

Rules

Association of Postgraduate Students Inc.

1 Interpretation

1.1 In these rules—

Academic Day means a day during the first, second, or summer semester which is not a Saturday, Sunday or University holiday.

Act means the *Associations Incorporation Act 1981*.

Association has the meaning in rule 2.1.

Business day means any day other than a Saturday, Sunday or public holiday in Brisbane.

By-Laws means the by-laws of the Association as amended from time to time.

Management Committee means management committee of the Association.

Present—

- (a) at a management committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 37(2).

Postgraduate Student means a person who is enrolled in either a Higher Degree by Coursework or Higher Degree by Research of the University where:

- (a) Higher Degree by Coursework means a coursework degree or graduate certificate ordinarily requiring a bachelor's degree as a prerequisite for admission or being recognised as meeting the AQF level 8 or higher criteria by the Australian Qualifications Framework.
- (b) Higher Degree by Research means a doctoral, higher doctoral, or research or being recognised as meeting the AQF level 8 or higher criteria by the Australian Qualifications Framework. Referred to as HDR.

Postgraduate Student Department means the department run by the Union with this or a similar name.

SSAF means the Student Services and Amenities Fees collected by the University from Students to provide student services and amenities of a non-academic nature.

Student means a person who is enrolled with the University as a student.

Unincorporated Association has the meaning in rule 4.3.

Union means University of Queensland Union.

University means the University of Queensland.

1.2 If the Association is registered with the Australian Charities and Not-for-Profits Commission (**ACNC Entity**) and a provision in these rules is inconsistent with a law applicable to the

association due to its registration as an ACNC Entity, the relevant law overrides the provision of these rules to the extent of any inconsistency.

- 1.3 A word or expression that is not defined in these model rules, but is defined in the Act has, if the context **permits**, the meaning given by the Act.

2 Name

- 2.1 The name of the incorporated association is Association of Postgraduate Students Inc. (***the Association***).

3 Objects

- 3.1 The Association's primary objective is the advancement of education for the public benefit by:
- (a) promoting and supporting postgraduate students' academic success, research, and intellectual growth at the University;
 - (b) creating opportunities for academic information sharing, cooperation, and dissemination among postgraduate students, faculties, and the larger community;
 - (c) promoting a culture of lifelong learning by providing educational resources, workshops, seminars, and other initiatives that contribute to the personal and professional development of postgraduate students;
 - (d) being the recognised representative channel between postgraduate students and the University and any other external bodies;
 - (e) overseeing the Postgraduate Student Department;
 - (f) providing professional, social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its students; and
 - (g) doing all things that further, are in aid of, or are ancillary, necessary or incidental to any of the Association's objects.
- 3.2 The Association will not affiliate with or subscribe to the platforms of:
- (a) any political party or religious organisation; or
 - (b) any person, organisation or body corporate that affiliates with or provides funds to any political party or religious organisation.
- 3.3 The Association will not provide funds to a:
- (a) political party; or
 - (b) religious organisation.
- 3.4 The assets and income of the Association will be applied exclusively to the promotion of its objects.
- 3.5 No portion of the Association's profits, assets and income will be paid or distributed directly or indirectly to members or officers except as:
- (a) bona fide remuneration for services rendered,
 - (b) reimbursement of expenses incurred on behalf of the Association;

(c) payment of amounts owing by the Association.

3.6 The Association is a not-for-profit organisation.

4 Powers

4.1 The Association has the powers of an individual.

4.2 The Association may, for example—

- (a) enter into contracts; and
- (b) engage or terminate personnel; and
- (c) acquire, hold, deal with and dispose of property; and
- (d) make charges for services and facilities it supplies; and
- (e) do other things necessary or convenient to be done in carrying out its affairs.

4.3 The Association may take over the funds and other assets and liabilities of the present unincorporated association known as the Association of Postgraduate Students (the **Unincorporated Association**).

4.4 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

4.5 The income and property of the Association, including any SSAF funding received from the University must be applied solely for the purposes of promoting and fulfilling the objects in rule 3, in compliance with section 19-38 of the *Higher Education Support Act 2003* (Cth) (as applicable).

