



Rules of

AUSTRALIAN GRADUATE WOMEN Inc.

Incorporation Number: Y1576215

Prepared 9 February 2019

These Rules ratified by Special General Meeting 6 April 2019

**Registered
Address:**

**26/9 Col Drewe Dr.
South Bowenfels
NSW, Australia 2790**

ABN 93 656 106 863

Rules of

AUSTRALIAN GRADUATE WOMEN Inc.

(AGW: formerly known as the Australian Federation of Graduate Women Inc (AFGW))

1. NAME

The name of the association shall be 'Australian Graduate Women Incorporated' (referred to in these Rules as 'the Association' or 'AGW').

2. MISSION, VISION AND OBJECTIVES

(1) Mission:

AGW is the national voice of graduate women working for the advancement and wellbeing of women and girls through education.

(2) Vision:

AGW members view education as essential for:

- Empowering women
- Reducing poverty
- Improving health
- Supporting human rights
- Maintaining human security
- Building peace.

(3) Objectives:

AGW will unite graduate women in Australia to work in friendship, cooperation and understanding with each other and through the Graduate Women International (GWI) network of sister graduates worldwide to:

- Promote equitable educational opportunities and lifelong learning.
- Improve the status and wellbeing of women and girls.
- Encourage women and girls to be active leaders and decision-makers in all spheres of public and private life.
- Inspire and support women graduates to put their education and professional training to the service of the local, national and international community.
- Promote the Vision of AGW amongst all people, irrespective of their gender, age, race, nationality, religion, political opinion, sexual orientation or other status.

3. DEFINITIONS

In these Rules, unless the contrary intention appears, the following expressions shall mean:

'Annual General Meeting' (AGM) – a meeting of Members of AGW held in accordance with Article 6 and Article 7 of these Rules; the supreme authority of AGW.

'Eligible to vote' – entitled to vote in person or by electronic means by the provisions of Articles 3 and 8 and by being financial (see below) at the time voting occurs.

'Dues' – the fees payable for annual membership of AGW and Graduate Women International (GWI).

'CIR' – the Co-ordinator for International Relations; the liaison between AGW and GWI.

- ‘Council’ – the elected body authorised to conduct the business of AGW between AGMs.
- ‘Executive’ – the elected Officers of AGW: the President, the CIR, the Secretary and the Treasurer.
- ‘Financial’ – having paid the dues payable for the current AGW financial year
- ‘Financial year’ – the period commencing 1 July and ending 30 June of the following year
- ‘Graduate Women International (GWI)’ – previously the International Federation of University Women; the international graduate organisation of which AGW is a member as a National Federation or Association (NFA).
- ‘Member’ – an individual woman (a) whose qualifications satisfy the requirements for membership of AGW and Graduate Women International and who, through membership of AGW, is also a member of GWI; (b) who is financial according to the requirements of these Rules.
- ‘NFAs’ – National Federations and Associations of Graduate Women International.
- ‘Ordinary Member of Council’ – a member of Council other than the Executive.
- ‘Proxy’—a member-appointed to vote on behalf of an Ordinary Member of Council unable to attend a scheduled Council Meeting.
- ‘Quorum’ – the number of persons required to validate the proceedings of a meeting.
- ‘Simple majority’ – more than half the number of votes cast.
- ‘Special General Meeting’ (SGM) – a meeting of members held in accordance with Article 14 of these Rules.
- ‘Written/In writing’ – unless otherwise specified a written communication may be delivered by either postal or electronic means.

4. MEMBERSHIP

(1) Membership Qualifications

- (a) Members may be admitted to AGW under one of the categories of membership established in paragraph 4(c) below.
- (b) Subject to paragraph 4(c), members of AGW shall also be individual members of Graduate Women International during the period of AGW membership.
- (c) The academic qualifications for membership shall be study at an institution of higher or tertiary education or institution of comparable academic standing followed by the award of a degree, diploma or equivalent qualification which meets the requirements of Graduate Women International.
 - (i) Notwithstanding any requirement specified in 4(1)(c) above, a person who has demonstrated a commitment to promoting education for women and to the principles of AGW and GWI may be invited to full membership by a vote of Council.
- (d) There shall be a category of Member Emerita, who shall be recommended by the Executive Officers and confirmed by Council. The GWI dues for a Member Emerita shall be the responsibility of AGW.
- (f) Members of other Graduate Women International National Federations and Associations and Independent Members of Graduate Women International may take part in meetings of AGW s as temporary visiting members. They will not have voting rights.

