be responsible for managing Electoral Tribunal meetings and communicating with the Returning Officer, the GSA Board and GSA staff members where appropriate.

13.5 Term of Office

- (a) A Member of the Electoral Tribunal holds office until:
 - (i) the Member resigns in writing;
 - (ii) if appointed by the Vice Chancellor or the Dean of Melbourne Law school, the Member is replaced by the person having power to appoint that Member; or
 - (iii) if appointed by the GSA Board, the Member is removed by resolution of the GSA Board approved by two thirds of the voting Members of the GSA Board.
- (b) A Member of the Electoral Tribunal must not be replaced during an election period.

13.6 Powers of the Electoral Tribunal

The Electoral Tribunal has the power to:

- (a) make Electoral Regulations for the conduct of elections;
- (b) appoint a Returning Officer;
- (c) call for elections;
- (d) hear appeals against the results of elections;
- (e) hear appeals of decisions of the Returning Officer;
- (f) declare results of elections; and
- (g) make regulations governing its own proceedings as it sees fit.

13.7 Decisions of the Electoral Tribunal

A decision of the Electoral Tribunal will only be valid if it is made:

- (b) at a meeting (whether in person or online) attended by at least two members of the Electoral Tribunal and at least two members of the Electoral Tribunal are in favour of the decision; or

- (c) by circular resolution approved unanimously by all three members of the Electoral Tribunal.

13.8 Appeals against results of elections

Pursuant to the Electoral Regulations, a Member may appeal against the result of an election by contacting the Chair of the Electoral Tribunal within one week of the provisional declaration of the result.

13.9 Electoral Tribunal Meetings

- (a) Meetings of the Electoral Tribunal may be called by any of its Members, provided:
 - (i) at least five days' notice is given of a meeting outside of and election period;
 - (ii) at least twelve hours' notice is given of a meeting during an election period; and
 - (iii) notice is given to the Returning Officer, all appellants and any candidate who may be materially affected by the tribunal.
- (b) Any Member of the Association may attend a meeting of the Electoral Tribunal, unless the tribunal has resolved that the meeting should be held in camera.
- (c) A Member may appoint any person, other than a practising solicitor, to act on behalf of that Member in the arbitration of a dispute.
- (d) The Electoral Tribunal must provide the General Secretary with a brief summary of each decision on appeal in relation to an election.
- (e) The General Secretary must post the decision on the Association's website.

14. RETURNING OFFICER

- (a) The Electoral Tribunal must appoint a Returning Officer at least two weeks before the opening of nominations of any election.
- (b) The position must be advertised.
- (c) The Returning Officer must be a natural person with demonstrated qualifications and experience to enable proper performance of the role.
- (d) The Returning Officer must post all information relevant to the election on the Association's website.

15. FINANCIAL MATTERS

15.1 Source of funds

The funds of the Association may be derived from donations, fundraising activities, grants, interest and any other sources approved by the GSA Board.

15.2 Management of funds

- (a) The GSA Board may approve expenditure on behalf of the Association.
- (b) The GSA Board may authorise the expenditure of funds on behalf of the Association without requiring approval from the GSA Board for each item on which the funds are expended.
- (c) All cheques must be signed by two GSA Board members, at least one of whom is the President or General Secretary.
- (d) The GSA Board must ensure that systems and procedures for the management of the Association's funds are appropriate for its size and circumstances, and the complexity of its financial affairs.

15.3 Financial records

- (a) The Association must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act and ACNC Legislation.
- (b) The Association must retain the financial records for seven years after the transactions covered by the records are completed.

15.4 Financial statements

- (a) For each financial year, the GSA Board must ensure that:
 - (i) the requirements under the Act relating to the financial statements of the Association are met; and
 - (ii) the requirements of the ACNC Legislation are met.
- (b) Without limiting rule 15.4(a), those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the GSA Board;
 - (iv) the submission of the financial statements to the annual general meeting of the Association; and
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

16. GENERAL MATTERS

16.1 Common seal

The Association does not have a common seal.

16.2 Execution of documents

The Association may execute a document by the signature of two GSA Board members, one of whom must be the President or General Secretary.

16.3 Registered address

The registered address of the Association may be determined from time to time by resolution of the GSA Board.