5 Membership and rights

5.1 All Postgraduate Students enrolled at the University are eligible for membership of the Association as members.

5.2 The number of members is unlimited.

5.3 Subject to these rules, all members have one vote at general meetings of the Association.

5.4 Members must comply with these rules and the By-Laws.

5.5 Members may use the amenities and services of the Association.

6 Automatic membership

6.1 A person who, on the day the Association is incorporated, was a member of the Unincorporated Association, must be admitted by the Management Committee—

- (a) to the equivalent class of membership of the Association as the member held in the Unincorporated Association; or
- (b) if there is no equivalent class of membership—as an ordinary member.

7 New membership

- 7.1 A Postgraduate Student may lodge an application for membership of the Association.
- 7.2 An application for membership must be—
- (a) in writing; and
 - (b) signed by the applicant; and
 - (c) in the form decided by the management committee.

8 Admission of new members

- 8.1 Upon the receipt of an application for membership by a Postgraduate Student, the applicant becomes a member of the Association.
- 8.2 The Management Committee must ensure that, when a person is informed of his or her eligibility to be a member of the Association, and before the person makes the application, the person is advised—
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.

9 When membership ends

- 9.1 A Member immediately ceases to be a member of the Association upon ceasing:
- (a) to be a Postgraduate Student; or
 - (b) a student at the University.
- 9.2 A member may resign from the Association by giving a written notice of resignation to the general secretary.
- 9.3 The resignation takes effect at—
- (a) the time the notice is received by the general secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 9.4 The Management Committee may terminate a member's membership if the member—
- (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these rules or the By-Laws;
 - (c) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association; or
 - (d) conducts himself or herself in a way that is contrary to the code of conduct or disciplinary procedure adopted by the Association, University or the Union from time to time.
- 9.5 Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

- 9.6 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the general secretary of the committee must give the member a written notice of the decision.

10 Appeal against termination of membership

- 10.1 A person whose membership has been terminated, may give the general secretary written notice of the persons intention to appeal against the decision.
- 10.2 A notice of intention to appeal must be given to the general secretary within 1 month after the person receives written notice of the decision.
- 10.3 If the general secretary receives a notice of intention to appeal, the general secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

11 General meeting to decide appeal

- 11.1 The general meeting to decide an appeal must be held within 3 months after the general secretary receives the notice of intention to appeal.
- 11.2 At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- 11.3 Also, the Management Committee and the members of the committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
- 11.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

12 Register of members

- 12.1 The Management Committee must keep a register of members of the Association.
- 12.2 The register must include the following particulars for each member—
- (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the Management Committee or the members at a general meeting decide.
- 12.3 The register must be open for inspection by members of the Association at all reasonable times.
- 12.4 A member must contact the general secretary to arrange an inspection of the register.

- 12.5 However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13 Prohibition on use of information on register of members

- 13.1 A member of the Association must not—
- (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 13.2 Rule 13.1 does not apply if the use or disclosure of the information is approved by the Association.

14 Appointment or election of general secretary

- 14.1 The general secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is a member of the Association elected by the Association as general secretary.
- 14.2 If the Association has not elected an interim officer as general secretary for the Association before its incorporation, the members of the Management Committee must ensure a general secretary is appointed or elected for the Association within 1 month after incorporation.
- 14.3 If a vacancy happens in the office of general secretary, the members of the Management Committee must ensure a general secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 14.4 Upon appointment as the general secretary the person becomes a member of the Management Committee.
- 14.5 In this rule— **casual vacancy**, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

15 Functions of general secretary

- 15.1 The general secretary's functions include, but are not limited to –
- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association;
 - (b) keeping minutes of each meeting;
 - (c) keeping copies of all correspondence and other documents relating to the Association; and

- (d) maintaining the register of members of the Association.

16 Membership of Management Committee

- 16.1 The Management Committee of the Association consists of a maximum of four members, namely:
 - (a) president;
 - (b) deputy president;
 - (c) general secretary;
 - (d) treasurer.
- 16.2 The postgraduate affairs manager will act in an advisory capacity to the Management Committee. The postgraduate affairs manager:
 - (a) will only have the right to attend meetings of the Management Committee as and when determined by the Management Committee;
 - (b) will not be considered when determining a quorum of the Management Committee; and
 - (c) will not have a vote.
- 16.3 All members of the Management Committee must adhere to eligibility requirements and conditions as stipulated in the By-Laws.
- 16.4 At each annual general meeting of the Association, the members of the Management Committee will retire from office.
- 16.5 A member of the Management Committee who retires under rule 16.4 will be eligible for re-election unless the member has held office for three years, either continuously or in total.
- 16.6 A member of the Association may be appointed to a casual vacancy on the Management Committee under rule 19.