(2) Becoming a Member

- (a) An application by a person for membership of the association must be made in writing (including by email or other electronic means) on the prescribed form and must be lodged (including by electronic means) with the secretary of the association.

- (b) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Executive, which is to determine whether to approve or to reject the application.
- (c) As soon as practicable after a determination is made, the secretary must:
 - (i) notify the applicant in writing (including by email or other electronic means) that the committee approved or rejected the application (whichever is applicable), and
 - (ii) if the application is approved, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these Rules by a member as annual subscription.
- (d) The secretary must, on payment by the applicant of the amounts referred to in clause (c) above within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

(3) Cessation of Membership

- (a) A person ceases to be a member of the association if the person:
 - dies, or
 - resigns membership, or
 - is expelled from the association, or
 - fails to pay the annual membership fee set under Article 17 within 3 months after the fee is due.
 - (i) Resignation of membership
 - A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
 - (ii) If a member of the association ceases to be a member under subclause (3)(a), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

(4) Resolution of disputes

A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

(5) Disciplining of members

A complaint may be made to the Executive by any person that a member of the association:

- (a) has refused or neglected to comply with a provision or provisions of these Rules, or has willfully acted in a manner prejudicial to the interests of the association.
- (b) The Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Executive decides to deal with the complaint, the secretary:
 - (i) must cause notice of the complaint to be served on the member concerned; and

- (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The Executive may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the Executive expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (f) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 4 (5) (d), whichever is the later.

5. REGISTER

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

6. LIABILITY OF MEMBERS

- (1) Members of AGW shall not be liable to contribute to the payment of debts and other liabilities of AGW or to the costs, charges and expenses of winding up AGW

- except to the extent of their own unpaid membership fees.
- (2) Members of AGW shall not receive any payment by way of profit through the activities of AGW.

7. AUTHORITY OF THE ANNUAL GENERAL MEETING

The supreme authority of AGW shall be vested in the Annual General Meeting of members which shall determine the general policy of AGW and shall delegate to Council the power to carry out that policy and conduct the business of AGW in the intervals between the Annual General Meetings of members.

8. ANNUAL GENERAL MEETING

- (1) Each year Council shall determine the date of Annual General Meeting which shall be held within six months from the end of the financial year of AGW.
- (a) The AGM may be held electronically or in person as determined by Council.
- (b) At least three (3) months before the appointed date the Secretary shall notify members of the date of the AGM and the means by which it is to be held.
- (2) Each member of AGW shall be entitled to attend and vote at a General Meeting, subject only to their being financial at the time of the meeting
- (3) The quorum for a General Meeting of AGW shall be 10% plus 1 of those eligible to vote, subject to the provision that the number shall include at least two members of the elected Executive.
- (4) The following business shall be conducted at the Annual General Meeting:
- (a) Confirmation of the Minutes of the previous Annual General Meeting;
- (b) Receipt of reports on activities in the previous financial year from Council.
- (c) Receipt and consideration of a financial statement presented by the Treasurer which shall give a true and fair view of income and expenditure in the previous financial year;
- (d) Adoption with or without amendment of an operating Budget for the following year presented by the Treasurer, including setting annual membership dues;
- (e) Consideration of any proposed amendments to the Rules put forward by the Executive on behalf of the Council or by any group of four or more financial members;
- (f) Consideration of any policy recommendations proposed by any of the following:
- The Executive on behalf of Council;
 - Persons appointed by Council for particular purposes; or
 - Any group of four or more financial members;
- (g) Declaration of the results of any necessary election or elections of Officers and Ordinary Members of Council in accordance with Article 11.
- (h) Such other reports, business or presentations as Council may raise.