16.4 Notice requirements

- (a) Any notice required to be given to a Member or GSA Board member under this Constitution may be given:
 - (i) in person;
 - (ii) by post;
 - (iii) by leaving the notice at the address recorded in the Register (if any);
 - (iv) by any electronic means to an address recorded in the Register (if any);
 - (v) by display on the Association's website or Facebook page; or
 - (vi) by any other means consented to by the Member or GSA Board member as the case may be.
- (b) Any notice required to be given to the Association may be given:
 - (i) in person;
 - (ii) by post;
 - (iii) by leaving the notice at the registered address;
 - (iv) by any electronic means to an address of the Association or the General Secretary; or
 - (v) by any other means consented to by the Association or the General Secretary as the case may be.

16.5 Inspection of books and records

- (a) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of GSA Board meetings, unless otherwise permitted by this Constitution, law, or the GSA Board.
- (b) Members may on request inspect:
 - (i) the Register;
 - (ii) the minutes of general meetings; and

- (iii) this Constitution,
subject to rules 16.5(c), 16.5(d), and 16.5(e).
- (c) The General Secretary may refuse to allow a Member to inspect any part of the Register in accordance with section 59 of the Act.
- (d) Members must not:
 - (i) use information obtained about another person from the Register to contact or send materials to the other person; or
 - (ii) disclose information obtained about a person from the Register knowing that the information is likely to be used to contact or send materials to the person; unless,

the purpose for which the information is used or disclosed is otherwise expressly permitted by this Constitution or by law.
- (e) If the Association provides access to this Constitution on the Association's website or the ACNC website, the GSA Board will be deemed to have allowed the Member to inspect and copy this Constitution, unless the Member informs the Association that they are unable to access this Constitution on either website.
- (f) A Member must be given a copy of this Constitution and minutes of general meetings within one month of the Association receiving a request by the Member and the Member paying any fee prescribed by the GSA Board.

16.6 Winding up and cancellation

- (a) The Association may be wound up in accordance with the Act.
- (b) Where on the winding up of the Association or dissolution of the Association, there is a surplus of assets after satisfying all the Association's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to a Member in their capacity as Members; and
 - (ii) must be given or transferred to the University of Melbourne Student Union Incorporated (ABN - 78 125 531 707), provided that entity still exists and is:
 - (A) charitable at law;
 - (B) has similar objects to those of the Association as described in this Constitution; and
 - (C) prohibits the distribution of profit or gain to its members in their capacity as members.
- (c) If for any reason, University of Melbourne Student Union Incorporated is unable or unwilling to receive the surplus assets, the surplus assets must go to an entity or entities ("the recipient") which:

- (i) are charitable at law; and
 - (ii) have similar objects to those of the Association as described in this Constitution; and
 - (iii) prohibit the distribution of profit or gain to its members in their capacity as members.
- (d) The identity of the recipient will be decided by resolution of the Members on or before the time of any winding up or dissolution. If the Members fail to decide, the identity of the recipient will be determined by application to the Supreme Court in the State of Victoria.

16.7 Indemnity and Limitation on Liability of Officers and Members

- (a) The Association indemnifies members of the Association's GSA Board against liability incurred by them in that capacity, unless liability arises out of conduct involving a breach of their duties to the Association.
- (b) In accordance with section 52 of the Act, a Member or Officer of the Association is not liable, merely because that person was a Member or Officer, to contribute towards:
 - (i) the payment of the debts and liabilities of the incorporated Association; or
 - (ii) the costs, charges and expenses of the winding up of the incorporated Association.

16.8 Alteration of Constitution

This Constitution must not be altered except in accordance with the Act.

17. TRANSITIONAL PROVISIONS

The rules in this Part apply notwithstanding anything to the contrary in this Constitution.

17.1 Faculty Council

Faculty Councillors appointed prior to the 2025 annual general meeting will continue to be subject to those terms of the previous Constitution (adopted on 26 November 2020) that applied to Faculty Council members. This includes (but is not limited to) not being entitled to any honorarium under rule 10.6.

17.2 Members

The Members immediately following the adoption of this Constitution will be those Members listed on the Register at the time of adoption.

17.3 GSA Board members

- (a) The GSA Board members immediately following the adoption of this Constitution will be those in office at the time of adoption.

- (b) GSA Board members appointed prior to the adoption of this constitution will continue in office until the first general election held following the adoption of this Constitution.
- (c) Notwithstanding any other provision of this Constitution, the term of office of half of the GSA Board members (selected by lot) that are elected at the first general election following the adoption of this Constitution expire at the conclusion of the second annual general meeting following their election, unless a casual vacancy arises earlier in accordance with rule 7.11.