17 Electing the Management Committee

- 17.1 A member of the Management Committee may only be elected as follows—
 - (a) Any 2 members of the Association may nominate another member (the **candidate**) to hold the following offices of the Management Committee;
 - (i) president;
 - (ii) deputy president;
 - (iii) treasurer; and
 - (iv) general secretary.
 - (b) The nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and

- (iii) given to the general secretary at least 14 days before the annual general meeting at which the election is to be held.
 - (c) Each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee specified in rule 17.1(a).
 - (d) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 17.2 A person may be a candidate only if the person—
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 17.3 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.
- 17.4 If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 17.5 The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
- (a) whether or not the association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.

18 Resignation, removal or vacation of office of Management Committee member

- 18.1 A member of the Management Committee may resign from the committee by giving written notice of resignation to the general secretary.
- 18.2 The resignation takes effect at—
- (a) the time the notice is received by the general secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 18.3 A member may be removed from office, if the member:
- (a) is voted to be removed at a general meeting of the Association by a majority of the members present and eligible to vote at the meeting;
 - (b) is prohibited by the University from holding office;
 - (c) is ineligible to be elected as a management committee member pursuant to section 61A of the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a protective jurisdiction law relating to mental health;
 - (e) is absent from three consecutive meetings of the Management Committee without having previously obtained leave of the Committee.

- 18.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 18.5 A member has no right of appeal against the members removal from office under this rule.
- 18.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

19 Vacancies on management committee

- 19.1 If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association by a majority decision to fill the vacancy until the next annual general meeting.
- 19.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 19.3 However, if the number of committee members is less than the number fixed under rule 22.1 as a quorum of the Management Committee, the continuing members may act only to—
- (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

20 Functions of Management Committee

- 20.1 Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 20.2 The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the Associations rules are inconsistent with the Act—see section 1B of the Act.

- 20.3 The Management Committee may exercise the powers of the Association—
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide;
 - (b) to secure the amounts mentioned in rule 20.3(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from members and pay interest on the amounts borrowed;

- (e) to mortgage or charge the whole or part of its property;
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the Association may from time to time decide.

20.4 For rule 20.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

- (a) the financial institution for the Association; or
- (b) if there is more than 1 financial institution for the Association—the financial institution nominated by the Management Committee.

President

20.5 The president is delegated general responsibility for the overall supervision of the Association's activities including, but are not limited to:

- (a) ensuring the implementation of decisions by general meetings and committee meetings;
- (b) coordinating with external bodies;
- (c) conducting official correspondence and acting as spokesperson for the Association;
- (d) acting as publisher of the Association; and
- (e) chairing all meetings of the Association.

20.6 The president shall be advanced as the preferred candidate for election to the position of Postgraduate Officer of the Union.

Deputy President

20.7 The deputy president's responsibilities include, but are not limited to:

- (a) assisting the president as required; and
- (b) in the absence of the president, fulfilling the duties of the president as acting president.

Treasurer

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

- (a) arranging the collection and receipt of all moneys due to the Association and arranging for all payments authorised by the Association, to be made from the Association's accounts;
- (b) ensuring all monies received are paid into the Association's bank account within five Business Days after receipt;
- (c) ensuring accurate and timely financial information is provided to the Management Committee;
- (d) ensuring the financial records of the Association are kept in accordance with the Act;

- (e) coordinating the preparation of the financial statements of the Association and their certification by the Management Committee prior to their submission to the annual general meeting of the Association; and
- (f) ensuring at least one other member of the Management Committee has access to the accounts and financial records of the Association.

21 Meetings of Management Committee

- 21.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 21.2 The Management Committee must meet at least once every month on an Academic Day to exercise its functions.
- 21.3 The Management Committee must decide how a meeting is to be called.
- 21.4 Notice of a meeting is to be given in the way decided by the Management Committee.
- 21.5 The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 21.6 A committee member who participates in the meeting as mentioned in rule 21.5 is taken to be present at the meeting.
- 21.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 21.8 A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 21.9 The president is to preside as chairperson at a Management Committee meeting.
- 21.10 If there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the deputy president will preside as chairperson at the meeting. If there is no deputy president or the deputy president is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

22 Quorum for, and adjournment of, Management Committee meeting

- 22.1 At a Management Committee meeting, more than 50% of the then current members form a quorum.
- 22.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.