9. COUNCIL

- (1) Council shall comprise:
- (a) Elected Officers (the Executive), being:
- (i) the President of AGW;
 - (ii) the Co-ordinator for International Relations (CIR);
 - (iii) the Secretary;
 - (iv) the Treasurer;
- each of whom shall be elected for a term of three years in accordance

with the provisions of Article 11.

- (b) Three Ordinary Members, each of whom shall be elected for a term of three years under the provisions of Article 11.
- (c) Each of those in paragraphs (a) and (b) shall be voting members.
- (2) Any Council position that falls vacant may be filled for the period until the subsequent AGM by a simple majority vote of Council. The appointment shall be put to the subsequent AGM for ratification. If ratification is not approved, an election for that position shall be held.
- (3) No elected Officer shall hold any one position for more than six consecutive years. The total consecutive term of service on Council, regardless of category of membership, may not exceed nine years.
- (4) The quorum for a Council Meeting shall be 50% plus 1 of those eligible to vote, subject to the proviso that it must include at least two Executive Officers and two Ordinary Members.
- (5) In the temporary absence of the President, Council may elect one of its members in her place.
- (6) The office of AGW shall be located where the Secretary resides.

10. DUTIES OF THE EXECUTIVE OFFICERS

- (1) The **President** shall:
 - (a) Exercise general oversight of the activities of AGW so as to advance the Objectives of the Association.
 - (b) Preside at and manage the conduct of meetings of AGW. She may delegate the chair at any meeting to another member present, subject to the consent of the meeting, which shall be determined by a simple majority vote of those present.
 - (c) Have particular responsibility for advancing AGW policies through advocacy. She shall be the only person empowered to authorize AGW submissions or other advocacy to the Federal Government or issue press releases on behalf of AGW.
 - (d) Act without further consultation in any matter where there is relevant AGW or GWI policy. Where no such policy exists, the President shall consult Council before taking any action.
 - (e) Represent AGW in relation to other organisations and at public meetings. She may from time to time delegate this role to another appropriate member.
- (2) The **Secretary** shall:
 - (a) Maintain the office of AGW Inc., being the official post office and email addresses, manage incoming correspondence, and provide storage for the records of AGW during her tenure of office.
 - (b) Maintain the Register of the Association, and report regularly on changes thereto, in accordance with the requirements of NSW Fair Trading and Articles 2(d) and 3(a)(ii) of these Rules.
 - (c) Maintain a list of contact details of the membership of the Council, persons appointed by Council under Article 12(2), and any other persons or groups appointed by Council under Article 12(3).
 - (d) Manage internal AGW communications to members, including the collation and circulation of all documents required by AGW meetings and of electronic Newsletters; and
 - (e) Arrange for any required electronic ballot of members and act as the Electoral Officer except in the case of an election for Officers of the Association and Ordinary Council Members, when Council shall appoint an Electoral Officer in accordance with Article 11(5)(a).

- (3) The **Treasurer** shall:
- (a) Manage the receipt of all monies and payments. Payments shall be made by cheque or by electronic means approved by Council; be signed or authorised by at least two persons and in accordance with Article 12(1)(b);
 - (b) Keep proper accounts that shall be presented at the Annual General Meeting, prepare an operating budget and recommend the membership dues for the forthcoming year/s; and
 - (c) Issue annual invoices to members for payment of dues and provide the Secretary with the names of each member duly subscribed in any given financial year.
- (4) The **Co-ordinator for International Relations** (CIR) shall:
- (a) Act as the liaison officer between AGW, other national affiliates and Graduate Women International. In particular, she shall be responsible for the circulation of GWI documents and information to AGW members and for transmission of AGW documents and information to GWI.
 - (b) The CIR shall facilitate AGW's participation in the GWI Conference and shall normally be a delegate thereto.
 - (c) The CIR shall be responsible for promoting the aims of Graduate Women International within AGW.