- 22.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
- (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 22.4 If, at an adjourned meeting mentioned in rule 22.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

23 Special meeting of Management Committee

- 23.1 If the general secretary receives a written request signed by at least 33% of the members of the Management Committee, the general secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the general secretary receives the request.
- 23.2 If the general secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 23.3 A request for a special meeting must state—
- (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- 23.4 A notice of a special meeting must state—
- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- 23.5 A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

24 Minutes of Management Committee meetings

- 24.1 The general secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 24.2 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

25 Appointment of subcommittees

- 25.1 The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Associations operations.
- 25.2 A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.

- 25.3 A subcommittee may elect a chairperson of its meetings.
- 25.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 25.5 A subcommittee may meet and adjourn as it considers appropriate.
- 25.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

26 Acts not affected by defects or disqualifications

- 26.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 26.2 Rule 26.1 applies even if the act was performed when—
- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

27 Resolutions of Management Committee without meeting

- 27.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 27.2 A resolution mentioned in rule 27.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

28 First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the Association's first reportable financial year.

29 Subsequent annual general meetings

- 29.1 Each subsequent annual general meeting must be held—
- (a) at least once each year; and
 - (b) within 6 months after the end date of the Association's reportable financial year.

30 Management Committee members to be elected at annual general meeting

- 30.1 The Association must elect the members of the Management Committee at each annual general meeting of the Association.

31 Other business for annual general meeting of large incorporated associations and particular medium and small incorporated associations

31.1 This rule applies if the Association is—

- (a) a large incorporated association to which sections 59A and 59AA of the Act apply; or
- (b) a medium incorporated association to which sections 59A and 59AA of the Act apply; or
- (c) a small incorporated association to which sections 59A and 59AA of the Act apply.

31.2 The following business must be conducted at each annual general meeting of the Association—

- (a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) for a large incorporated association—appointing an auditor or an accountant for the present financial year;
- (d) for a medium or small incorporated association—appointing an auditor, an accountant or an approved person for the present financial year.

32 Other business for annual general meeting of other medium incorporated associations

32.1 This rule applies if the Association is a medium incorporated association to which sections 59A and 59AB of the Act apply.

32.2 The following business must be conducted at each annual general meeting of the Association—

- (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
- (b) presenting the financial statement and verification statement to the meeting for adoption; and
- (c) appointing an auditor, an accountant or an approved person for the present financial year.

33 Other business for annual general meeting of other small incorporated associations

33.1 This rule applies if the Association is a small incorporated association to which sections 59A and 59AB of the Act apply.

33.2 The following business must be conducted at each annual general meeting of the Association—

- (a) receiving the association's financial statement, and verification statement, for the last reportable financial year; and
- (b) presenting the financial statement and verification statement to the meeting for adoption.

34 Notice of general meeting

- 34.1 The general secretary may call a general meeting of the Association.
- 34.2 The general secretary must give at least 14 days notice of the meeting to each member of the Association.
- 34.3 If the general secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 34.4 The Management Committee may decide the way in which the notice must be given.
- 34.5 However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - (i) to terminate the person's membership of the Association; or
 - (ii) a meeting called to hear and decide a proposed special resolution of the Association.
- 34.6 A notice of a general meeting must state the business to be conducted at the meeting.

35 Quorum for, and adjournment of, general meeting

- 35.1 The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus 14.
- 35.2 However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less 1.
- 35.3 A proxy will not be counted for the purposes of determining if a quorum is present.
- 35.4 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 35.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- 35.6 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.

- 35.7 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 35.8 If a meeting is adjourned under rule 35.7, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 35.9 The general secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 35.10 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

36 Procedure at general meeting

- 36.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 36.2 A member who participates in a meeting as mentioned in rule 36.1 is taken to be present at the meeting.
- 36.3 At each general meeting—
- (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

37 Voting at general meeting

- 37.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members present.
- 37.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has no casting vote.
- 37.3 The method of voting is to be decided by the Management Committee.
- 37.4 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 37.5 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 37.6 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

38 Special general meeting

- 38.1 The general secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) at least 50 members of the Association; or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee to terminate a person’s membership.

- 38.2 A request mentioned in rule 38.1(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.

- 38.3 A special general meeting must be held within 3 months after the general secretary—
 - (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in rule 38.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in rule 38.1(c).

- 38.4 If the general secretary is unable or unwilling to call the special meeting, the president must call the meeting.

39 Proxies

39.1 An instrument appointing a proxy must be in writing and be in the following or similar form—

Association of Postgraduate Students Inc.:
 I, _____ of _____, being
 a member of the association, appoint _____
 of _____
 as my proxy to vote for me on my behalf at the (annual) general meeting of the
 association, to be held on the _____ day of _____
 20____
 and at any adjournment of the meeting.

Signed this _____ day of _____ 20____.

Signature

- 39.2 The instrument appointing a proxy must—
 - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.

- 39.3 A proxy may be a member of the Association or another person.
- 39.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 39.5 Each instrument appointing a proxy must be given to the general secretary at least two hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 39.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 39.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

Association of Postgraduate Students Inc.;
 I, _____ of _____, _____ being
 a member of the association, appoint _____
 of _____
 as my proxy to vote for me on my behalf at the (annual) general meeting of the
 association, to be held on the _____ day of _____
 20_____
 and at any adjournment of the meeting.
 Signed this _____ day of _____ 20_____.
 _____ Signature
 This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the
 following resolutions—
 [*List relevant resolutions*]

40 Minutes of general meetings

- 40.1 The general secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 40.2 To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 40.3 If asked by a member of the Association, the general secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 40.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

41 By-laws

- 41.1 The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 41.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

42 Alteration of rules

- 42.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 42.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

43 Funds and accounts

- 43.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 43.2 Subject to rule 20.8(f), records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 43.3 Subject to rule 20.8(b), all amounts must be deposited in the financial institution account within five Business Days after receipt.
- 43.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 43.5 If a payment of \$100 or more is made by electronic funds transfer, the transfer must be approved by at least two Management Committee and the postgraduate affairs manager.
- 43.6 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
- (a) the president;
 - (b) the deputy president;
 - (c) the general secretary;
 - (d) the treasurer.
- 43.7 However, 1 of the persons who signs the cheque or authorises the electronic funds transfer must be the president, the general secretary or the treasurer.
- 43.8 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 43.9 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 43.10 All expenditure must be approved or ratified at a Management Committee meeting.

44 General financial matters

- 44.1 On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 44.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

45 Documents

- 45.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

46 Financial year

- 46.1 The end date of the Association's financial year is 30 June in each year.

47 Distribution of surplus assets to another entity

- 47.1 This rule applies if the Association—
- (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- 47.2 The surplus assets must not be distributed among the members of the Association.
- 47.3 The surplus assets must be given to—
- (a) the Union or any entity that is the successor of or holds a similar role to the Union; or
 - (b) the University.
- 47.4 In this rule— **surplus assets** see section 92(3) of the Act.

48 Dispute resolution

- 48.1 This provision applies to any dispute arising in connection with these rules between a member or a Management Committee member (each a **disputing party**) and:
- (a) one or more members;
 - (b) one or more Management Committee members; or
 - (c) the Association.
- 48.2 Unless a disputing party has complied with this rule 47.4 that party may not commence any court proceedings or arbitration relating to the dispute (except where that party seeks urgent interlocutory relief).