11. ELECTION OF OFFICERS AND ORDINARY COUNCIL MEMBERS

- (1) At least three months before an Annual General Meeting at which any election of Officers of the Association or Ordinary Members of Council is due, the Secretary shall invite nominations from members of the Association for such positions as are due for election under the provisions of Article 8.
- (2) A nomination for the purpose of paragraph 10(1) above shall be:
- (a) Made by any two members of the Association as proposer and seconder;
 - (b) Signed by the nominee, proposer and seconder; all of whom must be financial at the time of the nomination being made;
 - (c) Submitted on the required nomination form; and
 - (d) Submitted by the due date.
- (3) All nominations duly signed shall reach the Secretary of AGW at least two months before the date of the relevant Annual General Meeting.
- (4) The Secretary shall, as soon as possible after receiving nominations, forward a complete list of the nominees to all members. In the absence of any nominee for a particular position, she may invite new nominations to be made by a specified date.
- (5) In the event of there being more than one nomination for any of the positions named in the call for elections, an electronic election will be conducted at a date prior to the Annual General Meeting by a ballot of members eligible to vote. Where an election is necessary Council shall appoint an Electoral Officer for the receipt of votes and declaration of the result of the election.
- (6) Unless otherwise determined by the Annual General Meeting, those elected shall assume office following the close of the Annual General Meeting.
- (7) In the event of any interim between the election of a new Executive and its assumption of office, the Secretary-elect shall receive all papers, reports and minutes relevant to the business of the outgoing Council.

12. DUTIES AND POWERS OF COUNCIL

- (1) Council shall carry out the policy and conduct the business of the Association between Annual General Meetings and to that end
 - (a) May make and amend By-Laws to facilitate the operation of the Rules provided that any such By-Law and any amendment thereto shall be approved by a two thirds majority of voting members of Council and ratified by the following AGM; and
 - (b) Open and operate accounts with a bank or other financial institution.
- (2) Council shall have the power to:
 - (a) Appoint and prescribe the duties of:
 - (i) the Fellowship officer;
 - (ii) the Resolutions officer;
 - (iii) the Education Rapporteur;
 - (iv) the Status of Women Rapporteur;
 - (v) the Website Manager;
 - (vi) the AGW representative to the Education Trust;
 - (b) These positions shall not hold voting rights at Council.
 - (c) These appointments may be held by members of Council or any member of AGW; and
 - (d) If appointed from the general membership those appointed shall be invited to participate in any Council meeting to which they make a report containing recommendation(s).
 - (e) The appointments shall be for three years, renewable thereafter on review by Council.
- (3) Appoint further committees and individual members as required for specific purposes.
 - (a) The President shall *ex-officio* be a member of all Committees.
- (4) The Executive may act on behalf of Council in the day-to-day business of AGW provided that such action is consistent with these Rules and that it informs the full Council regularly of any decisions made.
- (5) Where issues arise which are not addressed in existing AGW and GWI policies the Executive shall receive the agreement of a majority of members of Council before taking action on or advocating about such matters.

13. RELATIONSHIP WITH GRADUATE WOMEN INTERNATIONAL

- (1) Council shall have power to conduct relations with Graduate Women International on behalf of AGW.
- (2) The CIR shall act as the liaison officer between AGW, other national affiliates and Graduate Women International as prescribed in Article 10 (4) above.
- (3) Except as otherwise prescribed by the GWI Rules, AGW representation at any meeting of GWI or on any GWI delegation shall be decided by Council.

14. MEETINGS OF COUNCIL

- (1) Council shall meet by electronic means at least three times a year, the first such meeting to be held within six months of the preceding AGM.
- (2) At least 28 days' written notice of Council meetings shall be given to members and any other person required to make a report or participate in proceedings.
- (3) The President or the CIR may at any time call a meeting of Council in any appropriate form, for the consideration of special business.
- (4) In the case of urgent business, 14 days notice to members shall be deemed

sufficient.

- (5) Members of Council shall receive notices and reports of all Council meetings and shall be consulted on matters of policy.
- (6) Council, through its Executive, may invite individuals other than Council members to attend and take part in discussion in part or whole of any meeting of Council, but such invitees shall not be eligible to vote.
- (7) At each of its meetings, Council shall receive a report from:
 - (a) each elected member
 - (b) such person or persons appointed by Council under Article 12(2) above as wish to make a report or have been requested by the Hon Secretary to do so.
- (8) The quorum for a Council Meeting shall be 50 % plus one of those eligible to vote, subject to the proviso that it must include at least two Executive Officers and two Ordinary Members.

15. SPECIAL GENERAL MEETINGS

- (1)
 - (a) A Special General Meeting of AGW shall be held at such times as Council may determine or at the written request of at least 5% of financial members of the Association.
 - (b) At least 28 day's written notice of all Special General Meetings shall be given to members.
 - (c) If within half an hour of the time appointed for a Special General Meeting a quorum of 10% of members eligible to vote is not present the meeting shall be dissolved.
- (2) A motion shall be dealt with in the following manner:
 - (a) a notice giving details of any proposed motion for a Special General Meeting shall be sent to all members-at least 28 days before the meeting at which it is to be considered;
 - (b) voting shall be in accordance with the provisions of Article 16 below; and
 - (c) where for some reason it is impossible or impracticable for a motion to be dealt with according to this article, a request may be made to the NSW Department of Fair Trading for permission to deal with it in some other manner.

16. VOTING

- (1) Voting in any General Meeting, whether held electronically or in person, shall be by all members present and eligible to vote.
- (2) For the purposes of paragraph (1) above, the Treasurer shall notify the Hon Secretary of the members eligible to vote.
- (3) Unless otherwise specified in these Rules, all matters in all meetings shall be decided by a simple majority.
- (2) Where a meeting is held in person, voting shall be by a show of hands unless a secret ballot is requested by a simple majority of those present and eligible to vote.

17. DUES

- (1) Each member shall pay annual dues to AGW comprising:
 - (a) Dues as determined by the General Assembly of Graduate Women International; and
 - (b) Dues as determined by the Annual General Meeting of Members of AGW.
- (2) AGW and GWI services shall be provided only for members whose dues for the current financial year have been received by AGW.

- (3) No person shall be eligible to vote in any meeting or ballot or to nominate or be nominated for an elected position in AGW at a time when dues for the current financial year have not been received.
- (3) Dues collected by AGW on behalf of Graduate Women International shall be remitted to Graduate Women International annually.
- (4) The financial year of AGW shall end on 30 June.

18. INVESTMENTS

- (1) Any funds not immediately required for the purposes of the Association shall be invested in Commonwealth Government or bank securities or in a manner as members of Council may determine.
- (2) Council shall have the power to vary investments from time to time.

19. REPRESENTATION

- (1) Funds shall be allocated in the AGW budget for Representation.
- (2) Council may authorise use of the funds so allocated for all or any part of any necessary travel or other expenses incurred by the Executive and by delegates approved by Council to represent AGW.
- (3) In allocating such payments, consideration shall be taken of any contribution from Graduate Women International or other bodies.

20. AGW FELLOWSHIPS

- (1) The purpose of the Fellowships shall be to provide scholarships, bursaries and awards to women for advanced study or research.
- (2) AGW shall maintain contact with the organisation appointed to administer the Fellowship funds to ensure they are invested and administered to Council's satisfaction. To which end, Council shall nominate a representative to act as its agent and instructed delegate to the said organisation. She shall report to Council at least twice a year or at such other times as she believes that information needs to be provided to the AGW Council.
- (3) Based on recommendations as to the availability of funds obtained from the administering organisation, Council shall determine the number and value of awards to be made in the name of AGW Inc. The general provision shall apply, that the corpus of the Fellowship funds shall be invested and the annual interest be available to support those recommendations approved by Council.
- (4) New fellowships, bursaries and awards may be established by Council dependent on the availability of funds.
- (5) Council shall appoint a Fellowships Officer, who shall be responsible for the administration of AGW awards.

21. INCOME AND PROPERTY

- (1) All income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association
- (2) Nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by her or of remuneration of any officer or servant of the Association, or to any member of the Association, or any other person in return for any services actually rendered to it.

- (3) Nothing herein contained shall be construed so as to prevent the repayment to any member for out-of-pocket expenses or the hire of goods or rent for premises demised to the Association.