- 48.3 Where a disputing party fails to comply with this rule 47.4, any other party need not comply with the rule before referring the dispute to arbitration or commencing court proceedings in relation to that dispute.
- 48.4 Any disputing party claiming a dispute has arisen in connection with these rules must give written notice to the other parties specifying the issues in dispute and nominating that party's representative (if any) with authority to settle the dispute.
- 48.5 The party receiving the notice must promptly give notice in writing to the notifying party designating their representative (if any) with similar authority to settle the dispute.
- 48.6 The parties (and their representatives) involved any dispute must attempt in good faith to resolve the dispute within 21 days of the giving of the notice referred to in rule 48.5.
- 48.7 If the dispute is not resolved within 21 days of the giving of the notice referred to in rule 48.5 (or a further agreed period) the parties must within a further 21 days (or other agreed period):
- (a) notify the Management Committee of the dispute;
 - (b) agree on the appointment of a mediator to assist to resolve the dispute.
- 48.8 If the relevant parties cannot agree on the appointment of a particular mediator within the required time frame determined in accordance with rule 48.7:
- (a) in respect of a dispute between members, the Management Committee may determine which mediator should be appointed; and
 - (b) in respect of other disputes, any party can give notice in writing (**Request Notice**) to the President of the Queensland Law Society (**President**) requesting that they nominate an appropriate mediator to facilitate mediation of the dispute.
- 48.9 The party who gives the Request Notice must serve a copy of it on all other parties to the dispute at the same time the notice is given to the President.
- 48.10 The party who gives the Request Notice may nominate a mediator they would like to be appointed and the other parties may also nominate one mediator who they want to be appointed, provided that:
- (a) if the other parties wish to nominate a preferred mediator they must do so within 14 days of the date the Request Notice is given; and
 - (b) when nominating a preferred mediator, each party must provide details of the proposed terms of engagement of the nominee.
- 48.11 The President will have complete discretion as to the mediator they appoint and is not required to appoint a mediator nominated by any party.
- 48.12 If the President indicates they will only make the appointment subject to certain conditions, the parties will be deemed to have agreed to those conditions.
- 48.13 If the President nominates more than one person who could be appointed as the mediator, the first person named will be deemed to be the nominee.
- 48.14 The parties will:
- (a) be deemed to have consented to the appointment of the mediator nominated by the President and to their terms of engagement; and

- (b) have no claim of any nature against the President or the Queensland Law Society in respect of the appointment.

48.15 During the course of the mediation, the mediator must:

- (a) allow all parties involved a reasonable chance to be heard;
- (b) allow all parties involved a reasonable chance to review any written statements;
- (c) ensure that all parties involved are given natural justice; and
- (d) not make a decision on the dispute.

48.16 The purpose of any exchange of information or documents (materials) or the making of any offer of settlement pursuant to this rule is to attempt to settle the dispute and no party may use any materials obtained through the dispute resolution process established by this rule for any purpose other than an attempt to settle the dispute between the parties.

48.17 In particular, the materials may not be used in any court proceedings or arbitration without the consent in writing of the party who supplied the materials except where the materials could have been discovered or obtained by the other party and used in Court proceedings if the procedures under this rule 47.4 had not been implemented.

48.18 At the end of the second period specified in or agreed under rule 48.7, any party to the dispute who has complied with the provisions of rule 47.4 may terminate the dispute resolution process by notice in writing to the other parties and then may take action to enforce its rights under this agreement or in relation to the Association.

49 Staff

49.1 The staff of the Association are responsible for implementing the decisions of the Management Committee and elected officers.

49.2 Members must not, subject to rule 49.1, interfere with staff carrying out the decisions of the Management Committee and elected officers.

49.3 The Management Committee must appoint a Postgraduate Affairs Manager.

49.4 The appointment of Postgraduate Affairs Manager may be for the period, at the remuneration and on the conditions that the Management Committee thinks fit.

49.5 The Management Committee may remove the Postgraduate Affairs Manager at any time, subject to any contract between the Association and the Postgraduate Affairs Manager.

49.6 The Postgraduate Affairs Manager has delegated authority to support the Association in the day-to-day operations of the Association.

50 Indemnity

50.1 Every member of the Management Committee and other officer of the Association is indemnified out of the assets of the Association against any liability incurred by the person as officer except where the Association is prohibited from indemnifying the person under the law.

- 50.2 The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.
- 50.3 The Association may pay premiums in respect of contracts insuring current and past officers of the Association against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where the Association is prohibited from doing so under the law.
- 50.4 Members of the Management Committee or other officers of the Association are not liable for:
- (a) the act, neglect or default of any other member of the Management Committee or officer of the Association;
 - (b) any loss or expenses incurred by the Association through the insufficiency or deficiency of title to any property acquired by order of the members of the Management Committee for or on behalf of the Association;
 - (c) the insufficiency or deficiency of any security in or upon which any money of the Association is invested;
 - (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects are deposited or left; or
 - (e) for any other loss or damage that happens in the execution of the duties of his or her office,

unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.