22. CUSTODY OF OFFICIAL RECORDS

- (1) The Secretary shall maintain
 - (a) A file of correspondence and shall ensure that records are kept of the business of AGW including the Rules, Proceedings of Conferences, Minutes of all Council and General Meetings; and the Register of Members.
 - (b) These records shall be kept in the custody of the Secretary and shall be available for inspection by any member.
- (2) (a) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association.
 - (b) These records shall be kept in the custody of the Treasurer and shall be available for inspection by any member.

23. PUBLIC OFFICER

The Association shall ensure that a person is appointed as Public Officer who:

- (1) Shall be a resident of New South Wales. Subject to this requirement, the Secretary or the Treasurer may fill the position, otherwise the Public Officer may be any other member regarded by Council as a suitable person for the position.
- (2) Council may at any time remove the Public Officer and appoint a new Public Officer provided that the person is at least 18 years of age and a resident of New South Wales.
 - (1) When a vacancy occurs in the position of Public Officer, Council shall notify the NSW Department of Fair Trading on the prescribed form within 14 days, and shall appoint a new Public Officer.
 - (2) The Public Officer shall act in all matters in accordance with the requirements of the NSW Department of Fair Trading.

24. AMENDMENT OF RULES AND BY-LAWS

- (1) Amendments to the Rules of AGW may be proposed by Council and by a group of no fewer than five members of the Association.
- (2) The Rules may be amended at the Annual General Meeting of Members by a three-quarters majority of votes cast, provided that notice of the proposed amendment shall have been sent at least two months before the Annual General Meeting to the Secretary who shall immediately communicate it to all members.
- (3) Unless otherwise specified, an amendment on notice made at the Annual General Meeting shall take effect from the time it is passed provided it is consistent with the Rules of Graduate Women International, in particular in respect of membership qualifications, freedom from discrimination and payment of dues to GWI.
 - (a) In cases where consistency is doubtful or disputed, the amendment will be referred to GWI and become effective only after GWI approval.
- (4) An amendment without notice may be put to an Annual General meeting with the consent of a two-thirds majority vote in favour of its being put.
- (5) An amendment without notice made by Annual General Meeting shall take effect three months after the Annual General Meeting provided that:
 - (a) it is approved where necessary by Graduate Women International;
 - (b) no more than 5 members have objected to it during that period.

- (6) No existing By-Law shall be amended or repealed at a meeting of Council unless particulars of the proposed amendment or repeal shall have been given in the notice calling the meeting.

25. SERVICE OF DOCUMENTS

Service of documents on the Association is effected by serving them on the Public Officer or by serving them on two members of Council.

26. WINDING UP

- (1) A resolution for winding up of the Association may be moved by the Executive or by 25% of members.
- (2) The resolution is to be put to an electronic ballot of all members eligible to vote under Article 8 (2).
- (3)
 - (a) Notice of a resolution for the winding up of AGW must be given to Council at least four months before the date at which the ballot is to be held; and
 - (b) The Secretary shall send a copy of the resolution to each member as soon as possible and in any event not less than three months before the date at which the ballot is to be held.
- (4) A vote to wind up the AGW can be passed only:
 - (a) By a ballot in which at least 75% of members are represented; and
 - (b) If 75% of votes cast approve the proposal.
- (5) Upon winding up, individual members have no right to the assets of the Association.
- (6) **Distribution of funds.**
 - (a) If upon winding up of the Association there remains after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst members of the Association but shall be given or transferred to some other association which has objects similar to those of the Association and which prohibits the distribution of its income and property amongst its members and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78(1) (a) of the *Income Tax Assessment Act 1936* as amended.
 - (b) A resolution for distribution of surplus property subject to the passing of a resolution for winding up shall be put to members at the same time as the resolution for winding up.
 - (c) Such a resolution for distribution of surplus property must satisfy the requirements of the *Associations Act 2009* in the following respects: it must
 - (i) be approved by the Secretary;
 - (ii) not to be made to or for the benefit of any member or former member of the association;
 - (iii) be subject to any trust affecting that property or any part of it;
 - (iv) if consisting of property supplied by a government department or public authority, including any unexpended portion of a grant, be returned to the department or authority that supplied it or to a body nominated by the department or authority.
 - (v) A person aggrieved by the operation of this section in relation to an association's surplus property may apply to the Supreme Court for an order as to its disposal.